

No. C 99925	Annual Report Form 1998 Due No Later Than November 30,		2. Registered Agent and Office NOT A P.O. BOX CT CORPORATION SYSTEM 300 N 6TH ST BOISE ID 83701
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FEE REQUIRED * FIRST NOTICE *	1. Mailing Address - Please Correct, If Not Correct BARNES & NOBLE BOOKSELLERS, TAX DEPARTMENT 122 FIFTH AVE NEW YORK NY 10011		3. Organized Under the Laws of: DE C 99925

4. Corporations: Enter Names and Business Addresses of **President, Secretary and Directors**
 Limited Liability Companies: Enter Names and Addresses of ☐ **Managers** or ☐ **Members** (check one):

Office held	Name	Street or P.O. Address	City	State	Zip
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See attached Schedule

5. Signature of New Registered Agent

6. *TH Holland*
 Signature _____ Date 10/30/98
 Name ^{(Typed or} Thomas W Holland ^{Printed)} Title Assistant Secretary

ISSUED: 07-03-1998

DO NOT TAPE OR STAPLE

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

ROSTER OF OFFICERS AND DIRECTORS

AS OF JUNE 3, 1998

<u>OFFICE</u>	<u>NAME</u>	<u>BUSINESS ADDRESS</u>
Chairman of the Board and Chief Executive Officer	Leonard Riggio	122 Fifth Avenue New York, NY 10011
Vice Chairman	Stephen Riggio	122 Fifth Avenue New York, NY 10011
Chief Operating Officer	J. Alan Kahn	122 Fifth Avenue New York, NY 10011
Executive Vice President, Assistant Secretary and President Barnes & Noble Development	Mitchell S. Klipper	122 Fifth Avenue New York, NY 10011
Executive Vice President, Finance	Marie J. Toulantis	122 Fifth Avenue New York, NY 10011
President	Thomas A. Tolworthy	122 Fifth Avenue New York, NY 10011
Senior Vice President, Corporate Communications and Public Affairs	Mary Ellen Keating	122 Fifth Avenue New York, NY 10011
Vice President and Treasurer	Elizabeth R. Babin	122 Fifth Avenue New York, NY 10011
Vice President, Development	David S. Deason	122 Fifth Avenue New York, NY 10011
Vice President, Marketing and Advertising	Maureen H. Golden	111 Fifth Avenue New York, NY 10011
Vice President, Merchandising	Michael Henjy	111 Fifth Avenue New York, NY 10011
Vice President, Merchandising	Robert J. Wietrak	111 Fifth Avenue New York, NY 10011
Secretary and Director	Michael N. Rosen	Robinson Silverman Pearce Aronsohn & Berman LLP 1290 Avenue of the Americas New York, NY 10104
Assistant Secretary	Thomas Holland	122 Fifth Avenue New York, NY 10011

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ROSTER OF OFFICERS AND DIRECTORS (CONT'D)

AS OF JUNE 3, 1998

<u>OFFICE</u>	<u>NAME</u>	<u>BUSINESS ADDRESS</u>
Assistant Secretary	Kenneth Johnsen	122 Fifth Avenue New York, NY 10011
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, Apt 10E New York, NY 10024
Director	Jan Michiel Hessels	Vendex International, N.V. DeKlencke #6 1083 HH Amsterdam, Holland
Director	Matthew A. Berdon	Urbach, Kahn & Werlin 250 Park Avenue South, 6th Floor New York, NY 10003-1494
Director	William Sheluck, Jr.	36 Greenleaf Farms Road Newtown, CT 06470
Director	William Dillard, II	Dillard Department Stores, Inc. 1600 Cantrell Road Little Rock, AR 77201
Director	Margaret T. Monaco	Probus Advisors 83 Devon Road Essex Fells, NJ 07021