

No. W 15858		Due no later than Jul 31, 2005 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: <u>Correct in this box if applicable</u> HANDLEMAN ENTERTAINMENT RESOURCES L 500 KIRTS BLVD TROY, MI 48064		CT CORPORATION SYSTEM 300 N 6TH ST BOISE, ID 83702	
NO FILING FEE IF RECEIVED BY DUE DATE				3. New Registered Agent Signature	
4. Limited Liability Companies: Enter Names and Addresses of Members.					
<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					
5. Organized Under the Laws of: IDAHO W 15858		6. Signature <u>Bennett P. Kartse</u> Name <u>KENNETH P. KARTSE</u>		Date <u>07-15-05</u> Title <u>CORPORATE SECRETARY</u>	

Issued 07/08/2005 by SLD

Do Not Tape or Staple
Fold, seal and mail this portion.

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HANDLEMAN ENTERTAINMENT RESOURCES, L.L.C.
LIST OF MEMBERS AND MANAGERS

NAME	TITLE	BUSINESS ADDRESS	FEIN/SOCIAL SECURITY NUMBER
<u>Members</u>			
HANDLEMAN COMPANY	MEMBER	500 KIRTS BLVD, TROY, MI 48084	[REDACTED]
HANDLEMAN DISTRIBUTION CO.	MEMBER	500 KIRTS BLVD, TROY, MI 48084	[REDACTED]
<u>Managers</u>			
SCOTT WILSON	PRESIDENT	500 KIRTS BLVD, TROY, MI 48084	[REDACTED]
THOMAS SCHMID	VICE PRESIDENT	500 KIRTS BLVD, TROY, MI 48084	[REDACTED]
MARK HEIDEL	VICE PRESIDENT	500 KIRTS BLVD, TROY, MI 48084	[REDACTED]
THOMAS C. BRAUM, JR	SENIOR V.P./FINANCE, TREASURER & CFO	500 KIRTS BLVD, TROY, MI 48084	[REDACTED]
KENNETH P. KARTJE	CORPORATE SECRETARY	500 KIRTS BLVD, TROY, MI 48084	[REDACTED]

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