

No. C 142312

Due no later than Jan 31, 2003  
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

B.DALTON BOOKSELLER, INC.

122 5TH AVE

NEW YORK, NY 10011

CORPORATION SERVICE COMPAN  
1401 SHORELINE DR STE 2

BOISE, ID 83702

**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>
President	Steven Reggio	122 5th Avenue	N.Y	N.Y.	10011
Secretary	Michael Rosen	" "	"	"	"
Director	Jane Miller	" "	"	"	"

5. Organized Under the Laws of:

MINNESOTA  
C 142312

6.

Signature

*John P. McSwaney*

Date

11/20/02

Name (Type or Printed)

JOHN P. McSWANEY

Title

ASST. SECRETARY

**B. DALTON BOOKSELLER, INC.**

**ROSTER OF OFFICERS AND DIRECTORS**

**AS OF MARCH 1, 2002**

<u>OFFICE</u>	<u>NAME</u>	<u>BUSINESS ADDRESS</u>	<u>HOME ADDRESS</u>
Chairman of the Board	Leonard Riggio	122 Fifth Avenue New York, NY 10011	720 Park Avenue New York, NY 10021
Vice Chairman and Chief Executive Officer	Stephen Riggio	122 Fifth Avenue New York, NY 10011	81 Post Kunhardt Road Bernardsville, NJ 07924
Chief Operating Officer	Mitchell S. Klipper	122 Fifth Avenue New York, NY 10011	3 Clearmeadow Lane Woodbury, NY 11797
Chief Financial Officer	<del>Maura O'Connell</del> <b>LARRY ZILAVY</b>	122 Fifth Avenue New York, NY 10011	<del>154 Weaver Street Greenwich, CT 06831</del>
<del>President</del>	<del>Michael Berry</del>	<del>122 Fifth Avenue New York, NY 10011</del>	<del>422 East 72nd Street, 35D New York, NY 10021</del>
Executive Vice President, and President, Barnes & Noble Publishing Group	J. Alan Kahn	122 Fifth Avenue New York, NY 10011	50 Central Park West, 5B New York, NY 10023
Executive Vice President, Distribution and Logistics	William F. Duffy	100 Middlesex Center Boulevard Jamesburg, NJ 08831	47 Crocker Mansion Drive Mahwah, NJ 07430
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, Publishing	Michael Friedman	122 Fifth Avenue New York, NY 10011	300 Central Park West Apt. 17F New York, NY 10024
Vice President, Publishing	Barbara J. Morgan	122 Fifth Avenue New York, NY 10011	31 Millstone Road Wilton, CT 06897
Vice President, Barnes & Noble Development	David S. Deason	1501 LBJ Freeway, Suite 290 Dallas, TX 75234	2001 Brabant Drive Plano, TX 75025
<del>Vice President and Chief Information Officer</del>	<del>Joseph Giamelli</del>	<del>122 Fifth Avenue New York, NY 10011</del>	<del>5 Cindy Lane Irvington, NY 10533</del>
Vice President and Chief Marketing Officer	Sharon Mosse	122 Fifth Avenue New York, NY 10011	116 East 68th Street New York, NY 10021

**B. DALTON BOOKSELLER, INC.**

**ROSTER OF OFFICERS AND DIRECTORS (Continued)**

**AS OF MARCH 1, 2002**

<u>OFFICE</u>	<u>NAME</u>	<u>BUSINESS ADDRESS</u>	<u>HOME ADDRESS</u>
Vice President, Stores	John S. Kelleher	122 Fifth Avenue New York, NY 10011	39 Vestry Street, Apt. 5A New York, NY 10013
Vice President, Trade Book Buying	Antoinette M. Ercolano	122 Fifth Avenue New York, NY 10011	250 West 27th Street, Apt. 6A New York, NY 10001
Vice President, Specialty Business	Kimberly Brown	122 Fifth Avenue New York, NY 10011	34 Danner Avenue Harrison, NY 10528
Vice President, Merchandising	Patricia S. Bostelman	122 Fifth Avenue New York, NY 10011	350 Bleecker Street, Apt. 3G New York, NY 10014
Vice President, Merchandising	Robert J. Wietrak	122 Fifth Avenue New York, NY 10011	165 Christopher Street, 1Z New York, NY 10014
Vice President, Newstand Sales	Richard B. Lawton	122 Fifth Avenue New York, NY 10011	412 Morris Avenue, Apt. 1 Summit, NJ 07901
Vice President, Distribution	David Morrison	100 Middlesex Center Boulevard Jamesburg, NJ 08831	24 Gemini Lane Manalapan, NJ 07726
<del>Vice President, Human Resources</del>	<del>Thomas A. Bennett</del>	<del>122 Fifth Avenue New York, NY 10011</del>	<del>21 Dawn Drive Westport, CT 06880</del>
Vice President, Inventory Management and Vendor Relations	Joseph J. Gonella	122 Fifth Avenue New York, NY 10011	32 Benford Drive Princeton Junction, NJ 08550
<del>Vice President, Merchandise Control</del>	<del>George V. Zaitis</del>	<del>122 Fifth Avenue New York, NY 10011</del>	<del>2 Courson Way Madison, NJ 07940</del>
Vice President, Music and Video	Charles E. Gorman	122 Fifth Avenue New York, NY 10011	1110 Hudson Street, Apt. 1C Hoboken, NJ 07830
Vice President, Real Estate	Anne M. Griffey	1501 LBJ Freeway, Suite 290 Dallas, TX 75234	106 Parkcrest Drive Southlake, TX 76092
Vice President, HR Administration	Michelle L. Smith	122 Fifth Avenue New York, NY 10011	3537 Stratford Road Wantagh, NY 11793
Vice President, Tax and Assistant Secretary	Thomas Holland	122 Fifth Avenue New York, NY 10011	6 Concord Drive Kendall Park, NJ 08824
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

**B. DALTON BOOKSELLER, INC.**

**ROSTER OF OFFICERS AND DIRECTORS (Continued)**

**AS OF MARCH 1, 2002**

<b><u>OFFICE</u></b>	<b><u>NAME</u></b>	<b><u>BUSINESS ADDRESS</u></b>	<b><u>HOME ADDRESS</u></b>
Assistant Secretary	Elizabeth Thomas	122 Fifth Avenue New York, NY 10011	3 Briar Way Belle Mead, NJ 08502
Assistant Secretary	John McSweeney	122 Fifth Avenue New York, NY 10011	95 Revere Road Manhasset, NY 11030
Assistant Secretary	Stuart A. Gordon	Robinson Silverman Pearce Aronsohn & Berman LLP 1290 Avenue of the Americas New York, NY 10104	40 East 94th Street New York, NY 10128
Assistant Secretary	Jay M. Dorman	Robinson Silverman Pearce Aronsohn & Berman LLP 1290 Avenue of the Americas New York, NY 10104	729 Bunker Road North Woodmere, NY 11581
Director	Irene R. Miller	186 Riverside Drive, 10E New York, NY 10024	186 Riverside Drive, 10E New York, NY 10024
Director	Michael Del Giudice	Millenium Credit Markets LLC One Rockefeller Plaza, Suite 2330 New York, NY 10020	15 West 53rd Street, 15F New York, NY 10019
Director	Matthew A. Berdon	Urbach, Kahn & Werlin 250 Park Avenue South New York, NY 10003	911 Park Avenue, 4A New York, NY 10022
Director	William Sheluck, Jr.	36 Greenleaf Farms Road Newtown, CT 06470	36 Greenleaf Farms Road Newtown, CT 06470
Director	William Dillard, II	Dillard's, Inc. 1600 Cantrell Road Little Rock, AR 72201	6 Edgehill Road Little Rock, AR 72207
Director	Margaret T. Monaco	Merrill Lynch Ventures, LLC 2 World Financial Center, 31st Floor New York, NY 10281	83 Devon Road Essex Fells, NJ 07021