


No. C 99925	Annual Report Form Due No Later Than November 30, 1999		2. Registered Agent and Office NOT A P.O. BOX							
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FEE REQUIRED	1. Mailing Address: Please Print or Type If Not Correct BARNES & NOBLE BOOKSELLERS, TAX DEPARTMENT 122 FIFTH AVE NEW YORK NY 10011		CORPORATION SERVICE COMP 1401 SHORELINE DR BOISE ID 83702 3. Organized Under the Laws of: DE C 99925							
** FINAL NOTICE ** 4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors Limited Liability Companies: Enter Names and Addresses of <input type="checkbox"/> Managers or <input type="checkbox"/> Members (check one) <table border="0" style="width:100%"> <tr> <td style="text-align:center"><u>Office held</u></td> <td style="text-align:center"><u>Name</u></td> <td style="text-align:center"><u>Street or P.O. Address</u></td> <td style="text-align:center"><u>City</u></td> <td style="text-align:center"><u>State</u></td> <td style="text-align:center"><u>Zip</u></td> </tr> </table> <p style="text-align:center; font-size: 1.2em;">See schedule attached</p>					<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>					
5. <u>New</u> Registered Agent Signature		6. Signature <u></u> Date <u>10/29/99</u> Name (Typed or Printed) <u>Thomas W. Holland</u> Title <u>Assistant Secretary</u>								

ISSUED: 10-01-1999

338

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

ROSTER OF OFFICERS AND DIRECTORS

AS OF JUNE 9, 1999

<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
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	Michael Archbold	122 Fifth Avenue New York, NY 10011
Vice President, Chief Financial Officer Retail & Distribution	Darrell Meussner	122 Fifth Avenue New York, NY 10011
Vice President, Real Estate	David S. Deason	122 Fifth Avenue New York, NY 10011
Vice President and Chief Information Officer	Joseph Giamelli	122 Fifth Avenue New York, NY 10011
Vice President, Marketing and Advertising	Maureen H. Golden	122 Fifth Avenue New York, NY 10011
Vice President, Merchandising	Michael Hejny	122 Fifth Avenue New York, NY 10011
Vice President, Merchandising	Robert J. Wietrak	122 Fifth Avenue New York, NY 10011

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

ROSTER OF OFFICERS AND DIRECTORS

AS OF JUNE 9, 1999

<u>OFFICE</u>	<u>NAME</u>	<u>BUSINESS ADDRESS</u>
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
Assistant Secretary	Elizabeth Thomas	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 #10E New York, NY 10024
Director	Jan Michiel Hessels	Vendex International N.V. DeKlencke #6 1083 HH Amsterdam The Netherlands
Director	Matthew A. Berton	Urbach, Kahn & Werlin 250 Park Avenue South New York, NY 10003
Director	William Sheluck, Jr.	36 Greenleaf Farms Road Newtown, CT 06470
Director	William Dillard, III	Dillard Department Stores, Inc. 1600 Cantrell Road Little Rock, AR 72201
Director	Margaret T. Monaco	Merrill Lynch & Co. World Financial Center 250 Vesey Street-27th Floor New York, NY 10281