


2005 LIMITED LIABILITY COMPANY ANNUAL REPORT

FILED
Apr 25, 2005 8:00 am
Secretary of State

04-25-2005 90102 011 ****50.00

DOCUMENT # M01000001544 1. Entity Name HANDLEMAN ENTERTAINMENT RESOURCES L.L.C.	
--	---

Principal Place of Business 500 KIRTS BLVD. TROY, MI 48084-4142	Mailing Address 500 KIRTS BLVD. TROY, MI 48084-4142
---	---

20045490

2. Principal Place of Business		3. Mailing Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip	Country	Zip	Country

4. FEI Number 38-3597942		Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>		\$5.00 Additional Fee Required

6. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324	
--	--

7. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) City FL Zip Code	
--	--

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

Filing Fee is \$50.00 Due by May 1, 2005	Make check payable to Florida Department of State
---	--

9. MANAGING MEMBERS/MANAGERS		10. ADDITIONS/CHANGES	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V SCHMID, THOMAS 500 KIRTS BLVD. TROY, MI 480844142 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	P WILSON, SCOTT 500 KIRTS BLVD. TROY, MI 48084 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V MILLARD, TOD 500 KIRTS BLVD. TROY, MI 480844142 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	V HEIBEL, MARK 500 KIRTS BLVD. TROY, MI 48084 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VCC BRAUM, THOMAS C JR. 500 KIRTS BLVD. TROY, MI 480844142 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	ST KARTJE, KENNETH P 500 KIRTS BLVD. TROY, MI 480844142 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	P LOPEZ, GERARDO I 500 KIRTS BLVD TROY, MI 48084 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V EVANS, DAVID 500 KIRTS BLVD TROY, MI 48084 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition SEE ATTACHED

11. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.

SIGNATURE: Kenneth P. Kartje **KENNETH P. KARTJE** 4-18-05 (248) 362-4400
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE Date Daytime Phone #

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

NAME	TITLE	BUSINESS ADDRESS
------	-------	------------------

Members

HANDLEMAN COMPANY	99% OWNER	500 KIRTS BLVD, TROY, MI 48084
HANDLEMAN DISTRIBUTION CO.	1% OWNER	500 KIRTS BLVD, TROY, MI 48084

Managers

SCOTT WILSON	PRESIDENT	500 KIRTS BLVD, TROY, MI 48084
THOMAS SCHMID	VICE PRESIDENT	500 KIRTS BLVD, TROY, MI 48084
MARK HEIDEL	VICE PRESIDENT	500 KIRTS BLVD, TROY, MI 48084
THOMAS C. BRAUM, JR	SENIOR V.P./FINANCE, TREASURER & CFO	500 KIRTS BLVD, TROY, MI 48084
KENNETH P. KARTJE	CORPORATE SECRETARY	500 KIRTS BLVD, TROY, MI 48084

ATTACHMENT
MO/D000001546/20045490