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Jan 21 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P08916 (9)

1. Corporation Name
BARNES & NOBLE COLLEGE BOOKSTORES, INC.

Principal Place of Business
33 EAST 17TH STREET
NEW YORK NY 10003

Mailing Address
33 EAST 17TH STREET
NEW YORK NY 10003-2004



3. Date Incorporated or Qualified 02/03/1986
3a. Date of Last Report 04/23/1996

2. Principal Place of Business		2a. Mailing Address		4. FEI Number 13-2536119		Applied For	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.				Not Applicable	
22 City & State		27 City & State		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip		28 Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Country		29 Country		30		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

UNITED CORPORATE SERVICES, INC.
801 N.E. 167TH ST.
SUITE 305
NORTH MIAMI BEACH FL 33162

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

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

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CD	1.1 TITLE	President D
NAME	RIGGIO, LEONARD	1.2 NAME	Max Roberts
STREET ADDRESS	105 FIFTH AVE.	1.3 STREET ADDRESS	33 East 17th St.
CITY-ST-ZIP	NEW YORK NY	1.4 CITY-ST-ZIP	New York, NY 10003
TITLE	AD	2.1 TITLE	
NAME	KAHN, ALAN	2.2 NAME	
STREET ADDRESS	33 EAST 17TH STREET	2.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	2.4 CITY-ST-ZIP	
TITLE	VS VP CFO	3.1 TITLE	
NAME	BROVER, BARRY	3.2 NAME	
STREET ADDRESS	33 EAST 17TH STREET	3.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	
NAME	HAINES, WILLIAM	4.2 NAME	
STREET ADDRESS	120 FIFTH AVENUE	4.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	
NAME	ROSEN, MICHAEL N.	5.2 NAME	
STREET ADDRESS	230 PARK AVE.	5.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I do 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 annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13, unchanged, or on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Barry Brover

1/10/96

(212) 539-2000

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