
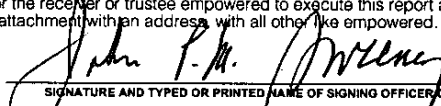


**2006 FOR PROFIT CORPORATION
ANNUAL REPORT**

FILED
Jan 17, 2006 8:00 am
Secretary of State

01-17-2006 90254 031 ***150.00

DOCUMENT # P15738					
1. Entity Name BARNES & NOBLE BOOKSELLERS, INC.					
Principal Place of Business 122 FIFTH AVE ATTN: TAX DEPT NEW YORK, NY 10011 US			Mailing Address 122 FIFTH AVE ATTN: TAX DEPT NEW YORK, NY 10011 US		
2. Principal Place of Business		3. Mailing Address			
Suite, Apt. #, etc.		Suite, Apt. #, etc.			
City & State		City & State		01092006 Chg-P CR2E034 (11/05)	
Zip		Country		4. FEI Number 74-2225928	
				Applied For Not Applicable	
5. Certificate of Status Desired <input type="checkbox"/>			\$8.75 Additional Fee Required		
6. Name and Address of Current Registered Agent			7. Name and Address of New Registered Agent		
CAPITOL CORPORATE SERVICES, INC. 1333 NORTH DUVAL ST TALLAHASSEE, FL 32303			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 _____ DATE _____ <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)</small>					
FILE NOW!!! FEE IS \$150.00 After May 1, 2006 Fee will be \$550.00		9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/>		\$5.00 May Be Added to Fees	
10. OFFICERS AND DIRECTORS			11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	CFO LOMBARDI, JOSEPH 122 FIFTH AVE. NEW YORK, NY 10011	<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	S ROSEN, MICHAEL 122 FIFTH AVE NEW YORK, NY 10011	<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	CEO RIGGIO, STEPHEN 122 FIFTH AVE. NEW YORK, NY 10011	<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	EVP DUFFY, WILLIAM 122 FIFTH AVE. NEW YORK, NY 10011	<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	COO KLIPPER, MITCHELL S. 122 FIFTH AVE NEW YORK, NY	<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	AS MC SWEENEY, JOHN P 122 FIFTH AVE NEW YORK, NY 10011	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address with all other like empowered.					
SIGNATURE:		 <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR</small>		John mcsweneey 1/19/06 212 633 3559 <small>Date Daytime Phone #</small>	