



State of Rhode Island
and Providence Plantations
Office of the Secretary of State

A. Ralph Mollis, Secretary of State
Corporations Division
148 W. River Street
Providence, RI 02904-2615
401.222.3040

ROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2011

Filing Period: January 1 - March 1 • **Filing Fee:** \$50.00* • **THIS REPORT MUST BE TYPED OR PRINTED LEGIBLY IN BLACK INK.**

In accordance with R.I.G.L. 7-1.2-1501(e), each corporation failing or refusing to file its annual report within thirty (30) days after the time prescribed by law (R.I.G.L. 7-1.2-1501(c&d)) is subject to a penalty fee of \$25.00.

1. Corporate ID No. 162663		2. Name of Corporation BARNES & NOBLE INC.	
3. Street Address Principal Business Office 122 FIFTH AVENUE		4. City NEW YORK	5. State NY
6. Business Phone No. 212-633-4055		7. State of Incorporation DELAWARE	

8. Brief Description of the Character of Business Conducted in Rhode Island
BOOK RETAILER

9. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS

9a. President Name William J. Lynch, Jr.			9b. Vice President Name MITCHELL S. KLIPPER		
9c. Street Address 122 FIFTH AVENUE			9d. Street Address 122 FIFTH AVENUE		
9e. City NEW YORK	9f. State NY	9g. Zip 10011	9h. City NEW YORK	9i. State NY	9j. Zip 10011
9k. Secretary Name Eugene V. DeFelice			9l. Treasurer Name MARIA B. FLOREZ		
9m. Street Address 122 FIFTH AVENUE			9n. Street Address 122 FIFTH AVENUE		
9o. City NEW YORK	9p. State NY	9q. Zip 10011	9r. City NEW YORK	9s. State NY	9t. Zip 10011

10. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) ☐ FILL IN SPACES BEFORE USING ATTACHMENTS

10a. Director Name JOSEPH LOMBARDI			10b. Director Name LAWRENCE S. ROBINS		
10c. Street Address 122 Fifth Avenue			10d. Street Address 122 Fifth Avenue		
10e. City NEW YORK	10f. State NY	10g. Zip 10011	10h. City NEW YORK	10i. State NY	10j. Zip 10011
10k. Director Name SEE ATTACHED			10l. Director Name SEE ATTACHED		
10m. Street Address			10n. Street Address		
10o. City	10p. State	10q. Zip	10r. City	10s. State	10t. Zip

11. SHARES AUTHORIZED

This information is currently of record in the Office of the Secretary of State. Changes require an additional filing. See Section 9 of instruction sheet.

12. SHARES ISSUED ("X" BOX FOR ATTACHMENT) ☐

ISSUED SHARES — THIS SECTION MUST BE COMPLETED

Number of Shares	Class/Series	Par Value
300,000,000	CWP	0.01

This report must be executed on behalf of the corporation by an authorized representative. If the corporation is in the hands of a receiver or trustee, this report must be executed on behalf of the corporation by the receiver or trustee.

FILED
File Date APR 15 2011
Check No. 1168647 & 116834
By: ASST SECRETARY
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report including any accompanying schedules and statements, and that all statement contained herein are true and correct.

Signature LAWRENCE S. ROBINS	Date 3/28/11
Print or Type Name ASST SECRETARY	Title ASST SECRETARY

List of Directors and Officers for Barnes & Noble, Inc. and its Subsidiaries as of October 20, 2010

Company	Directors/Managers	Officers	Date appointed
Barnes & Noble, Inc. 122 Fifth Avenue New York, NY 10011	Leonard Riegio, Chairman Stephen Riegio, Vice Chairman George Campbell Jr. William Dillard, II Patricia L. Higgins Irene R. Miller Margaret T. Monaco David G. Golden David A. Wilson	William J. Lynch, Jr. (Chief Executive Officer) Mitchell S. Klipper (Chief Executive Officer, Barnes & Noble Retail Group) Joseph J. Lombardi (Chief Financial Officer) Mary Ellen Keating (Senior Vice President, Corporate Communications and Public Affairs) Eugene Defelice (Vice President, General Counsel and Corporate Secretary) David A. Deason (Vice President, Barnes & Noble Development) Christopher Grady-Iroia (Vice President, Chief Information Officer) Mark Botini (Vice President, Director of Stores) Michelle Smith (Vice President, Human Resources) Allen W. Lindstrom (Vice President, Corporate Controller) Jaime Carey (Vice President, Chief Merchandising Officer) Dan Gilbert (Executive Vice President, Operations / Customer Service) William F. Duffy (Executive Vice President, Distribution and Logistics) Maria B. Florez (Vice President, Treasurer and Assistant Secretary) Vincent J. Capurso (Vice President, Tax) Bradley Feuer (Vice President, Assistant General Counsel and Assistant Secretary) Brett Gelberg (Director, Treasury and Assistant Secretary) Jean Rouda (Director of Lease Administration and Assistant Secretary) Lawrence S. Robins (Director, Corporate Tax and Assistant Secretary) Sheedeh Moayeri (Counsel and Assistant Secretary)	Board: At Annual meetings (staggered); most recent elections were held on September 28, 2010 Officers: June 18, 2010

FILED

APR 15 2011

BY

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