

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPE IN BLACK)

| | | | | | |
|---|------------------------|---|--|------------------------|---------------------------|
| 1. Corporate ID No. 38668 | | 2. Name of Corporation Record Town, Inc. | | | |
| 3. Street Address Principal Business Office 38 Corporate Circle | | | City Albany | State NY | Zip 12203 |
| 4. Business Phone No. 518-452-1242 | | 5. State of Incorporation New York | | | 6. SIC Code |
| 7. Brief Description of the Character of Business Conducted in Rhode Island Retail sales of pre-recorded music and video products | | | | | |
| 8. NAMES AND ADDRESSES OF THE OFFICERS (<input type="checkbox"/> BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS | | | | | |
| President Name Robert J. Higgins | | | Vice President Name Bruce J. Eisenberg | | |
| Street Address 38 Corporate Circle | | | Street Address 38 Corporate Circle | | |
| City Albany | State NY | Zip 12203 | City Albany | State NY | Zip 12203 |
| Secretary Name John J. Sullivan | | | Treasurer Name David Biese | | |
| Street Address 38 Corporate Circle | | | Street Address 38 Corporate Circle | | |
| City Albany | State NY | Zip 12203 | City Albany | State NY | Zip 12203 |
| 9. NAMES AND ADDRESSES OF THE OFFICERS (<input type="checkbox"/> BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS | | | | | |
| Director Name George W. Dougan | | | Director Name Robert J. Higgins | | |
| Street Address 38 Corporate Circle | | | Street Address 38 Corporate Circle | | |
| City Albany | State NY | Zip 12203 | City Albany | State NY | Zip 12203 |
| Director Name Isaac Kaufman | | | Director Name George W. Dougan | | |
| Street Address 38 Corporate Circle | | | Street Address 38 Corporate Circle | | |
| City Albany | State NY | Zip 12203 | City Albany | State NY | Zip 12203 |
| 10. SHARES AUTHORIZED (<input type="checkbox"/> BOX FOR ATTACHMENT) <input type="checkbox"/> AUTHORIZED SHARES | | | 11. SHARES ISSUED (<input type="checkbox"/> BOX FOR ATTACHMENT) <input type="checkbox"/> ISSUED SHARES | | |
| Number of Shares 200 | Class/Series Common | Par Value No Par Value | Number of Shares 150 | Class/Series Common | Par Value No Par Value |

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

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

David Biese 2/29/05
Signature of Officer Date
David Biese
Print or Type Name of Officer
VP Finance
Title of Officer

File Date 2-28-05
Check No. 1081470
By: [Signature]
FOR SECRETARY OF STATE USE ONLY

**RECORD TOWN, INC.
CORPORATE DIRECTORS**

| <u>Name</u> | <u>Address</u> | <u>Title</u> |
|-------------------|---|--------------|
| Robert J. Higgins | 38 Corporate Circle Albany, NY 12203 | Director |
| George W. Dougan | 38 Corporate Circle Albany, NY 12203 | Director |
| Isaac Kaufman | 38 Corporate Circle Albany, NY 12203 | Director |
| Dr. Joseph Morone | 38 Corporate Circle Albany, NY 12203 | Director |
| Martin Hanaka | 38 Corporate Circle Albany, NY 12203 | Director |
| Michael Solow | 38 Corporate Circle Albany, NY 12203 | Director |
| Mark A. Cohen | 38 Corporate Circle Albany, NY 12203 | Director |
| Edmond Thomas | 38 Corporate Circle Albany, NY 12203 | Director |



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

| | | | | | |
|---|--------------------|--|---|----------------------------|---------------------|
| 1. Corporate ID No 38668 | | 2. Name of Corporation RECORD TOWN, INC. | | | |
| 3. Street Address Principal Business Office 38 Corporate Circle | | | City Albany | State NY | Zip 12203 |
| 4. Business Phone No (518)452 1242 | | 5. State of Incorporation NEW YORK | | 6. SIC Code 5884 | |
| 7. Brief Description of the Character of Business Conducted in Rhode Island RETAIL SALES OF RECORDED MUSIC AND VIDEO PRODUCTS | | | | | |
| 8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS | | | | | |
| President Name Robert J Higgins | | | Vice President Name Bruce J. Eisenberg | | |
| Street Address 38 Corporate Circle | | | Street Address 38 Corporate Circle | | |
| City Albany | State NY | Zip 12203 | City Albany | State NY | Zip 12203 |
| Secretary Name John J Sullivan | | | Treasurer Name David Biese | | |
| Street Address 38 Corporate Circle | | | Street Address 38 Corporate Circle | | |
| City Albany | State NY | Zip 12203 | City Albany | State NY | Zip 12203 |
| 9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS | | | | | |
| Director Name George W Dougan | | | Director Name Robert J Higgins | | |
| Street Address 38 Corporate Circle | | | Street Address 38 Corporate Circle | | |
| City Albany | State NY | Zip 12203 | City Albany | State NY | Zip 12203 |
| Director Name Isaac Kaufman | | | Director Name Dean Adler | | |
| Street Address 38 Corporate Circle | | | Street Address 38 Corporate Circle | | |
| City Albany | State NY | Zip 12203 | City Albany | State NY | Zip 12203 |
| 10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> | | | 11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> | | |
| AUTHORIZED SHARES | | | ISSUED SHARES | | |
| Number of Shares | Class/Series | Par Value | Number of Shares | Class/Series | Par Value |
| 200 COMM NO PAR VALUE | | | 150 Common | | No Par |

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 3 8 6 6 8 *

File Date 2.25.04
Check No. 1016749
By: UP

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 statements contained herein are true and correct.

David Biese 2-23-04
Signature of Officer Date
Print or Type Name of Officer
VP Finance
Title of Officer

**RECORD TOWN, INC.
CORPORATE DIRECTORS**

| <u>Name</u> | <u>Address</u> | <u>Title</u> |
|-------------------|---|--------------|
| Robert J. Higgins | 38 Corporate Circle Albany, NY 12203 | Director |
| George W. Dougan | 38 Corporate Circle Albany, NY 12203 | Director |
| Isaac Kaufman | 38 Corporate Circle Albany, NY 12203 | Director |
| Dr. Joseph Morone | 38 Corporate Circle Albany, NY 12203 | Director |
| Dean Adler | 38 Corporate Circle Albany, NY 12203 | Director |
| Martin Hanaka | 38 Corporate Circle Albany, NY 12203 | Director |
| Michael Solow | 38 Corporate Circle Albany, NY 12203 | Director |
| Mark A. Cohen | 38 Corporate Circle Albany, NY 12203 | Director |
| Edmond Thomas | 38 Corporate Circle Albany, NY 12203 | Director |



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. **38668** 2. Name of Corporation **RECORD TOWN, INC.**
3. Street Address Principal Business Office **38 Corporate Circle** City **Albany** State **NY** Zip **12203**
4. Business Phone No. **(518) 452-1242** 5. State of Incorporation **NEW YORK** 6. SIC Code **5884**

7. Brief Description of the Character of Business Conducted in Rhode Island
Retail Sales - Pre recorded music & video products

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) **X** FILL IN SPACES BEFORE USING ATTACHMENTS

| | |
|---|---|
| President Name Robert J. Higgins Street Address 38 Corporate Circle City Albany State NY Zip 12203 | Vice President Name Bruce J. Eisenberg Street Address 38 Corporate Circle City Albany State NY Zip 12203 |
| Secretary Name John J. Sullivan Street Address 38 Corporate Circle City Albany State NY Zip 12203 | Treasurer Name David Biese Street Address 38 Corporate Circle City Albany State NY Zip 12203 |

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) **X** FILL IN SPACES BEFORE USING ATTACHMENTS

| | |
|---|--|
| Director Name George W. Dougan Street Address 38 Corporate Circle City Albany State NY Zip 12203 | Director Name Dean Adler Street Address 38 Corporate Circle City Albany State NY Zip 12203 |
| Director Name Isaac Kaufman Street Address 38 Corporate Circle City Albany State NY Zip 12203 | Director Name Martin Hanaha Street Address 38 Corporate Circle City Albany State NY Zip 12203 |

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

| Number of Shares | Class/Series | Par Value |
|------------------------------|--------------|-----------|
| 200 COMM NO PAR VALUE | | |

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

| Number of Shares | Class/Series | Par Value |
|------------------|---------------|---------------|
| 150 | Common | No Par |

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 3 8 6 6 8 *

File Date: 2-28-03
Check No.: 955668
By: [Signature]

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

[Signature] 2/25/03
Signature of Officer Date

David Biese
Print or Type Name of Officer

VP-Finance
Title of Officer

**RECORD TOWN, INC.
CORPORATE DIRECTORS**

| <u>Name</u> | <u>Address</u> | <u>Title</u> |
|-------------------|---|--------------|
| Robert J. Higgins | 38 Corporate Circle Albany, NY 12203 | Director |
| George W. Dougan | 38 Corporate Circle Albany, NY 12203 | Director |
| Isaac Kaufman | 38 Corporate Circle Albany, NY 12203 | Director |
| Dr. Joseph Morone | 38 Corporate Circle Albany, NY 12203 | Director |
| Dean Adler | 38 Corporate Circle Albany, NY 12203 | Director |
| Martin Hanaka | 38 Corporate Circle Albany, NY 12203 | Director |
| Michael Solow | 38 Corporate Circle Albany, NY 12203 | Director |

**RECORD TOWN, INC.
CORPORATE OFFICERS**

| <u>Name</u> | <u>Address</u> | <u>Title</u> |
|--------------------|---|---|
| Robert J. Higgins | 38 Corporate Circle Albany, NY 12203 | Chairman of the Board President & CEO |
| Bruce J. Eisenberg | 38 Corporate Circle Albany, NY 12203 | Executive Vice President |
| John J. Sullivan | 38 Corporate Circle Albany, NY 12203 | Executive Vice President CFO - Secretary |
| David Biese | 38 Corporate Circle Albany, NY 12203 | VP - Finance Treasurer |

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)



1. Corporate ID No. **38668** 2. Name of Corporation **RECORD TOWN, INC.**
3. Street Address Principal Business Office **38 Corporate Circle** City **Albany** State **NY** Zip **12203**
4. Business Phone No. **(518) 452-1242** 5. State of Incorporation **NEW YORK** 6. SIC Code **5884**

7. Brief Description of the Character of Business Conducted in Rhode Island
Retail sales, prerecorded music & video products

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name **Robert J. Higgins**
Street Address **38 Corporate Circle**
City **Albany** State **NY** Zip **12203**

Vice President Name
Street Address
City State Zip

Secretary Name **Michael Solow**
Street Address **38 Corporate Circle**
City **Albany** State **NY** Zip **12203**

Treasurer Name **John J. Sullivan**
Street Address **38 Corporate Circle**
City **Albany** State **NY** Zip **12203**

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name **George W. Dougan**
Street Address **38 Corporate Circle**
City **Albany** State **NY** Zip **12203**

Director Name **Dean Adler**
Street Address **38 Corporate Circle**
City **Albany** State **NY** Zip **12203**

Director Name **Issac Kaufman**
Street Address **38 Corporate Circle**
City **Albany** State **NY** Zip **12203**

Director Name **Michael Hanaka**
Street Address **38 Corporate Circle**
City **Albany** State **NY** Zip **12203**

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

| AUTHORIZED SHARES | Class/Series | Par Value |
|-------------------|-------------------|-----------|
| 200 | COMM NO PAR VALUE | |

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

| ISSUED SHARES | Class/Series | Par Value |
|---------------|---------------|-----------|
| 150 | Common No Par | |

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 3 8 6 6 8 *

File Date: 5.13.02
Check No.: 892695
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.
Signature of Officer: [Signature] Date: Mar. 14, 2002
Print or Type Name of Officer: David Biese
Title of Officer: VP of Finance



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **38668** 2. Name of Corporation **RECORD TOWN, INC.**
3. Street Address, Principal Business Office **38 Corporate Circle** City **Albany** State **NY** Zip **12203**
4. Business Phone No. **(518) 452-1242** 5. State of Incorporation **NEW YORK** 6. SIC Code **5884**

7. Brief Description of the Character of Business Conducted in Rhode Island
Retail sales of recorded music and video products

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name **Robert J. Higgins**
Street Address **38 Corporate Circle**
City **Albany** State **NY** Zip **12203**

Vice President Name
Street Address
City State Zip

Secretary Name **Edward O'Brien**
Street Address **38 Corporate Circle**
City **Albany** State **NY** Zip **12203**

Treasurer Name **John J. Sullivan**
Street Address **38 Corporate Circle**
City **Albany** State **NY** Zip **12203**

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name **Dean Adler**
Street Address **38 Corporate Circle**
City **Albany** State **NY** Zip **12203**

Director Name **Isaac Kaufman**
Street Address **38 Corporate Circle**
City **Albany** State **NY** Zip **12203**

Director Name **Charlotte G. Fisher**
Street Address **38 Corporate Circle**
City **Albany** State **NY** Zip **12203**

Director Name **Matthew H. Mataraso**
Street Address **38 Corporate Circle**
City **Albany** State **NY** Zip **12203**

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

| Number of Shares | Class/Series | Par Value |
|------------------|--------------|-----------|
| 200 | Common | No Par |

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

| Number of Shares | Class/Series | Par Value |
|------------------|--------------|-----------|
| 150 | Common | No Par |

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 3 8 6 6 8 *

File Date: 2/14/01

Check No.: 0807395

By: KUO

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 statements contained herein are true and correct.

David Biese Date Feb. 8, 2001

Signature of Officer David Biese
Print or Type Name of Officer

VP - Finance
Title of Officer

**RECORD TOWN, INC.
CORPORATE OFFICERS**

| <u>Name</u> | <u>Address</u> | <u>Title</u> |
|---------------------|---|--|
| Robert J Higgins | 38 Corporate Circle Albany, NY 12203 | Chairman of the Board President & CEO |
| Bruce J. Eisenberg | 38 Corporate Circle Albany, NY 12203 | Sr. VP -Real Estate |
| John J. Sullivan | 38 Corporate Circle Albany, NY 12203 | Sr. VP - Finance CFO - Treasurer |
| David Biese | 38 Corporate Circle Albany, NY 12203 | VP - Finance |
| Edward O'Brien | 38 Corporate Circle Albany, NY 12203 | Secretary |
| Matthew H. Mataraso | 38 Corporate Circle Albany, NY 12203 | Secretary |

**RECORD TOWN, INC.
CORPORATE DIRECTORS**

| <u>Name</u> | <u>Address</u> | <u>Title</u> |
|----------------------|---|--------------|
| Robert J. Higgins | 38 Corporate Circle Albany, NY 12203 | Director |
| Charlotte G. Fischer | 38 Corporate Circle Albany, NY 12203 | Director |
| George W. Dougan | 38 Corporate Circle Albany, NY 12203 | Director |
| Matthew H. Mataraso | 38 Corporate Circle Albany, NY 12203 | Director |
| Isaac Kaufman | 38 Corporate Circle Albany, NY 12203 | Director |
| Dr. Joseph Morone | 38 Corporate Circle Albany, NY 12203 | Director |
| Dean Adler | 38 Corporate Circle Albany, NY 12203 | Director |



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **38668** 2. Name of Corporation **RECORD TOWN, INC.**

3. Street Address Principal Business Office **38 Corporate Circle** City **Albany** State **NY** Zip **12203**

4. Business Phone No. **(518) 452-1242** 5. State of Incorporation **NEW YORK** 6. SIC Code **5884**

7. Brief Description of the Character of Business Conducted in Rhode Island
Retail sales of recorded music and video products.

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name **Robert J. Higgins**
Street Address **38 Corporate Circle**
City **Albany** State **NY** Zip **12203**

Vice President Name
Street Address
City State Zip

Secretary Name **Edward O'Brien**
Street Address **38 Corporate Circle**
City **Albany** State **NY** Zip **12203**

Treasurer Name **John J. Sullivan**
Street Address **38 Corporate Circle**
City **Albany** State **NY** Zip **12203**

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name **Dean Adler**
Street Address **38 Corporate Circle**
City **Albany** State **NY** Zip **12203**

Director Name **Isaac Kaufman**
Street Address **38 Corporate Circle**
City **Albany** State **NY** Zip **12203**

Director Name **Dr. Joseph Morone**
Street Address **38 Corporate Circle**
City **Albany** State **NY** Zip **12203**

Director Name **Matthew H. Mataraso**
Street Address **38 Corporate Circle**
City **Albany** State **NY** Zip **12203**

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

| Number of Shares | Class/Series | Par Value |
|------------------|--------------|-----------|
| 200 | Common | No Par |

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

| Number of Shares | Class/Series | Par Value |
|------------------|--------------|-----------|
| 150 | Common | No Par |

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 3 8 6 6 8 *

File Date: **2-28-00**

Check No.: **726349**

By: **AMF**

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 statements contained herein are true and correct.

N B **Feb 22, 2000**
Signature of Officer Date

David BISP
Print or Type Name of Officer

VP - Finance
Title of Officer

**RECORD TOWN, INC.
CORPORATE OFFICERS**

| <u>Name</u> | <u>Address</u> | <u>Title</u> |
|--------------------|---|---|
| Robert J. Higgins | 38 Corporate Circle Albany, NY 12203 | President, Chairman of the Board & CEO |
| Bruce J. Eisenberg | 38 Corporate Circle Albany, NY 12203 | Sr. VP -Real Estate |
| John J. Sullivan | 38 Corporate Circle Albany, NY 12203 | Sr. VP - Finance CFO - Treasurer |
| David Biese | 38 Corporate Circle Albany, NY 12203 | VP - Finance |
| Edward O'Brien | 38 Corporate Circle Albany, NY 12203 | Secretary |

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1999

Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

| | | | | | |
|---|--------------------|--|---|----------------------------|---------------------|
| 1. Corporate ID No. 38668 | | 2. Name of Corporation RECORD TOWN, INC. | | | |
| 3. Street Address Principal Business Office 38 Corporate Circle | | | City Albany | State NY | Zip 12203 |
| 4. Business Phone No. (518) 452-1242 | | 5. State of Incorporation NEW YORK | | 6. SIC Code 5884 | |
| 7. Brief Description of the Character of Business Conducted in Rhode Island Retail sales of recorded music & video products | | | | | |
| 8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) *FILL IN SPACES BEFORE USING ATTACHMENTS* | | | | | |
| President Name Robert V. Higgins | | | Vice President Name | | |
| Street Address 38 Corporate Circle | | | Street Address | | |
| City Albany | State NY | Zip 12203 | City | State | Zip |
| Secretary Name Matthew Mataraso | | | Treasurer Name John V. Sullivan | | |
| Street Address 38 Corporate Circle | | | Street Address 38 Corporate Circle | | |
| City Albany | State NY | Zip 12203 | City Albany | State NY | Zip 12203 |
| 9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) *FILL IN SPACES BEFORE USING ATTACHMENTS* | | | | | |
| Director Name Robert V. Higgins | | | Director Name George W. Dougan | | |
| Street Address 38 Corporate Circle | | | Street Address 38 Corporate Circle | | |
| City Albany | State NY | Zip 12203 | City Albany | State NY | Zip 12203 |
| Director Name Charlotte G. Fischer | | | Director Name Matthew Mataraso | | |
| Street Address 38 Corporate Circle | | | Street Address 38 Corporate Circle | | |
| City Albany | State NY | Zip 12203 | City Albany | State NY | Zip 12203 |
| 10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/> | | | 11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/> | | |
| AUTHORIZED SHARES | | | ISSUED SHARES | | |
| Number of Shares | Class/Series | Par Value | Number of Shares | Class/Series | Par Value |
| 200 | Common | No Par | 150 | Common | No Par |

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: **Feb 24, 1999**

Check No.: **644921**

By: **[Signature]**

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 statements contained herein are true and correct.

Signature of Officer: **[Signature]** Date: **Feb 8, 1999**

Name or Type Name of Officer: **Sr. VP/Finance - CFO Treasurer**

Title of Officer: **[Signature]**

**RECORD TOWN, INC.
CORPORATE OFFICERS**

| <u>Name</u> | <u>Social Security Number</u> | <u>Address</u> | <u>Title</u> |
|--------------------|-------------------------------|---|-------------------------------------|
| Robert J. Higgins | 087-32-0263 | 38 Corporate Circle Albany, NY 12203 | President & CEO |
| Bruce J. Eisenberg | 108-46-2541 | 38 Corporate Circle Albany, NY 12203 | Sr. VP - Real Estate |
| James A. Litwak | 497-62-6148 | 38 Corporate Circle Albany, NY 12203 | Exec VP - Merchandising |
| Matthew Mataraso | 119-20-3994 | 38 Corporate Circle Albany, NY 12203 | Secretary |
| John J. Sullivan | 046-48-9641 | 38 Corporate Circle Albany, NY 12203 | Sr. VP - Finance CFO - Treasurer |
| Carol Stevers | 051-38-2453 | 38 Corporate Circle Albany, NY 12203 | Sr. VP - Human Resources |

RECORD TOWN, INC.
DIRECTORS

| <u>Name</u> | <u>Address</u> | <u>Title</u> |
|----------------------|---|---------------------|
| Robert J. Higgins | 38 Corporate Circle Albany, NY 12203 | Chairman |
| Charlotte G. Fischer | 38 Corporate Circle Albany, NY 12203 | Director |
| George W. Dougan | 38 Corporate Circle Albany, NY 12203 | Director |
| Matthew H. Mataraso | 38 Corporate Circle Albany, NY 12203 | Director, Secretary |
| Isaac Kaufman | 38 Corporate Circle Albany, NY 12203 | Director |
| Joseph Morone | 38 Corporate Circle Albany, NY 12203 | Director |
| Dean Adler | 38 Corporate Circle Albany, NY 12203 | Director |

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1998
Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 38668 2. Name of Corporation Record Town, Inc.
3. Street Address Principal Business Office 38 Corporate Circle City Albany State NY Zip 12203
4. Business Phone No. 518-452-1242 5. State of Incorporation New York 6. SIC Code 4323
7. Brief Description of the Character of Business Conducted in Rhode Island

Retail sale of prerecorded music + video products + accessories

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)
President Name Robert J. Higgins Vice President Name Edward W. Marshall
Street Address 38 Corporate Circle Street Address 38 Corporate Circle
City Albany State NY Zip 12203 City Albany State NY Zip 12203
Secretary Name Matthew H. Mataraso Treasurer Name John J. Sullivan
Street Address 38 Corporate Circle Street Address 38 Corporate Circle
City Albany State NY Zip 12203 City Albany State NY Zip 12203

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)
Director Name Robert J. Higgins Director Name Matthew H. Mataraso
Street Address 38 Corporate Circle Street Address 38 Corporate Circle
City Albany State NY Zip 12203 City Albany State NY Zip 12203
Director Name George W. Dorgan Director Name Charlotte G. Fischer
Street Address 38 Corporate Circle Street Address 38 Corporate Circle
City Albany State NY Zip 12203 City Albany State NY Zip 12203

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) 11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)
AUTHORIZED SHARES ISSUED SHARES
Number of Shares Class/Series Par Value Number of Shares Class/Series Par Value
200 Common no par 150 Common no par

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

File Date: 4.1.98
Check No.: 590013
By: 100

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.
Signature of Officer [Signature] Date 3/1/98
Print or Type Name of Officer John J. Sullivan
Title of Officer Treasurer

**RECORD TOWN, INC.
CORPORATE OFFICERS**

| Name | Address | Title |
|--------------------|---|------------------------------------|
| Robert J. Higgins | 38 Corporate Circle Albany, NY 12203 | President & CFO |
| Bruce J. Eisenberg | 38 Corporate Circle Albany, NY 12203 | Sr. VP -Real Estate |
| James A. Litwak | 38 Corporate Circle Albany, NY 12203 | Exec VP - Merchandising |
| Edward W. Marshall | 38 Corporate Circle Albany, NY 12203 | Exec VP- Operations |
| Matthew Mataraso | 38 Corporate Circle Albany, NY 12203 | Secretary |
| John J. Sullivan | 38 Corporate Circle Albany, NY 12203 | Sr. VP- Finance CFO - Treasurer |
| Carol Stevens | 38 Corporate Circle Albany, NY 12203 | Sr. VP - Human Resources |

**RECORD TOWN, INC.
DIRECTORS**

| <u>Name</u> | <u>Address</u> | <u>Title</u> |
|----------------------|---|---------------------|
| Robert J. Higgins | 38 Corporate Circle Albany, NY 12203 | Chairman |
| Charlotte G. Fischer | 38 Corporate Circle Albany, NY 12203 | Director |
| George W. Dougan | 38 Corporate Circle Albany, NY 12203 | Director |
| Matthew H. Mataraso | 38 Corporate Circle Albany, NY 12203 | Director, Secretary |
| Isaac Kaufman | 38 Corporate Circle Albany, NY 12203 | Director |
| Joseph Morone | 38 Corporate Circle Albany, NY 12203 | Director |
| Dean Adler | 38 Corporate Circle Albany, NY 12203 | Director |



PROFIT CORPORATION ANNUAL REPORT 1997

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **38668** 2. Name of Corporation **RECORD TOWN, INC.**

3. Street Address Principal Business Office
38 CORPORATE CIRCLE City **ALBANY** State **NY** Zip **12203**

4. Business Phone No. **518-452-1242** 5. State of Incorporation **NEW YORK** 6. SIC Code **5884**

7. Brief Description of the Character of Business Conducted in Rhode Island
RETAIL SALE OF RECORDED MUSIC & VIDEO PRODUCTS

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

| | |
|--|--|
| <p>President Name ROBERT J HIGGINS Street Address 38 CORP. CIRCLE City ALBANY State NY Zip 12203</p> <p>Secretary Name MATTHEW MATARASSO Street Address 38 CORP. CIRCLE City ALBANY State NY Zip 12203</p> | <p>Vice President Name JOHN SULLIVAN Street Address 38 CORP. CIRCLE City ALBANY State NY Zip 12203</p> <p>Treasurer Name JOHN SULLIVAN Street Address 38 CORP. CIRCLE City ALBANY State NY Zip 12203</p> |
|--|--|

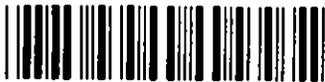
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

| | |
|--|---|
| <p>Director Name ROBERT HIGGINS Street Address 38 CORP. CIRCLE City ALBANY State NY Zip 12203</p> <p>Director Name MATTHEW MATARASSO Street Address 38 CORP. CIRCLE City ALBANY State NY Zip 12203</p> | <p>Director Name CHARLOTTE FISCHER Street Address 38 CORP. CIRCLE City ALBANY State NY Zip 12203</p> |
|--|---|

10. SHARES AUTHORIZED AND ISSUED (*X* BOX FOR ATTACHMENT)

| AUTHORIZED SHARES | | | ISSUED SHARES | | |
|-------------------|---------------|---------------|------------------|---------------|---------------|
| Number of Shares | Class/Series | Par Value | Number of Shares | Class/Series | Par Value |
| 200 | COMMON | NO PAR | 150 | COMMON | NO PAR |

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 3 8 6 6 8 *

File Date: **3.7.97**
Check No.: **5487SI**
By: **10P**

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 statements contained herein are true and correct.

Signature of Officer: **[Signature]** Date: **2/28/97**
Print or Type Name of Officer: **JOHN SULLIVAN**
Title of Officer: **SENIOR VICE PRESIDENT & CFO**

**PROFIT CORPORATION
ANNUAL REPORT**

1996



State of Rhode Island and Providence Plantations
James R. Langevin, Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335 • (401) 277-3040

Filing Period: January 1-March 1
Filing Fee: \$50.00

PLEASE TYPE OR PRINT IN BLACK INK.

| | | | |
|---|--|---|-------------------|
| 1. CORPORATE ID NO. 38668 | | 2. NAME OF CORPORATION RECORD TOWN, INC. | |
| 3. STREET ADDRESS PRINCIPAL BUSINESS OFFICE 38 CORP. CIRCLE | | CITY ALBANY | STATE NY |
| 4. BUSINESS PHONE NO. 518-452-1242 | | 5. STATE OF INCORPORATION NEW YORK | ZIP CODE 12203 |
| 7. BRIEF DESCRIPTION OF THE CHARACTER OF BUSINESS CONDUCTED IN RHODE ISLAND RETAIL SALE OF RECORDED MUSIC & VIDEO PRODUCTS | | 6. SIC CODE 5884 | |

8. NAMES AND ADDRESSES OF THE OFFICERS

| | | | | | |
|------------------------------------|---------------|-------------------|--------------------------------------|-------------|-------------------|
| PRESIDENT NAME ROBERT J HIGGINS | | | VICE PRESIDENT NAME JOHN SULLIVAN | | |
| STREET ADDRESS 38 CORP. CIRCLE | | | STREET ADDRESS 38 CORP. CIRCLE | | |
| CITY ALBANY | STATE NY | ZIP CODE 12203 | CITY ALBANY | STATE NY | ZIP CODE 12203 |
| SECRETARY NAME MATTHEW MATARASO | | | TREASURER NAME JOHN SULLIVAN | | |
| STREET ADDRESS 38 CORP. CIRCLE | | | STREET ADDRESS 38 CORP. CIRCLE | | |
| CITY ALBANY | STATE N.Y. | ZIP CODE 12203 | CITY ALBANY | STATE NY | ZIP CODE 12203 |

9. NAMES AND ADDRESSES OF THE DIRECTORS

| | | | | | |
|---------------------------------------|---------------|-------------------|-----------------------------------|---------------|-------------------|
| DIRECTOR NAME ROBERT HIGGINS | | | DIRECTOR NAME CHARLOTE FISCHER | | |
| STREET ADDRESS 38 CORPORATE CIRCLE | | | STREET ADDRESS 38 CORP. CIRCLE | | |
| CITY ALBANY | STATE N.Y. | ZIP CODE 12203 | CITY ALBANY | STATE N.Y. | ZIP CODE 12203 |
| DIRECTOR NAME MATTHEW MATARASO | | | DIRECTOR NAME | | |
| STREET ADDRESS 38 CORP CIRCLE | | | STREET ADDRESS | | |
| CITY ALBANY | STATE NY | ZIP CODE 12203 | CITY | STATE | ZIP CODE |

10. SHARES AUTHORIZED AND ISSUED

| AUTHORIZED SHARES | | | ISSUED SHARES | | |
|-------------------|----------------|-----------|------------------|----------------|-----------|
| NUMBER OF SHARES | CLASS / SERIES | PAR VALUE | NUMBER OF SHARES | CLASS / SERIES | PAR VALUE |
| 200 | COMMON | NO PAR | 150 | COMMON | NO PAR |
| | | | | | |
| | | | | | |

This report must be SIGNED IN INK by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

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

File Date: 2/27/96
Check No: 496731
By: *WRFB*
For Secretary of State Use Only

EP Davenport
Signature of Officer
EP DAUENPORT
Print or Type Name of Officer
ASSISTANT SECRETARY
Title of Officer
2/27/96
Date

DETACH BOTTOM BEFORE RETURNING

State of Rhode Island and Providence Plantations



Office of The Secretary of State
 100 North Main Street
 Providence, Rhode Island 02903-1335
 401-277 3040

ANNUAL REPORT

Please Type or Print
 File Annually - Jan. 1 - March 1
 Filing Fee \$50.00
 Make Checks Payable to: Secretary of State

ALL ENTRIES MUST BE COMPLETED IN FULL OR THE FORM WILL BE RETURNED.

Corporate ID: 0038668

Annual Report for the year: 1995

Name of Corporation: RECORD TOWN, INC.

Business entity organized under the laws of the State of: N.Y.
 For foreign entity, address and telephone number of principal office:

38 CORPORATE CIRCLE
 ALBANY N.Y. 12203

Business Entity is (check one):

- Business Corporation (See RIGL Chapter 7-1.1)
- Professional Service Corporation (See RIGL Chapter 7-5.1)

Phone: (518) 452-1242

Brief statement of the character of business conducted in Rhode Island:
 RETAIL SALE OF RECORDED MUSIC
 & VIDEO PRODUCTS

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):

104 WARWICK MALL
 WARWICK RI 02866

Phone: (401) 737-0622

THE NAMES OF THE OFFICERS ARE:

| OFFICER | STREET ADDRESS | CITY/STATE | ZIP CODE |
|------------------------------------|-----------------|-------------|----------|
| PRESIDENT ROBERT J HIGGINS | 38 CORP. CIRCLE | ALBANY N.Y. | 12203 |
| VICE PRESIDENT ROBERT A HELPERT | 38 CORP. CIRCLE | ALBANY N.Y. | 12203 |
| SECRETARY MATTHEW MATARASO | 38 CORP. CIRCLE | ALBANY N.Y. | 12203 |
| TREASURER JOHN SULLIVAN | 38 CORP. CIRCLE | ALBANY N.Y. | 12203 |

THE NAMES OF THE DIRECTORS ARE:

| NAME | STREET ADDRESS | CITY/STATE | ZIP CODE |
|------------------|-----------------------------|-------------|----------|
| ROBERT J HIGGINS | 38 CORP. CIRCLE | ALBANY N.Y. | 12203 |
| MATTHEW MATARASO | 38 CORP. CIRCLE | ALBANY N.Y. | 12203 |
| J MARKYIM GREEN | 15 EAST 9 TH ST. | N.Y. N.Y. | 10128 |

NUMBER OF SHARES AUTHORIZED (Rider may be attached)
 Number of Shares 200 Class / Series COMMON

NUMBER OF SHARES ISSUED AND OUTSTANDING (Rider may be attached)
 Number of Shares 150 Class / Series COMMON

Date: FEBRUARY 17, 1995

By: *[Signature]*
 JOHN SULLIVAN
 PRINT OR TYPE NAME OF OFFICER SIGNING
 TITLE OF OFFICER SIGNING: TREASURER

Form 31 1/95

DESIGNATED REGISTERED AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the registered office and/or registered agent indicated below is incorrect, Form 9 must be filed.

OT CORPORATION SYSTEM
 125 DYER STREET
 PROVIDENCE RI 02903

FILED

FEB 27 1995

By: *[Signature]* 436334

ing Fee \$50.00
able to
etary of State

PLEASE TYPE or PRINT
State of Rhode Island and Providence Plantations
Office of The Secretary of State
100 North Main Street
Providence, Rhode Island 02903-1335
401-277-3040

File Annually
LLC Sept. 1 - Nov. 1
CORP. Jan. 1 - March 1

0086668

1994

Corporate ID: _____ Annual Report for the year: _____
RECORD TOWN, INC.

Name of Business Entity: _____

Business entity organized under the laws of the State of NY

Federal Taxpayer Identification Number _____

or foreign entity, address and telephone number of principal office

38 CORPORATE CIRCLE
ALBANY NY 12203

Phone: (518) 452-1242

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box)

104 WARWICK MALL
WARWICK RI 02866

Phone: (401) 737-0622

Business Entity is (check one)

- Business Corporation (See RIGL Chapter 7-1.1)
- Professional Service Corporation (See RIGL Chapter 7-5.1)
- Limited Liability Company (See RIGL 7-16)

Name, title and mailing address of contact person to whom communications may be directed:

E. P. DAVENPORT IPK MANAGER
38 CORP CIRCLE
ALBANY NY 12203

Brief statement of the character of business conducted in Rhode Island

RETAIL SALE OF RECORDED MUSIC
AND VIDEO PRODUCTS

Date of Organization: 6/19/73

Date of Qualification to do business in Rhode Island (if foreign entity): 05/86 5/12/86 (P)

THE NAMES OF THE OFFICERS ARE:

| NAME | STREET ADDRESS | CITY/STATE | ZIP CODE |
|--|----------------------|------------|----------|
| <input type="checkbox"/> CHIEF EXECUTIVE OFFICER / <input type="checkbox"/> PRESIDENT (CORPORATE) | <u>LIST ATTACHED</u> | | |
| <input type="checkbox"/> CHIEF FINANCIAL OFFICER / <input type="checkbox"/> VICE PRESIDENT (CORPORATE) | | | |
| <input type="checkbox"/> CUSTODIAN OF RECORDS / <input type="checkbox"/> SECRETARY (CORPORATE) | | | |
| <input type="checkbox"/> CHIEF FINANCIAL OFFICER / <input type="checkbox"/> TREASURER (CORPORATE) | | | |

THE NAMES OF THE DIRECTORS ARE:

| NAME | STREET ADDRESS | CITY/STATE | ZIP CODE |
|------|----------------------|------------|----------|
| | <u>LIST ATTACHED</u> | | |
| | | | |
| | | | |

NUMBER OF SHARES AUTHORIZED (if Applicable)

NUMBER 200

CLASS COMMON

SERIES _____

PAR VALUE OR WITHOUT PAR NO PAR

NUMBER OF SHARES ISSUED AND OUTSTANDING (if Applicable)

NUMBER 1500

CLASS COMMON

SERIES _____

PAR VALUE OR WITHOUT PAR NO PAR

Date: 2/20, 1994

By: [Signature]
JOHN SULLIVAN
CONTROLLER

DESIGNATED REGISTERED OR RESIDENT AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the Corporation has changed its registered office and/or registered or resident agent, Form 9 or Form LLC 3 must be filed.

**CORPORATE OFFICERS
RECORD TOWN, INC.**

| NAME | SS# | BUSINESS ADDRESS | HOME ADDRESS | TITLE |
|-------------------|-------------|---|--|----------------------------------|
| Robert J. Higgins | 087-32-0263 | 38 Corporate Circle Albany, NY 12203 | 54 Sunset Blvd. Albany, NY 12205 | President |
| Edward Marshall | 216-44-0327 | 38 Corporate Circle Albany, NY 12203 | 4048 Georgetown Sq. Schenectady, NY 12303 | Sr. V.P. Operations |
| Edward E. Szydlik | 341-36-5935 | 38 Corporate Circle Albany, NY 12203 | 38 Corporate Circle Albany, NY 12203 | Sr. V.P. Merchandising |
| Reinhold Asbeck | 213-46-3457 | 38 Corporate Circle Albany, NY 12203 | 5 Willow Spring Drive Rexford, NY 12148 | Vice President Development |
| Bruce Eisenberg | 108-46-2541 | 38 Corporate Circle Albany, NY 12203 | 7020 Woodchuck Hill Rd Fayetteville, NY 13066 | Vice President Real Estate |
| James Tucker | 477-46-3893 | 38 Corporate Circle Albany, NY 12203 | 204 Van Rensselaer Blvd. Albany, NY 12204 | Vice President MIS |
| Richard Vincent | 132-36-8051 | 38 Corporate Circle Albany, NY 12203 | 3174 Spawn Road Schenectady, NY 12303 | Vice President Store Planning |
| Matthew Mataraso | 119-20-3994 | 38 Corporate Circle Albany, NY 12203 | 17 Campus Club Drive Guilderland, NY 12084 | Secretary |
| Paul Cardinal | 092-50-6156 | 38 Corporate Circle Albany, NY 12203 | 19 Country Clare Lane Schenectady, NY 12309 | Assistant Secretary |
| John Sullivan | 046-48-9641 | 38 Corporate Circle Albany, NY 12203 | 14 Wexford Rd Delmar, NY 12054 | Controller |

DIRECTORS

TRANS WORLD MUSIC CORP.

RECORD TOWN, INC.

| <u>NAME</u> | <u>SS</u> | <u>ADDRESS</u> | <u>TITLE</u> |
|----------------------|-------------|---|--------------|
| Robert J. Higgins | 087-32-0263 | 54 Sunset Blvd. Albany, NY 12205 | Director |
| Matthew Mataraso | 119-20-3944 | 17 Campus Club Drive Guilderland, NY 12084 | Director |
| Arnold Greenhut | 120-18-2352 | Rowe International, Inc. 2200 Rte. 10 West Parsippany, NJ 07054 | Director |
| George W. Dougan | 126-30-3891 | Bank of Boston 100 Federal Street Boston, MA 02110 | Director |
| Charlotte G. Fischer | 220-52-1577 | Claire's Boutiques, Inc. 1501 N. Michael Drive Wood Dale, IL 60191-1095 | Director |
| Isaac Kaufman | 218-44-6654 | Merry-Go-Round Ent., Inc. 3300 Fashion Way Joppa, MD 21085 | Director |

Filing Fee \$50.00

3217529B

To be filed annually between January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0038668 Annual Report for the year 1993

FIRST: The name of the corporation is RECORD TOWN, INC.

SECOND: It is incorporated under the laws of NEW YORK

THIRD: Character of business, briefly stated, is RETAIL SALE OF BELLORED MUSH AND
VIDEO PRODUCTS & ACCESSORIES

FOURTH: If foreign corporation, address of its principal office 38 CORP. CIRCLE
PO BOX 12490 ALBANY NY 12212

FIFTH: Business address in Rhode Island 104 WARWICK MALL
WARWICK RI 02886

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

| Name | Office | Address (including number, street, zip code) |
|-----------------|----------------|--|
| <u>LIST</u> | Director | |
| <u>ATTACHED</u> | Director | |
| | Director | |
| | President | |
| | Vice President | |
| | Secretary | |
| | Treasurer | |

SEVENTH: Number of Shares authorized:

| No. of Shares | Class | Series | Par Value or statement that shares are without par value |
|---------------|---------------|--------|--|
| <u>200</u> | <u>COMMON</u> | | <u>NO PAR</u> |

EIGHTH: Number of Shares issued:

| No. of Shares | Class | Series | Par Value or statement that shares are without par value |
|---------------|---------------|--------|--|
| <u>150</u> | <u>COMMON</u> | | <u>NO PAR</u> |

FAIL
FEB 24 1993
SECRETARY OF STATE

Dated 2/5 1993

RECORD TOWN INC.
(Name of Corporation)

By JENNIFER A. JONES

Title SR.VP CFO

(Report must be signed by an officer)

**CORPORATE OFFICERS
RECORD TOWN, INC.**

| NAME | SS# | BUSINESS ADDRESS | HOME ADDRESS | TITLE |
|-------------------|-------------|---|--|----------------------------------|
| Robert J. Higgins | 087-32-0263 | 38 Corporate Circle Albany, NY 12203 | 54 Sunset Blvd. Albany, NY 12205 | President |
| Jeffrey A. Jones | 214-48-7996 | 38 Corporate Circle Albany, NY 12203 | 6064 Johnston Rd. Slingerlands, NY 12159 | Sr. V.P. Finance/CFO |
| Edward Marshall | 216-44-0327 | 38 Corporate Circle Albany, NY 12203 | 4048 Georgetown Sq. Schenectady, NY 12303 | Sr. V.P. Operations |
| Edward E. Szydlik | 341-36-5935 | 38 Corporate Circle Albany, NY 12203 | 38 Corporate Circle Albany, NY 12203 | Sr. V.P. Merchandising |
| Reinhold Asbeck | 213-46-3457 | 38 Corporate Circle Albany, NY 12203 | 5 Willow Spring Drive Rexford, NY 12148 | Vice President Development |
| James Tucker | 477-46-3893 | 38 Corporate Circle Albany, NY 12203 | 204 Van Rensselaer Blvd. Albany, NY 12204 | Vice President MIS |
| Richard Vincent | 132-36-8051 | 38 Corporate Circle Albany, NY 12203 | 3174 Spawn Road Schenectady, NY 12303 | Vice President Store Planning |
| Matthew Mataraso | 119-20-3994 | 38 Corporate Circle Albany, NY 12203 | 17 Campus Club Drive Guilderland, NY 12084 | Secretary |
| Paul Cardinal | 092-50-6156 | 38 Corporate Circle Albany, NY 12203 | 19 Country Clare Lane Schenectady, NY 12309 | Assistant Secretary |

Filing Fee \$50.00

MNH 2 73193

To be filed annually between January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0032558 Annual Report for the year 1992

FIRST: The name of the corporation is RECORD TOWN, INC.

SECOND: It is incorporated under the laws of NEW YORK

THIRD: Character of business, briefly stated, is RETAIL SALE OF PREFEORDED MUSIC PRODUCTS

FOURTH: If foreign corporation, address of its principal office 38 CORPORATE CIRCLE
PO BOX 12490 ALBANY NY 12212

FIFTH: Business address in Rhode Island 104 WARRWICK MALL
WARRWICK RI 02886

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

| Name | Office | Address (including number, street, zip code) |
|--------------------|-------------------------|--|
| ARNOLD GREENHUT | Director | 2200 RT-10 WEST PARSONS NJ 07654 |
| GEORGE W DOUGAN | Director | BANK OF BOSTON 100 FEDERAL ST BOSTON MA 02110 |
| CHARLOTTE G FISHER | Director | CEAIR'S STORES INC 1501 N MILWAUKEE DR WOODDALE IL 60191 |
| ROBERT J HIGGINS | DIRECTOR + President | 38 CORPORATE CIRCLE ALBANY NY 12203 |
| JEFFREY A JONES | Vice President | 38 CORPORATE CIRCLE ALBANY NY 12203 |
| MATTHEW MATYASO | DIRECTOR + Secretary | 38 CORPORATE CIRCLE ALBANY NY 12203 |
| ROBERT J HIGGINS | Treasurer | 38 CORPORATE CIRCLE ALBANY NY 12203 |

SEVENTH: Number of Shares authorized:

No. of Shares 200 Class COMMON Series

Par Value or statement that shares are without par value
NO PAR

PAID

MAR 11 1992

EIGHTH: Number of Shares issued:

No. of Shares 150 Class COMMON Series

Par Value or statement that shares are without par value
NO PAR

SECY OF STATE

Dated 2/28 1992

RECORD TOWN INC
(Name of Corporation)

By JEFFREY A JONES

Title SR VP / CFO

(Report must be signed by an officer)

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0038668 ^{nc} Annual Report for the year 1991

FIRST: The name of the corporation is RECORD TOWN, INC.

SECOND: It is incorporated under the laws of NEW YORK

THIRD: Character of business, briefly stated, is RETAIL SALES PRE RECORDED MUSIC PRODUCTS

FOURTH: If foreign corporation, address of its principal office 38 CORPORATE CIRCLE
PO BOX 12490 ALBANY NY 12212

FIFTH: Business address in Rhode Island 104 WARWICK MALL
WARWICK RI 02866

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

| Name | Office | Address (including number, street, zip code) |
|----------------------------|----------------------|---|
| <u>ARNOLD GREENHUT</u> | Director | <u>2200 RT 10 WEST PARSIPPANY NJ 07054</u> |
| <u>GEORGE W. DOUGAN</u> | Director | <u>BANK OF BOSTON 100 FEDERAL ST BOSTON MA 02110</u> |
| <u>CHARLOTTE G FISCHER</u> | Director | <u>CLAIRE'S STORES INC. 1501 N MICHAEL DR WOODDALE IL 60591</u> |
| <u>ROBERT J HIGGINS</u> | President + DIRECTOR | <u>38 CORP. CIRCLE ALBANY NY 12203</u> |
| <u>JEFFREY A JONES</u> | Vice President | <u>38 CORP. CIRCLE ALBANY NY 12203</u> |
| <u>MATTHEW MATTAEO</u> | Secretary + DIRECTOR | <u>38 CORP. CIRCLE ALBANY NY 12203</u> |
| <u>ROBERT J HIGGINS</u> | Treasurer | <u>38 CORP. CIRCLE ALBANY NY 12203</u> |

SEVENTH: Number of Shares authorized:

No. of Shares 200 Class COMMON Series

Par Value or statement that shares are without par value
NO PAR

EIGHTH: Number of Shares issued:

No. of Shares 150 Class COMMON Series

Par Value or statement that shares are without par value
NO PAR

PAID
MAR 12 1991
SECY OF STATE

Dated Feb 20 19 91

RECORD TOWN INC
(Name of Corporation)

By [Signature]

Title SVP/CEO

(Report must be signed by an officer)

Filing Fee \$15.00

To be filed annually between January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0008655

Annual Report for the year 1990

FIRST: The name of the corporation is RECORD TOWN, INC.

SECOND: It is incorporated under the laws of NEW YORK

THIRD: Character of business, briefly stated, is RETAIL SALES PRERECORDED MUSIC PRODUCTS

FOURTH: If foreign corporation, address of its principal office RECORD TOWN INC. 38 CORP. CIRCLE PO BOX 12-490 - ALBANY NY 12212

FIFTH: Business address in Rhode Island 104 WARWICK MALL WARWICK RI 02866

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

| Name | Office | Address (including number, street, zip code) |
|------|----------------|--|
| | Director | |
| | Director | |
| | Director | |
| | President | |
| | Vice President | |
| | Secretary | |
| | Treasurer | |

SEE ATTACHED LIST (written vertically on the left side of the table)

SEE ATTACHED LIST (written across the middle of the table)

SEVENTH: Number of Shares authorized:

| | | | |
|---------------|---------------|--------|--|
| No. of Shares | Class | Series | Par Value or statement that shares are without par value |
| <u>200</u> | <u>COMMON</u> | | <u>NO PAR</u> |

EIGHTH: Number of Shares issued:

| | | | |
|---------------|---------------|--------|--|
| No. of Shares | Class | Series | Par Value or statement that shares are without par value |
| <u>150</u> | <u>COMMON</u> | | <u>NO PAR</u> |

PAID
APR 26 1990
SECY. OF STATE
RECORD TOWN INC

3/30 1090

NAMES, ADDRESSES, AND SOCIAL SECURITY NUMBERS OF OFFICERS AND DIRECTORS

| | <u>Name</u> | <u>Address</u> | <u>Title</u> |
|-----|----------------------------------|---|-------------------|
| SS# | Robert J. Higgins 087-32-0263 | 54 Sunset Blvd. Albany, NY 12205 | President |
| SS# | Matthew Mataraso 119-20-3994 | 17 Campus Club Drive Guilderland, NY 12084 | Secretary |
| SS# | James Williamson 306-60-8880 | 38 Corporate Circle Albany, NY 12203 | VP Finance |
| SS# | Gary Arnold 303-56-0006 | 10 Nottingham Way Clifton Park, NY 12065 | VP Merchandising |
| SS# | Richard Vincent 132-36-8051 | 3174 Spawn Road Schenectady, NY 12303 | VP Store Planning |
| SS# | Reinhold Asbeck 213-46-3457 | 2505 Western Avenue Guilderland, NY 12084 | VP Development |
| SS# | JoAnn H. Davis 513-42-4269 | 4034 Georgetown Square Schenectady, NY 12303 | VP Real Estate |
| SS# | Arnold Greenhut 120-18-2352 | 19 Cardinal Lane Westport, CT 06880 | Director |
| SS# | Howard Kaufman 010-20-6237 | 165 Old Stockbridge Road Lenox, MA 01240 | Director |
| SS# | George W. Dougan 126-30-3981 | Bank of Boston President/Greater Boston Region 100 Federal St., 20th floor Boston, MA 021103 | Director |

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

AT

Corporate ID 0038668 Annual Report for the year 1990

FIRST: The name of the corporation is RECORD TOWN INC

SECOND: It is incorporated under the laws of NEW YORK

THIRD: Character of business, briefly stated, is RETAIL SALES - PRE RECORDED MUSIC PRODUCTS

FOURTH: If foreign corporation, address of its principal office. RECORD TOWN INC 38 CORPORATE CIRCLE PO BOX 12-490 ALBANY NY 12212

FIFTH: Business address in Rhode Island 104 WARWICK MALL WARWICK, RI 02866

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

| Name | Office | Address (including number, street, zip code) |
|-------------------------|----------------|--|
| <u>ARNOLD GREENHUT</u> | Director | |
| <u>HOWARD KAUFMAN</u> | Director | |
| <u>GEORGE DOUGAN</u> | Director | <u>ATTACHED LISTING</u> |
| <u>ROBERT HIGGINS</u> | President | |
| <u>JAMES WILLIAMSON</u> | Vice President | |
| <u>MATTHEW MATRASSO</u> | Secretary | |
| | Treasurer | |

SEVENTH: Number of Shares authorized:

No. of Shares 200 Class COMMON Series

Par Value or statement that shares are without par value
NO PAR

EIGHTH: Number of Shares issued:

No. of Shares 150 Class COMMON Series SECY OF STATE

Par Value or statement that shares are without par value
NO PAR

PAID

MAR 19 1990

Dated 3/7/90 19

RECORD TOWN INC
(Name of Corporation)

By [Signature]

Title V.P. FINANCE

(Report must be signed by an officer)

NAMES AND ADDRESSES OF OFFICERS AND DIRECTORS

| <u>Name</u> | <u>Address</u> | <u>Title</u> |
|-------------------|--|-------------------|
| Robert J. Higgins | 54 Sunset Blvd. Albany, NY 12205 | President |
| Matthew Mataraso | 17 Campus Club Drive Guilderland, NY 12084 | Secretary |
| James Williamson | P.O. Box 707/Leesome Lane Altamont, NY 12005 | VP Finance |
| Gary Arnold | 10 Nottingham Way Clifton Park, NY 12065 | VP Merchandising |
| Richard Vincent | 3174 Spawn Road Schenectady, NY 12303 | VP Store Planning |
| Reinhold Asbeck | 2505 Western Avenue Guilderland, NY 12084 | VP Development |
| JoAnn H. Davis | 4034 Georgetown Square Schenectady, NY 12303 | VP Real Estate |
| Arnold Greenhut | 19 Cardinal Lane Westport, CT 06880 | Director |
| Howard Kaufman | 165 Old Stockbridge Road Lenox, MA 01240 | Director |
| George W. Dougan | Bank of Boston President/Greater Boston Region 100 Federal St., 20th Floor Boston, MA 02110 | Director |

PAID
MAR 14 1990

SEC'Y. OF STATE

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0038668 Annual Report for the year 1989

FIRST: The name of the corporation is RECORD TOWN, INC.

SECOND: It is incorporated under the laws of NEW YORK

THIRD: Character of business, briefly stated, is RETAIL SALES - PRE-RECORDED

MUSIC PRODUCTS, Tapes, Records, CDs, Accessories

FOURTH: If foreign corporation, address of its principal office RECORD TOWN INC., 38 GARFINKLE CIRCLE, ALBANY,

P.O. Box 12-490, ALBANY, NY 12212

FIFTH: Business address in Rhode Island 104 WARWICK MALL

WARWICK, RI 02866

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name Office Address (including number, street, zip code)

ARNOLD GREENHUT Director

HOWARD KAUFMAN Director "Please See"

GEORGE DOUGAN Director ATTACHED LISTING"

ROBERT HIGGINS President

JAMES WILLIAMSON Vice President

MATTHEW MATARASO Secretary

Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares 200 Class Common Series

Par Value
or statement that
shares are without
par value
No PAR

PAID

MAR 9 1989

SECY OF STATE

EIGHTH: Number of Shares issued:

No. of Shares 150 Class Common Series

Par Value
or statement that
shares are without
par value
No PAR

Dated 3/1 1989

RECORD TOWN INC.
(Name of Corporation)

By

Title V.P. FINANCE

(Report must be signed by an officer)

NAMES AND ADDRESSES OF OFFICERS AND DIRECTORS

| <u>Name</u> | <u>Address</u> | <u>Title</u> |
|-------------------|--|-------------------|
| Robert J. Higgins | 54 Sunset Blvd. Albany, NY 12205 | President |
| Matthew Mataraso | 17 Campus Club Drive Guilderland, NY 12084 | Secretary |
| James Williamson | P.O. Box 707/Leesome Lane Altamont, NY 12005 | VP Finance |
| Gary Arnold | 10 Nottingham Way Clifton Park, NY 12065 | VP Merchandising |
| Richard Vincent | 3174 Spawn Road Schenectady, NY 12303 | VP Store Planning |
| Reinhold Asbeck | 2505 Western Avenue Guilderland, NY 12084 | VP Development |
| JoAnn H. Davis | 4034 Georgetown Square Schenectady, NY 12303 | VP Real Estate |
| Arnold Greenhut | 19 Cardinal Lane Westport, CT 06880 | Director |
| Howard Kaufman | 165 Old Stockbridge Road Lenox, MA 01240 | Director |
| George W. Dougan | Bank of Boston President/Greater Boston Region 100 Federal St., 20th floor Boston, MA 02110 | Director |

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 38668 Annual Report for the year 1988

FIRST: The name of the corporation is RECORD TOWN, INC.

SECOND: It is incorporated under the laws of New York

THIRD: Character of business, briefly stated, is Retail Sale of Records, Tapes
CD's and accessories

FOURTH: If foreign corporation, address of its principal office 38 Corporate Circle
Albany NY 12212

FIFTH: Business address in Rhode Island 104 Warwick Mall
Warwick RI 02866

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

| Name | Office | Address (including number, street, zip code) |
|-------------------------|-----------------------|--|
| <u>Arnold Greenhyd</u> | <u>Director</u> | |
| <u>Howard Kaufman</u> | <u>Director</u> | |
| <u>George Dougan</u> | <u>Director</u> | <u>See Attached</u> |
| <u>Robert Higgins</u> | <u>President</u> | |
| <u>James Williamson</u> | <u>Vice President</u> | |
| <u>Matthew Mataraso</u> | <u>Secretary</u> | |
| | <u>Treasurer</u> | |

SEVENTH: Number of Shares authorized:

| No. of Shares | Class | Series |
|---------------|---------------|--------|
| <u>200</u> | <u>Common</u> | |

PAID

Par Value
or statement that
shares are without
par value
NO PAR

MAR 25 1988

EIGHTH: Number of Shares issued:

| No. of Shares | Class | Series |
|---------------|---------------|--------|
| <u>150</u> | <u>Common</u> | |

SECY. OF STATE

Par Value
or statement that
shares are without
par value
NO PAR

Dated 3/17 19 88

Record Town Inc
(Name of Corporation)

By [Signature]

Title V.P. Finance

(Report must be signed by an officer)

NAMES AND ADDRESSES OF OFFICERS AND DIRECTORS

| <u>Name</u> | <u>Address</u> | <u>Title</u> |
|----------------------|---|-------------------|
| Robert J. Higgins | 54 Sunset Blvd. Albany, NY 12205 | President |
| Matthew Mataraso | 17 Campus Club Drive Guilderland, NY 12084 | Secretary |
| Charles R. Wilkinson | 1 Williamsburg Drive Rexford, NY 12148 | Sr. VP Operations |
| James Williamson | P.O. Box 707/Leesome Lane Altamont, NY 12005 | VP Finance |
| Gary Arnold | 10 Nottingham Way Clifton Park, NY 12065 | VP Merchandising |
| Richard Vincent | 3174 Spawn Road Schenectady, NY 12303 | VP Store Planning |
| Arnold Greenhut | 19 Cardinal Lane Westport, CT 06880 | Director |
| Howard Kaufman | 165 Old Stockbridge Road Lenox, MA 01240 | Director |
| George W. Dougan | 11A & 11B Curacao Gade (Veteran's Drive) St. Thomas, VI 00802 | Director |

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 38668 Annual Report for the year 1987

FIRST: The name of the corporation is RECORD TOWN, INC.

SECOND: It is incorporated under the laws of New York

THIRD: Character of business, briefly stated, is Retail Sale of Records Tapes
and Accessories

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island 104 Warwick Mall
Warwick, RI 02866

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

| Name | Office | Address (including number, street, zip code) |
|--------------------------|-------------------------|--|
| <u>Arnold Greenhut</u> | <u>Director</u> | <u>19 Cardinal Ln Westport Ct</u> |
| <u>Howard Kaufman</u> | <u>Director</u> | <u>16 S old Stock bridge Rd Lenox Hg</u> |
| <u>Gary Arnold</u> | <u>V.P Director</u> | <u>10 Nottingham way south Clifton Park</u> |
| <u>Robert J. Higgins</u> | <u>President</u> | <u>54 Sunset Blvd Alb, NY 12205</u> |
| <u>James Williamson</u> | <u>Vice President</u> | <u>P.O Box 707 Leesme Ln Alt NY</u> |
| <u>Matthew Mattaraso</u> | <u>Secretary</u> | <u>17 Campus Club Dr Guild NY</u> |
| | <u>Treasurer</u> | |

SEVENTH: Number of Shares authorized:

| No. of Shares | Class | Series | Par Value or statement that shares are without par value |
|------------------|------------------|--------|--|
| <u>500,000</u> | <u>Preferred</u> | | |
| <u>2,000,000</u> | <u>Common</u> | | |

PAID

EIGHTH: Number of Shares issued:

| No. of Shares | Class | Series | Par Value or statement that shares are without par value |
|------------------|---------------|--------|--|
| <u>6,000,000</u> | <u>Common</u> | | |

APR 07 1987

SECY OF STATE

APR 08 1987

Dated 2/24/87 19 87

Record Town Inc
(Name of Corporation)

By [Signature]

Title V.P. Finance

(Report must be signed by an officer)