

February 5, 2009

Dear Barnes & Noble Supplier or Manufacturer:

We are writing to you as part of our compliance program with respect to the Consumer Product Safety Improvement Act of 2008 (the "CPSIA"). As we are sure you are aware, the CPSIA, along with other directives and amendments, enacts new requirements related to lead paint, lead content, phthalates and tracking labels for products designed or intended primarily for children twelve years old or younger ("Children's Products"). Moreover, certain aspects of the CPSIA specifically apply retroactively to products in inventory as of February 10, 2009 regardless of date of manufacture. For your reference, the U.S. Consumer Product Safety Commission has developed an informational website for the CPSIA, which you can view at <http://www.cpsc.gov/about/cpsia/cpsia.html>.

On or about Wednesday, January 21, 2009, we distributed a letter to Barnes & Noble's suppliers and manufacturers requesting the submission of a certification relating to compliance with the CPSIA. On February 2, 2009 the CPSC issued a Notice of Stay of Enforcement of Testing and Certification Requirements (the "Stay") relating to certain aspects of the CPSIA. In light of the Stay, we have revised our required CPSIA certifications.

Please be advised that the CPSC has made clear that the Stay "only applies to testing and certification, not to the sale of products that do not comply with applicable safety requirements. All children's products must comply with all applicable children's product safety rules, including, but not limited to, the upcoming limits on lead and phthalates in the CPSIA." (Stay, at page 14). As such, if any Children's Products supplied to or manufactured for us by you do not meet the CPSIA's new requirements, you must still notify us immediately so that we can remove them from our stores and inventory. In that connection, we have attached hereto a revised certification form that must be completed and returned to us **AS SOON AS POSSIBLE** to cpsia@bn.com.

Please be advised that, as a Barnes & Noble supplier or manufacturer, we expect that you will comply at all times with the CPSIA and all applicable laws. In particular, and without limitation, you have a continuing obligation to provide us only with products that are in compliance with the CPSIA and all applicable laws.

Please make sure this letter is directed to all appropriate personnel in your organization.

Please contact Susan David at sdavid@bn.com should you have any questions regarding this letter.

Thank you,

Barnes & Noble

CPSIA CERTIFICATION FORM (Page 1 of 2)

LEAD PAINT CERTIFICATION (Please Answer Every Question)

(Please Note: The General Counsel of the U.S. CPSC has, by letter dated December 23, 2008 indicated that: (1) the CPSIA lead limits of section 101 do not apply to "ordinary books intended for readers of all ages, including children"; and (2) "ordinary books are not subject to the ban on lead-in-paint" because "printing ink is not considered a surface coating under the lead-in-paint ban." The full text of the General Counsel's letter can be found at the following url: <http://www.cpsc.gov/library/foia/advisory/323.pdf>.)

1. All Children's Products that have been supplied to or manufactured for Barnes & Noble are below the current CPSIA lead paint limit of 600 ppm.

Yes No Not Applicable (i.e., we supply to or manufacture for B&N ONLY ordinary books)

If No, please provide a list, by title and ISBN, of all products that do not comply.

2. All Children's Products that have been supplied to or manufactured for Barnes & Noble are below the August 14, 2009 CPSIA lead paint limit of 90 ppm.

Yes No Not Applicable (i.e., we supply to or manufacture for B&N ONLY ordinary books)

If No, please provide a list, by title and ISBN, of all products that do not comply.

3. All Children's Products that have been supplied to or manufactured for Barnes & Noble that were manufactured after December 21, 2008 were tested for lead paint by accredited third party laboratories as defined in the CPSIA.

Yes No Not Applicable (i.e., we supply to or manufacture for B&N ONLY ordinary books)

If No, please provide a list, by title and ISBN, of all products that do not comply.

4. Following the date of this certification, all Children's Products supplied to or manufactured for Barnes & Noble will be below the August 14, 2009 CPSIA lead paint limit of 90 ppm.

Yes No Not Applicable (i.e., we supply to or manufacture for B&N ONLY ordinary books)

LEAD CONTENT CERTIFICATION (Please Answer Every Question)

(Please Note: The General Counsel of the U.S. CPSC has, by letter dated December 23, 2008 indicated that: (1) the CPSIA lead limits of section 101 do not apply to "ordinary books intended for readers of all ages, including children"; and (2) "a book intended or designed primarily for children would need to meet the new lead content limit of 600 ppm and subsequently 300 ppm established by the CPSIA. Printing ink becomes part of the substrate of the book for purposes of evaluating its lead content." The full text of the General Counsel's letter can be found at the following url: <http://www.cpsc.gov/library/foia/advisory/323.pdf>.)

1. All Children's Products that have been supplied to or manufactured for Barnes & Noble are below the current CPSIA lead content limit of 600 ppm.

Yes No Not Applicable (i.e., we supply to or manufacture for B&N ONLY ordinary books) If No, please provide a list, by title and ISBN, all products that do not comply.

2. All Children's Products that have been supplied to or manufactured for Barnes & Noble are below the August 14, 2009 CPSIA lead content limit of 300 ppm.

Yes No Not Applicable (i.e., we supply to or manufacture for B&N ONLY ordinary books) If No, please provide a list, by title and ISBN, all products that do not comply.

3. All metal components of children's metal jewelry supplied to Barnes & Noble that are manufactured on or after March 23, 2009 will be tested for lead content by accredited third party laboratories as defined in the CPSIA.

Yes No Not Applicable (i.e., we do not supply to or manufacture for B&N these products)

If No, please provide a list, by title and ISBN, all products that do not comply.

4. Following the date of this certification, all Children's Products supplied to or manufactured for Barnes & Noble will be below the August 14, 2009 CPSIA lead content limit of 300 ppm.

Yes No Not Applicable (i.e., we do not supply to or manufacture for B&N these products)

CPSIA CERTIFICATION FORM (Page 2 of 2)

PHTHALATE CERTIFICATION (Please Answer Every Question)

(Please Note: The General Counsel of the U.S. CPSC has, by letter dated December 23, 2008 indicated that: "ordinary books intended or designed primarily for children 12 or younger are reading materials and not toys and, therefore, the phthalates provisions of the CPSIA do not apply to them. The phthalates provisions of the CPSIA would apply only to those books that have some inherent play value and constitute toys or have toy like features." The full text of the General Counsel's letter can be found at the following url: <http://www.cpsc.gov/library/foia/advisory/323.pdf>.)

1. All Children's Products that have been supplied to or manufactured for Barnes & Noble are below the current CPSIA phthalate concentration level requirements.

Yes No Not Applicable (i.e., we supply to or manufacture for B&N ONLY ordinary books)

If No, please provide a list, by title and ISBN, all products that do not comply.

2. All Children's Products supplied to or manufactured for Barnes & Noble that are manufactured on or after February 10, 2009 will comply with the CPSIA phthalate concentration level requirements.

Yes No Not Applicable (i.e., we supply to or manufacture for B&N ONLY ordinary books)

TRACKING LABEL CERTIFICATION

All Children's Products supplied to or manufactured for Barnes & Noble that are manufactured after August 14, 2009, will have tracking labels in accordance with the requirements of the CPSIA.

Yes No

SMALL PARTS CERTIFICATION

All small parts (as defined by the CPSIA) supplied to Barnes & Noble that are manufactured on or after February 15, 2009 will be tested for all applicable requirements by accredited third party laboratories as defined in the CPSIA.

Yes No Not Applicable (i.e., we do not supply to or manufacture for B&N these products)

I certify on behalf of the Vendor listed below that the foregoing is true and correct.

Vendor Name _____

Date _____

Authorized Signature _____

Email _____

Name (Print) _____

Title _____

Please send a PDF of your signed certification form to cpsia@bn.com.

Please provide any lists in Excel Spreadsheet format.