

Dear Borders Customer,

My name is William Lynch, CEO of Barnes & Noble, and I'm writing to you today on behalf of the entire B&N team to make you aware of important information regarding your Borders account.

First of all let me say Barnes & Noble uniquely appreciates the importance bookstores play within local communities, and we're very sorry your Borders store closed.

As part of Borders ceasing operations, we acquired some of its assets including Borders brand trademarks and their customer list. The subject matter of your DVD and other video purchases will be part of the transferred information. The federal bankruptcy court approved this sale on September 26, 2011.

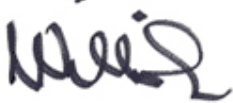
Our intent in buying the Borders customer list is simply to try and earn your business. The majority of our stores are within close proximity to former Borders store locations, and for those that aren't, we offer our award-winning NOOK™ digital reading devices that provide a bookstore in your pocket. We are readers like you, and hope that through our stores, NOOK devices, and our bn.com online bookstore we can win your trust and provide you with a place to read and shop.

It's important for you to understand however **you have the absolute right to opt-out of having your customer data transferred to Barnes & Noble. If you would like to opt-out, we will ensure all your data we receive from Borders is disposed of in a secure and confidential manner. Please visit www.bn.com/borders before October 15, 2011 to do so.**

Should you choose not to opt-out by October 15, 2011, be assured your information will be covered under the Barnes & Noble privacy policy, which can be accessed at www.bn.com/privacy. B&N will maintain any of your data according to this policy and our strict privacy standards.

At Barnes & Noble we share your love of books — whatever shape they take. We also take our responsibility to service communities by providing a local bookstore very seriously. In the coming weeks, assuming you don't opt-out, you'll be hearing from us with some offers to encourage you to shop our stores and try our NOOK products. We hope you'll give us a chance to be your bookstore.

Respectfully,



William Lynch

BARNES & NOBLE

BORDERS.