

# **EXHIBIT B**

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# **EXHIBIT C**

**College Stores Online Rental Services Re-Marketing Agreement**

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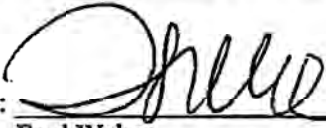
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IN WITNESS WHEREOF, Follett Higher Ed Group, Ltd. and, BookRenter.com, Inc. have caused this Agreement to be executed as of the date first written above.

**FOLLETT HIGHER ED GROUP, LTD.**

**BOOKRENTER.COM**

By:   
Fred Weber  
Vice-President

By:   
Mehdi Maghsoodnia  
CEO

Date: 3/12/2010

Date: 9/12/2016

**REDACTED**



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# **EXHIBIT D**

# REDACTED

**From:** Mehdi Maghsoodnia [mailto:mehdi.maghsoodnia@bookrenter.com]  
**Sent:** Thursday, August 04, 2011 4:23 PM  
**To:** Weber, Fred  
**Cc:** Ghazi, Suhaib; Burkman, Noel; Gregory Wharton; corp-exec; McMahon, Dennis  
**Subject:** Re: Disabling Follett Affiliates

Fred,

My team has consistently been asking your team for months to plan this transition and your team did not engage us. Now at the worst time in the year, you guys are asking us to take a drastic approach of shutting down the sites for over 200+ stores most of whom I assume do not really understand the impact of this action on them and their students.

We are willing to engage any store manager in coordinating a process to wind-down a BookRenter store and coordinate the recovery of our inventory, all in manner that makes sense for the store and doesn't baffle and infuriate customers. That process doesn't include a spontaneous and unstructured shutdown based on a demand from Follett.

Will engage stores that want their websites disabled and create a wind-down plan with them – and we intend to communicate our willingness to do so directly to the stores. You can do the right thing for the stores and cooperate with us after peak when we can focus on the mess created by Follett.

Mehdi Maghsoodnia  
CEO BookRenter.com  
Direct: (650) 288-3530

On Aug 2, 2011, at 6:11 PM, Weber, Fred wrote:

Thanks for the quick reply, Mehdi. I share your disappointment that this has taken so long to resolve; however, at this point in time, we are not talking about "unwinding" our relationship. The issue is whether Bookrenter will comply with the requests of 272 college stores that have asked that the websites hosted by Bookrenter and bearing their names and logos be shut down. Bookrenter continues to transact business on these sites, in my view, misrepresenting its relationship with these stores and schools, and possibly misappropriating their trademarks.

I am requesting, again, on behalf of these 272 stores that have signed agreements with Follett, that Bookrenter disable these sites and provide Follett all data necessary to communicate with customers who have rented books on these sites. I suggest that this can be done without significant effort or commitment of Bookrenter resources. Further delay of this process only will lead to unnecessary complications and additional damage to affiliate relationships.

Please do me the courtesy of letting me know by tomorrow whether Bookrenter will take the steps outlined above and in yesterday's email to you so that we can plan the appropriate course of action. Thanks, again, for your personal attention to this matter.

Fred

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**From:** Mehdi Maghsoodnia [mailto:mehdi.maghsoodnia@bookrenter.com]  
**Sent:** Monday, August 01, 2011 6:50 PM  
**To:** Weber, Fred  
**Cc:** Mehdi Maghsoodnia; Ghazi, Suhaib; Burkman, Noel; Gregory Wharton; corp-exec  
**Subject:** Re: Disabling Follett Affiliates

Fred,  
it has been a while.

My team has tried for months to explain that the transition requires better coordination and collaboration.

We are now in the peak and the solution below is not practical from a resource standpoint. We do not have a way to implement the step "A" below.

Honestly we do not have time to spent any cycle on this. I think we should go through this peak and then sit down and decide on how to unwind this relationship which is what we asked for six months ago when we came out to Chicago.

Mehdi Maghsoodnia  
CEO [BookRenter.com](http://BookRenter.com)  
Direct: (650) 288-3530

On Aug 1, 2011, at 3:43 PM, Weber, Fred wrote:

Mehdi:



It has been some time since you and I have corresponded directly, and I know not only that our business paths have diverged, but that our respective teams have been unable to resolve several important business issues. Of most serious concern is Bookrenter's seeming unwillingness to shut down Follett Affiliate websites, even after having been expressly directed to do so by the Affiliate. Bookrenter continues to rent books from these sites despite repeated requests to disable the rental functions. These rentals at the very least will cause customer service issues, difficulty ensuring the proper disposition of returned inventory, and disputes over proper payment of Affiliate commissions.

I am requesting that Bookrenter take immediate steps to implement one of the following two courses of action to both comply with Affiliate requests and to minimize customer confusion, alienation of Affiliates, and operational dysfunction. The first of these actions is preferred.

- A. Upon request, Bookrenter will shut off the search and rent/purchase functions from Follett Affiliate sites (i.e., college stores that signed the *Follett Text Rental Affiliate Program Agreement* which initiated the creation of the Affiliate's branded Bookrenter site). However, Bookrenter would maintain these sites for the purpose of processing rental returns.
- B. Bookrenter will completely disable Follett Affiliate sites and provide Follett a list of all outstanding books rented from these sites. The list must include customer name, contact information (including email address), rental dates, titles and ISBNs of books rented, and price and term of rental. Bookrenter would immediately and systematically relieve all Follett Affiliate customers of their rental obligations. Follett will email customers with instructions and documents required for customers to return rentals to Follett. Follett will ship all returned books to Bookrenter and reimburse Bookrenter for books not returned

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To expedite this process and to minimize further customer service issues, I have attached a list of Follett Affiliates who have opted into the new Follett program and who expect the rental functions on their Bookrenter sites to be disabled. Additional delay in complying with these requests can only create service problems for customers and more frustration for former Bookrenter affiliates.

Please let me know how you intend to proceed. Thank you,

Fred

<BR Shut Down List.xlsx>

# **EXHIBIT E**

# REDACTED

-----Original Message-----

From: Wilkens, Mike  
Sent: Friday, August 05, 2011 09:24 AM Central Standard Time  
To: Volkens, Jim  
Cc: Lynch, Jerry; Weber, Fred  
Subject: FW: Your BookRenter-powered rental site

Jim,

How do you suggest that I respond to Ken? I thought our agreement with Bookrenter ended in September.

Mike

Mike Wilkens  
Vice President of Sales - East  
Follett Higher Education Group - IMS  
[mwilkens@fhcg.follett.com](mailto:mwilkens@fhcg.follett.com) <<mailto:mwilkens@fhcg.follett.com>>  
513-378-5187

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From: Kenneth M Emerick [<mailto:kmemerick@frostburg.edu>]  
Sent: Fri 8/5/2011 8:11 AM  
To: Wilkens, Mike  
Subject: FW: Your BookRenter-powered rental site

Hi Mike,

How do you suggest I respond to this? Or should I just ignore it?

Thanks!

Kenneth M. Emerick

Textbook Manager

The University Store

Frostburg State University

(301) 687-4880

Visit us online at <http://bookstore.frostburg.edu> <<http://bookstore.frostburg.edu/>>

Please consider the environment before printing this e-mail.

From: Chad Stith [<mailto:chad.stith@bookrenter.com>]

Sent: Thursday, August 04, 2011 10:11 PM

To: Kenneth M Emerick

Subject: Your BookRenter-powered rental site

Dear Ken ,

As you know, since last March we have powered Follett's online textbook rental solution. That relationship has recently concluded and our technology is no longer included in the Follett system.

For those of you who chose to continue using the BookRenter platform, you can disregard this email.

For those of you who instead elected to exclusively use Follett's new system, we respect your decision and will work with you on outstanding transition issues.

You are receiving this email because we have received instructions from Follett to immediately shut down your BookRenter-powered store, which has been renting textbooks to your students throughout the summer. As such, some of your students still have active rental transactions on the BookRenter-powered store.

We share the concerns expressed by many of you that, as a result of such an abrupt and unstructured shut-down, these students will be unable to return their rentals, resulting in additional charges to the student that could easily be avoided simply by using your current website to return the books. Students will also be unable to extend or buy-out their rentals, which violates our joint guarantee that they'd be able to extend or buy-out a rental at any time. This could also create significant customer confusion as your students attempt to return their rentals either into your physical store or via a website that has no record of any prior transactions.

As you know, we've always focused on providing the best customer experience for your students. To that end, if you are one of our partners who has chosen to exclusively use the new Follett system for this coming season, we would like to hear your ideas on how you'd like to handle this transition - please email Elaine Cleary, [elaine.cleary@bookrenter.com](mailto:elaine.cleary@bookrenter.com), at your earliest convenience to discuss the transition. We are ready willing and able to work with you (and your Follett account representative) in a manner that creates the least disruption to your business.

Sincerely,

Chad Stith

Platform Advocate

BookRenter College Store Services

155 Bovet Road, Suite 200 | San Mateo, CA 94402

**REDACTED**

-----Original Message-----

From: Volkens, Jim  
Sent: Thursday, August 04, 2011 10:17 PM Central Standard Time  
To: Burkman, Noel; Lynch, Jerry; Weber, Fred; Ghazi, Suhaib; Lutz, Kent  
Subject: FW: Fwd: Your BookRenter-powered rental site

Please see below. This came from the University of Kansas Bookstore.

Jim Volkens

Follett Higher Education- Customer Service

800-262-3316 X2714

[jvolkens@fhcg.follett.com](mailto:jvolkens@fhcg.follett.com)

-----Original Message-----

From: McCollum, Estella M [estellam@ku.edu]

\* Sent: Thursday, August 04, 2011 10:07 PM Central Standard Time  
To: Lynch, Jerry; Long, Bill  
Subject: Fwd: Your BookRenter-powered rental site

FYI...

Sent from my HTC on the Now Network from Sprint!

----- Forwarded message -----

From: "Chad Stith" <[chad.stith@bookrenter.com](mailto:chad.stith@bookrenter.com)>  
Date: Thu, Aug 4, 2011 9:11 pm  
Subject: Your BookRenter-powered rental site  
To: "McCollum, Estella M" <[estellam@ku.edu](mailto:estellam@ku.edu)>

Dear Estella,

As you know, since last March we have powered Follett's online textbook rental solution. That relationship has recently concluded and our technology is no longer included in the Follett system.

For those of you who chose to continue using the BookRenter platform, you can disregard this email.

For those of you who instead elected to exclusively use Follett's new system, we respect your decision and will work with you on outstanding transition issues.

You are receiving this email because we have received instructions from Follett to immediately shut down your BookRenter-powered store, which has been renting textbooks to your students throughout the summer. As such, some of your students still have active rental transactions on the BookRenter-powered store.

We share the concerns expressed by many of you that, as a result of such an abrupt and unstructured shut-down, these students will be unable to return their rentals, resulting in additional charges to the student that could easily be avoided simply by using your current website to return the books. Students will also be unable to extend or buy-out their rentals, which violates our joint guarantee that they'd be able to extend or buy-out a rental at any time. This could also create significant customer confusion as your students attempt to return their rentals either into your physical store or via a website that has no record of any prior transactions.

As you know, we've always focused on providing the best customer experience for your students. To that end, if you are one of our partners who has chosen to exclusively use the new Follett system for this coming season, we would like to hear your ideas on how you'd like to handle this transition - please email Elaine Cleary, [elaine.cleary@bookrenter.com](mailto:elaine.cleary@bookrenter.com)<<mailto:elaine.cleary@bookrenter.com>>, at your earliest convenience to discuss the transition. We are ready willing and able to work with you (and your Follett account representative) in a manner that creates the least disruption to your business.

Sincerely,

Chad Stith  
Platform Advocate  
BookRenter College Store Services

• 155 Bovet Road, Suite 200 | San Mateo, CA 94402



# REDACTED

**From:** Volkens, Jim  
**Sent:** Monday, August 08, 2011 4:18 PM  
**To:** Burkman, Noel; Lynch, Jerry; Weber, Fred  
**Subject:** FW: Your BookRenter-powered rental site

FYI.

**Jim Volkens**  
Follett Higher Education- Customer Service  
800-262-3316 X2714  
[jvolkens@fhcg.follett.com](mailto:jvolkens@fhcg.follett.com)

**From:** Marc D Sanders [<mailto:marcs@uwm.edu>]  
**Sent:** Monday, August 08, 2011 3:47 PM  
**To:** Chad Stith  
**Cc:** Volkens, Jim; [elaine.cleary@bookrenter.com](mailto:elaine.cleary@bookrenter.com); marcs; Erik G C Hemming  
**Subject:** Re: Your BookRenter-powered rental site

Chad,

Please follow any instructions from Follett concerning our BookRenter site. And I trust BookRenter will work with us and Follett to make this transition as smooth as possible for all of our customers.

Please understand that the partnership and then separation of BookRenter and Follett was a decision made between your two companies. While we were very happy with the service offered to us by BookRenter, when forced to choose between the two options, we choose Follett, as it was a company that I have had an ongoing mutually beneficial business relationship with for over 30 years and our store for over 50 years.

Thank you,

Marc D. Sanders, MLIS, CCR  
Manager, Course Book Department  
UWM Bookstore  
University of Wisconsin-Milwaukee  
Email: [marcs@uwm.edu](mailto:marcs@uwm.edu)  
Phone: 414 229-4900  
FAX 414 229-6988  
Web: [www.bookstore.uwm.edu](http://www.bookstore.uwm.edu)

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**From:** "Chad Stith" <[chad.stith@bookrenter.com](mailto:chad.stith@bookrenter.com)>  
**To:** [marcs@uwm.edu](mailto:marcs@uwm.edu)

**Sent:** Thursday, August 4, 2011 9:13:36 PM  
**Subject:** Your BookRenter-powered rental site

Dear Marc,

As you know, since last March we have powered Follett's online textbook rental solution. That relationship has recently concluded and our technology is no longer included in the Follett system.

For those of you who chose to continue using the BookRenter platform, you can disregard this email.

For those of you who instead elected to exclusively use Follett's new system, we respect your decision and will work with you on outstanding transition issues.

You are receiving this email because *we have received instructions from Follett to immediately shut down your BookRenter-powered store*, which has been renting textbooks to your students throughout the summer. As such, some of your students still have active rental transactions on the BookRenter-powered store.

We share the concerns expressed by many of you that, as a result of such an abrupt and unstructured shut-down, these students will be unable to return their rentals, resulting in additional charges to the student that could easily be avoided simply by using your current website to return the books. Students will also be unable to extend or buy-out their rentals, which violates our joint guarantee that they'd be able to extend or buy-out a rental at any time. This could also create significant customer confusion as your students attempt to return their rentals either into your physical store or via a website that has no record of any prior transactions.

As you know, we've always focused on providing the best customer experience for your students. To that end, if you are one of our partners who has chosen to exclusively use the new Follett system for this coming season, we would like to hear your ideas on how you'd like to handle this transition - please email Elaine Cleary, [elaine.cleary@bookrenter.com](mailto:elaine.cleary@bookrenter.com), at your earliest convenience to discuss the transition. We are ready willing and able to work with you (and your Follett account representative) in a manner that creates the least disruption to your business.

Sincerely,

**Chad Stith**  
Platform Advocate  
**BookRenter College Store Services**  
155 Bovet Road, Suite 200 | San Mateo, CA 94402

# **EXHIBIT F**

# REDACTED

**From:** Nathan Gamble [mailto:nathan.gamble@bookrenter.com]  
**Sent:** Monday, August 02, 2010 6:05 PM  
**To:** Nathan Gamble  
**Cc:** Chuck Munden  
**Subject:** 1BookRenter - Fall Rush Update for Bookstores

Dear Store Managers,

Hi, I'm Nathan Gamble, BookRenter's new product marketing lead for the BookRenter platform which powers your online textbook rental store.

As you gear up for fall rush, I just wanted to make you aware of a few improvements to your store that were added this past week.

**1. Marketing Materials Now Available!** Many of you have asked for electronic materials to help market your store. We've uploaded a number of them here: <http://store.bookrenter.com/marketing>. To get to this page, login to your store at <http://store.bookrenter.com>, then, click the "Settings" tab and "Marketing."

In this directory, you will find **Communications Materials** (including sample letters to students, parents, and faculty, plus a sample article for your local newspaper), **Online Materials** (including an easy tip to make your website easy for students to use), and soon we will be adding additional items for newspaper ads and in-store training.

**2. In-Store Collateral Available!** We've also created custom in-store collateral for you to use, including posters, flyers, banners, postcards, bookmarks, shelf talkers, yard signs, and more. If you are interested in placing an order, please send an email to Chuck Munden, [chuck.munden@bookrenter.com](mailto:chuck.munden@bookrenter.com), and he will forward you a catalog and get you rolling.

**3. Manage your Customer Accounts.** If you have customers who have questions about their account, you can help them manage it by logging into your store account, finding their order, clicking on their email address, and clicking the "Manage Customer's Account" link next to their name, which will bring you into their account.

**4. Early Semester Renters are Covered.** Starting last week through mid-August, any new semester rental will have its due date extended for free to 12/17/2010 (which is longer than the standard 125 days normally

included in a semester rental). These free days will be added to every new rental, at no charge to the customer, and no action is required to take advantage of this feature – it will happen automatically.

**5. New, Customizable Home Page.** We've made a few improvements to your home page to improve overall site conversion, and in response to your requests, you can now edit the content on your home page by logging in, Clicking on "Customize Branding" and then "Edit Content".

**6. New 5-Star Satisfaction Guarantee.** Starting this fall, we're doing even more to satisfy the needs of your customers by launching a number of new service policies as our "5-Star Satisfaction Guarantee". Specifically,

- Any student can return books for any reason within 21 days, no questions asked.
- Every order is available for express shipping, and return shipping is always free.
- Every student will be happy with the quality of their books (or we'll ship them another one on our dime).
- Any student can extend any rental at any time – at the same cheap daily rental rate.
- Any student can choose to purchase any book and apply rental fees and extensions to its purchase price.

Details can be found on your store's homepage by clicking "Learn More" in the 5 star guarantee box.

Finally, you will receive email messages like this from me as we continue to improve and enhance your service, so please feel free to reach out with any questions, comments, or suggestions. I'd love to hear from you.

Best Regards,

Nathan

.....  
Nathan Gamble  
*BookRenter Platform*  
**BookRenter**  
[nathan.gamble@bookrenter.com](mailto:nathan.gamble@bookrenter.com)  
650.288.3497 office