

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2009 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☐		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☒ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan FOLLETT RETIREMENT SAVINGS PLAN 2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) FOLLETT CORPORATION 2233 WEST STREET RIVER GROVE, IL 60171	1b Three-digit plan number (PN) ►	002	
	1c Effective date of plan	04/01/1985	
	2b Employer Identification Number (EIN)	36-2369161	
	2c Sponsor's telephone number	708-583-2000	
	2d Business code (see instructions)	424920	

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/21/2010	RICHARD ELLSPERMANN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/21/2010	RICHARD ELLSPERMANN
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")

FOLLETT CORPORATION

2233 WEST STREET
RIVER GROVE, IL 60171**3b** Administrator's EIN

36-2369161

3c Administrator's telephone number

708-583-2000

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:**a** Sponsor's name**4b** EIN**4c** PN**5** Total number of participants at the beginning of the plan year**5**

9838

6 Number of participants as of the end of the plan year (welfare plans complete only lines **6a**, **6b**, **6c**, and **6d**).**a** Active participants.....**6a**

7410

b Retired or separated participants receiving benefits.....**6b**

0

c Other retired or separated participants entitled to future benefits.....**6c**

1324

d Subtotal. Add lines **6a**, **6b**, and **6c**.....**6d**

8734

e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....**6e**

12

f Total. Add lines **6d** and **6e**.....**6f**

8746

g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....**6g**

7119

h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....**6h**

269

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)**7****8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E 2F 2G 2J 2K 2R

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:**9a** Plan funding arrangement (check all that apply)(1) ☐

Insurance

(2) ☐

Code section 412(e)(3) insurance contracts

(3) ☒

Trust

(4) ☐

General assets of the sponsor

9b Plan benefit arrangement (check all that apply)(1) ☐

Insurance

(2) ☐

Code section 412(e)(3) insurance contracts

(3) ☒

Trust

(4) ☐

General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)**a Pension Schedules**(1) ☒**R** (Retirement Plan Information)(2) ☐**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary(3) ☐**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary**b General Schedules**(1) ☒**H** (Financial Information)(2) ☐**I** (Financial Information - Small Plan)(3) ☐**A** (Insurance Information)(4) ☒**C** (Service Provider Information)(5) ☒**D** (DFE/Participating Plan Information)(6) ☐**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan FOLLETT RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 FOLLETT CORPORATION	D Employer Identification Number (EIN) 36-2369161	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
DODGE & COX
94-1441976

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
THE VANGUARD GROUP, INC.
23-1945930

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
AMERICAN BEACON
4151 AMON CARTER BLVD., MD 2450 FORT WORTH, TX 76155

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

T. ROWE PRICE RPS INC.

52-1714114

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 21 25 28 37 38 49 50 52 59 62 63 64 65 33 55	NONE	30717	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
71			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

CAPITAL RESEARCH & MGMT CO.

PROMENADE II, SUITE 3800,
230 PEACHTREE STREET N.E.
ATLANTA, GA 30309

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
52	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

ARTISAN PARTNERS LTD PARTNERSHIP

875 E. WISCONSIN AVENUE, SUITE 800
MILWAUKEE, WI 53202

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
52	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

FIRST AMERICAN REAL ESTATE

P.O. BOX 3011
MILWAUKEE, WI 53201-3011

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
52	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
CAPITAL RESEARCH & MGMT CO.	52	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AF GROWTH FUND OF AMERICA R5	5300 ROBIN HOOD ROAD, NORFOLK, VA 23513-2407	MANAGEMENT FEE EQUAL TO 0.37% OF ASSETS
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIRST AMERICAN REAL ESTATE	52	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FIRST AMERICAN REAL ESTATE Y	P.O. BOX 3011 MILWAUKEE, WI 53201-3011	MANAGEMENT FEE EQUAL TO 1.00% OF ASSETS
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
ARTISAN PARTNERS LTD PARTNERSHIP	52	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ARTISAN INTERNATIONAL FUND	875 E. WISCONSIN AVENUE, SUITE 800 MILWAUKEE, WI 53202	MANAGEMENT FEE EQUAL TO 1.22% OF ASSETS

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>		
A Name of plan <u>FOLLETT RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FOLLETT CORPORATION</u>	D Employer Identification Number (EIN) <u>36-2369161</u>	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	<u>191845</u>	<u>47664</u>
(2) Participant contributions	1b(2)	<u>325382</u>	<u>71184</u>
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	<u>7050131</u>	<u>7211543</u>
(9) Value of interest in common/collective trusts.....	1c(9)	<u>20036045</u>	<u>27611861</u>
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	<u>151191011</u>	<u>217312569</u>
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	<u>3250020</u>	<u>5107970</u>

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	182044434	257362791

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	182044434	257362791
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	12155467	
(B) Participants	2a(1)(B)	15199998	
(C) Others (including rollovers)	2a(1)(C)	814426	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		28169891

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	408092	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		408092

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	3165914	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		3165914

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		2011912
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		51807771
c Other income.....	2c		1238573
d Total income. Add all income amounts in column (b) and enter total.....	2d		86802153

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	11670907	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		11670907
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	31617	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		31617
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		11702524

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		75099629
l Transfers of assets:			
(1) To this plan.....	2l(1)		218728
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: MILLER, COOPER & COMPANY, LTD

(2) EIN: 36-2897372

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan <u>FOLLETT RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FOLLETT CORPORATION</u>	D Employer Identification Number (EIN) <u>36-2369161</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>52-1481931</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2009
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Follett Retirement Savings Plan

Financial Statements and Independent Auditors' Report

Years Ended December 31, 2009 and 2008

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INDEPENDENT AUDITORS' REPORT

Administrative Committee
Follett Retirement Savings Plan
River Grove, Illinois

We were engaged to audit the financial statements and supplemental information of the Follett Retirement Savings Plan as of December 31, 2009 and 2008, and for the years then ended, as listed in the accompanying table of contents. These financial statements and supplemental information are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investments, investment transactions, and related earnings, which were certified by T. Rowe Price Trust Company, the current trustee of the Plan and JPMorgan Chase Bank, N.A., the former trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental information. We have been informed by the Plan Administrator that the trustees hold the Plan's investment assets and execute investment transactions. The Plan Administrator has obtained certifications from the current trustee as of and for the year ended December 31, 2009 and as of December 31, 2008 and for the period June 2, 2008 through December 31, 2008, and the former trustee for the period January 1, 2008 through June 1, 2008, that the information provided to the Plan Administrator by the current and former trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental information taken as a whole. The form and content of the information included in the financial statements and supplemental information, other than that derived from the information certified by the current and former trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

MILLER, COOPER & CO., LTD.



Certified Public Accountants

Deerfield, Illinois
October 15, 2010

FINANCIAL STATEMENTS

Follett Retirement Savings Plan
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
<u>ASSETS</u>		
Investments, at fair value	\$ 257,243,943	\$ 181,527,207
Receivables		
Employer contributions	47,664	191,845
Participant contributions	<u>71,184</u>	<u>325,382</u>
Total receivables	<u>118,848</u>	<u>517,227</u>
Net assets available for benefits, at fair value	257,362,791	182,044,434
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(829,176)</u>	<u>187,819</u>
Net assets available for benefits	<u><u>\$ 256,533,615</u></u>	<u><u>\$ 182,232,253</u></u>

The accompanying notes are an integral part of these statements.

Follett Retirement Savings Plan
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years ended December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Additions (deductions) to net assets attributed to:		
Investment income:		
Net appreciation (depreciation) in the fair value of investments	\$ 53,046,344	\$ (88,402,465)
Interest and dividends	5,585,918	10,588,647
Change in adjustment from fair value to contract value for fully benefit-responsive contracts	<u>(1,016,995)</u>	<u>(1,281,146)</u>
Total investment income (loss)	<u>57,615,267</u>	<u>(79,094,964)</u>
Contributions:		
Employer match	8,647,207	8,687,076
Employer profit sharing	3,508,260	4,144,048
Participants	15,199,998	15,047,466
Rollovers	<u>814,426</u>	<u>695,172</u>
Total contributions	<u>28,169,891</u>	<u>28,573,762</u>
	<u>85,785,158</u>	<u>(50,521,202)</u>
Benefits paid to participants	11,670,907	15,026,893
Administrative fees	<u>31,617</u>	<u>22,341</u>
Total deductions	<u>11,702,524</u>	<u>15,049,234</u>
Net increase (decrease) before plan transfer	74,082,634	(65,570,436)
Net assets transferred from Varsity Group, Inc. 401(k) Plan	<u>218,728</u>	<u>-</u>
Net increase (decrease) after plan transfer	74,301,362	(65,570,436)
Net assets available for benefits, beginning of year	<u>182,232,253</u>	<u>247,802,689</u>
Net assets available for benefits, end of year	<u><u>\$ 256,533,615</u></u>	<u><u>\$ 182,232,253</u></u>

The accompanying notes are an integral part of these statements.

Follett Retirement Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2009 and 2008

NOTE A – DESCRIPTION OF PLAN

The following description of the Follett Retirement Savings Plan (“Plan”) provides only general information. Participants or other interested parties should refer to the Plan Document or Summary Plan Description for a more complete description of the Plan’s provisions.

1. **General**

The Plan is a defined contribution 401(k) plan that covers eligible employees of Follett Corporation and its subsidiaries (“Company”). The Plan was established on April 1, 1985, for the purpose of permitting eligible employees to defer a portion of their compensation and to provide retirement benefits for eligible employees. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA) of 1974.

2. **Eligibility**

Full-time, part-time, and temporary employees become eligible for the Plan on the first day of the month following the one-year anniversary of their date of hire if they complete at least 1,000 hours of service in that year.

All full-time, part-time, and temporary employees are eligible for discretionary profit sharing contributions if they have been employed for 12 months, completed 1,000 hours of service, and are active employees on December 31 of each calendar year.

3. **Contributions**

The Plan is funded by voluntary contributions of the participants and by matching and discretionary profit sharing contributions of the Company. Participants may contribute to the Plan a percentage of eligible earnings, subject to limitations imposed by the Internal Revenue Service. Each pay period, matching contributions are made by the Company in amounts up to 100% of the first 4% of each participant’s eligible compensation that was contributed to the Plan. Company matching contributions were \$8,647,207 and \$8,687,076 for the years ended December 31, 2009 and 2008, respectively. Discretionary profit sharing contributions made by the Company are determined on an annual basis and are subject to certain limitations imposed by the Internal Revenue Code (IRC). The discretionary profit sharing contributions were \$3,508,260 and \$4,144,048 for the years ended December 31, 2009 and 2008, respectively. Participants may also roll over amounts representing distributions from other qualified retirement plans.

4. **Vesting**

Participants are immediately 100% vested in participant and Company’s matching contributions plus the earnings thereon.

Participants are 100% vested in the Company’s profit sharing contributions after three years of service, provided the participant worked at least 1,000 hours in each year of service.

Follett Retirement Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2009 and 2008

NOTE A – DESCRIPTION OF PLAN (Continued)

5. Forfeitures

Forfeitures may be used by the Company to reduce future matching contributions, pay plan expenses, or reallocate among the active eligible participants under the Plan as additional profit sharing contributions. Unallocated plan assets resulting from forfeited nonvested amounts totaled \$152,611 and \$386,935 at December 31, 2009 and 2008, respectively. Forfeitures reallocated to participants were \$400,372 and \$628,047 for the years ended December 31, 2009 and 2008, respectively.

6. Investment Options

Participants direct their salary deferral contributions and the Company's contributions into a variety of selected investment funds, including a self-directed brokerage account, as made available and determined by the Administrative Committee. Participants may change their investment options any time throughout the year via direct communication with T. Rowe Price Retirement Plan Services, Inc. ("T. Rowe Price"), the recordkeeper.

7. Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's match, the Company's discretionary profit sharing contribution, if applicable, and allocations of plan earnings plus forfeitures. The Company has directed the discretionary profit sharing contributions for fiscal years 2009 and 2008 to be credited to participants as a single, lump-sum amount plus a percentage of each participant's eligible earnings, as defined. Plan earnings are allocated to participants' accounts in direct proportion to their investment choices and respective account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

8. Administrative Expenses

Administrative expenses of the Plan are paid by the Company and the Plan.

9. Participant Loans

Participants may borrow the lesser of \$50,000 or 50% of their vested account balances, with a minimum loan amount of \$1,000. Interest is charged at a predetermined rate (ranging from 3.25% to 9.50% as of December 31, 2009). These loans are repaid through payroll deductions over a period not to exceed five years, unless the loan is taken to finance a participant's primary residence, for which the period shall not exceed 15 years. The loans are collateralized by each participant's respective vested account balance. Participant loans totaled \$7,211,543 and \$7,050,131 at December 31, 2009 and 2008, respectively. Related interest income was \$410,054 and \$468,541 for the years ended December 31, 2009 and 2008, respectively.

Follett Retirement Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2009 and 2008

NOTE A – DESCRIPTION OF PLAN (Continued)

10. Payment of Benefits

Upon termination of service, a participant or their beneficiary is entitled to receive an amount equal to the value of the participant's vested account balance in the form of a lump-sum distribution. Alternatively, the funds, if greater than \$1,000, may be left in the Plan until the participant reaches age 70 ½. In the event of a participant's death, the beneficiary must take a distribution no later than the fifth anniversary of the participant's death.

Eligible participants can withdraw funds from their account using one of three options. A special in-service withdrawal allows a participant to withdraw up to 60% of the vested profit sharing contribution to purchase a primary residence. An in-service withdrawal of funds allows a participant to withdraw only rollover dollars from the Plan if the participant is younger than 59½, but allows participants older than 59½ to withdraw all vested dollars. Finally, hardship withdrawals are available for those participants who have already taken all available loans and in-service withdrawals, and are only allowed for six purposes: to purchase a primary residence, to prevent eviction or foreclosure on a primary residence, to pay for post-secondary education expenses, to pay for unreimbursed medical expenses, funeral or burial expenses for a parent, spouse, child, or other dependent, or to pay for repair of catastrophic property damage to the participant's principal residence. The hardship withdrawal provisions of the Plan allow a participant to receive a hardship distribution based on the financial hardship of the participant's beneficiary even if the beneficiary is not the participant's spouse or dependent.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

As described in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 962-325 (formerly known as FASB Staff Position, (FSP) AAG INV-1 and Statement of Position 94-4-1), *Plan Accounting - Defined Contribution Pension Plans, Investments - Other*, investment contracts held by a defined-contribution plan are required to be reported at fair value.

However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. As required by the ASC, the Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on the contract value basis.

Follett Retirement Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2009 and 2008

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. Fair Value Measurements

FASB ASC 820 (formally known as FASB Statement No. 157), *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets (Level 1) measurements and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted market prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include the following:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The following is a description of the valuation methodologies used for the Plan's investments measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

Mutual funds: Valued at the net asset value (NAV) of shares held by the plan at year-end (Level 1).

Guaranteed investment contract: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer (Level 2) (see Note D)

Mutual funds, common stocks, preferred stocks, and corporate bonds, which are included in participant-directed brokerage account assets: Valued at the closing price reported on the active market on which the individual securities are traded (Level 1).

Follett Retirement Savings Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2009 and 2008

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. Fair Value Measurements (Continued)

Participant loans: Valued at amortized cost, which approximates fair value (Level 3).

Other financial instruments: The carrying amounts of participant and employer receivables approximate fair value due to the short maturity of these instruments.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's investments as of December 31, 2009 and 2008. Plan investments at December 31, 2009 are further disaggregated, as required by FASB ASC 820.

Plan Investments at Fair Value as of December 31, 2009				
	Level 1	Level 2	Level 3	Total
Mutual funds				
Target date funds	\$ 191,972,893	\$ -	\$ -	\$ 191,972,893
Growth fund	6,087,142	-	-	6,087,142
Income fund	2,614,659	-	-	2,614,659
International funds	8,326,881	-	-	8,326,881
Index funds	6,483,954	-	-	6,483,954
Other fund	1,827,040	-	-	1,827,040
Guaranteed investment contract		27,611,861	-	27,611,861
Participant-direct brokerage account assets	5,107,970	-	-	5,107,970
Participant loans	-	-	7,211,543	7,211,543
Investments, at fair value	<u>\$ 222,420,539</u>	<u>\$ 27,611,861</u>	<u>\$ 7,211,543</u>	<u>\$ 257,243,943</u>

Plan Investments at Fair Value as of December 31, 2008				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 151,191,011	\$ -	\$ -	\$ 151,191,011
Guaranteed investment contract	-	20,036,045	-	20,036,045
Participant-direct brokerage account assets	3,250,020	-	-	3,250,020
Participant loans	-	-	7,050,131	7,050,131
Investments, at fair value	<u>\$ 154,441,031</u>	<u>\$ 20,036,045</u>	<u>\$ 7,050,131</u>	<u>\$ 181,527,207</u>

Follett Retirement Savings Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2009 and 2008

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. Fair Value Measurements (Continued)

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 investments for the year ended December 31, 2009.

	Participant Loans
Balance, January 1, 2009	\$ 7,050,131
Purchases, sales, issuances, and settlements (net)	161,412
Balance, December 31, 2009	\$ 7,211,543

3. Income Recognition

Unrealized gains or losses from appreciation or depreciation of investments are recognized as increases or decreases in net assets available for benefits. Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

4. Payments of Benefits

Benefit payments are recorded when paid.

5. Use of Estimates

In preparing the financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the reported amounts of changes in net assets during the reporting period. Actual results could differ from those estimates.

Follett Retirement Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2009 and 2008

NOTE C – INVESTMENTS

All investment information, including investments held at December 31, 2009 and 2008, net appreciation (depreciation) in the fair value of investments, and interest and dividends for the years ended December 31, 2009 and 2008, was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by T. Rowe Price Trust Company, the current trustee as of and for the year ended December 31, 2009 and as of December 31, 2008 and for the period June 2, 2008 through December 31, 2008, and JPMorgan Chase Bank, N.A., the former trustee for the period January 1, 2008 through June 1, 2008. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the investment information certified by the current or former trustee.

The following table presents the fair value of investments in the Plan. Individual investments that represent 5% or more of the Plan's net assets as of December 31, 2009 and/or 2008 are separately identified.

	<u>2009</u>	<u>2008</u>
T. Rowe Price Trust Company Mutual Funds		
Retirement Plan 2020 Fund	\$ 34,731,916	\$ 25,914,805
Retirement Plan 2030 Fund	32,126,759	21,245,813
Retirement Plan 2025 Fund	30,884,620	21,998,024
Retirement Plan 2015 Fund	25,696,243	19,581,737
Retirement Plan 2035 Fund	22,963,219	14,455,404
Retirement Plan 2010 Fund	13,665,013	10,430,505
Other Mutual Funds	57,244,799	37,564,723
Guaranteed Investment Contract		
T. Rowe Price Stable Value Fund	27,611,861	20,036,045
Participant Loans	7,211,543	7,050,131
Participant-directed brokerage account assets	5,107,970	3,250,020
	<u>\$ 257,243,943</u>	<u>\$ 181,527,207</u>

Follett Retirement Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2009 and 2008

NOTE C – INVESTMENTS (Continued)

During the years ended December 31, 2009 and 2008, the Plan's investments (including investments bought, sold, and held during the year) appreciated (depreciated) as follows:

	<u>2009</u>	<u>2008</u>
Mutual funds	\$ 51,807,771	\$ (85,593,992)
Participant-directed brokerage account assets	<u>1,238,573</u>	<u>(2,808,473)</u>
	<u>\$ 53,046,344</u>	<u>\$ (88,402,465)</u>

NOTE D - INVESTMENT CONTRACT WITH INSURANCE COMPANY

In 2008, the Plan entered into a benefit-responsive investment contract with T. Rowe Price Trust Company. T. Rowe Price Trust Company maintains the contributions in a general account. The account is credited with the earnings of the underlying investments and is charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

As described in Note B, because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by T. Rowe Price Trust Company, represents contributions made under the contract plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than zero. Such interest rates are reviewed on a quarterly basis for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan Documents (including complete or partial termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of Follett Corporation (the Plan Sponsor) or other Plan Sponsor events (for example, divestiture or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the Plan to qualify for exemption from federal income taxes or any required prohibited transaction exemption under the Employee Retirement Income Security Act of 1974. The Plan Sponsor does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with the participants, is probable.

Follett Retirement Savings Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2009 and 2008

NOTE D - INVESTMENT CONTRACT WITH INSURANCE COMPANY (Continued)

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

Average yields:

	<u>2009</u>	<u>2008</u>
Based on actual earnings	4.23%	4.57%
Based on the interest rate credited to participants	4.26%	4.23%

NOTE E – INCOME TAX STATUS

The Plan obtained its latest determination letter on June 3, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan believes all amendments to the Plan will not change the status of the last determination letter.

NOTE F – PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become fully vested in their respective account balances.

NOTE G – MARKET RISK

The value of the Plan's investments is subject to market risk associated with potential fluctuations in market values of the respective underlying investments. Fluctuations in the market value of the Plan's investments could be material to the financial statements.

NOTE H –PARTY IN INTEREST TRANSACTIONS

Certain plan investments are shares of mutual funds and guaranteed investment contracts managed by T. Rowe Price; therefore, these transactions qualify as party-in-interest transactions. Plan investments held with T. Rowe Price aggregated \$219,584,754 and \$154,778,387 at December 31, 2009 and December 31, 2008, respectively. Administrative fees of \$31,617 and \$14,251 were paid by the Plan to T. Rowe Price for the years ended December 31, 2009 and 2008, respectively. Administrative fees of \$8,090 were paid to JP Morgan Chase for the year ended December 31, 2008.

Follett Retirement Savings Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2009 and 2008

NOTE I – RECONCILIATION OF AUDITED FINANCIAL STATEMENTS TO FORM 5500

The following are reconciliations of net assets available for benefits and investment income (loss) from these financial statements to the Form 5500. The reconciliation items are a result of the fact that the 2009 and 2008 net assets available for benefits were prepared at fair value rather than at contract value, as required by accounting principles generally accepted in the United States of America.

	<u>2009</u>	<u>2008</u>
Net assets available for benefits - Financial Statements	\$ 256,533,615	\$ 182,232,253
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>829,176</u>	<u>(187,819)</u>
Net assets available for benefits - Form 5500	<u>\$ 257,362,791</u>	<u>\$ 182,044,434</u>
	<u>Year ended</u> <u>December 31, 2009</u>	<u>Year ended</u> <u>December 31, 2008</u>
Total investment income (loss) - Financial Statements	\$ 57,615,267	\$ (79,094,964)
Adjustment from contract value to fair value for fully benefit-responsive collective funds	<u>1,016,995</u>	<u>1,281,146</u>
Total investment income (loss) - Form 5500	<u>\$ 58,632,262</u>	<u>\$ (77,813,818)</u>

NOTE J – VARSITY GROUP, INC. 401(K) PLAN TRANSFER-IN

On April 16, 2008, Varsity Group, Inc. was acquired by VGI Holdings Corp., a wholly-owned subsidiary of Follett Corporation. In connection with this acquisition, Follett Corporation froze the Varsity Group, Inc. 401(k) Plan as of January 1, 2009, and merged it into the Follett Retirement Savings Plan. On April 6, 2009, \$218,728 of plan assets were transferred from the Varsity Group, Inc. 401(k) Plan to the Follett Retirement Savings Plan.

NOTE K – SUBSEQUENT EVENTS

Plan management has evaluated subsequent events through October 15, 2010, the date that these financial statements were available to be issued. Plan management has determined that no events or transactions have occurred subsequent to the statement of net assets available for benefits date that require disclosure in the financial statements.

SUPPLEMENTAL INFORMATION

Follett Retirement Savings Plan
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2009

FEIN – 36-2369161

Plan Number – 002

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity date	(d) (e) Cost Current Value	
			Cost	Current Value
*	Mutual Funds (held by T. Rowe Price)			
	Target date funds			
	T. Rowe Price	Retirement Plan 2020 Fund	** \$	34,731,916
	T. Rowe Price	Retirement Plan 2030 Fund	**	32,126,759
	T. Rowe Price	Retirement Plan 2025 Fund	**	30,884,620
	T. Rowe Price	Retirement Plan 2015 Fund	**	25,696,243
	T. Rowe Price	Retirement Plan 2035 Fund	**	22,963,219
	T. Rowe Price	Retirement Plan 2010 Fund	**	13,665,013
	T. Rowe Price	Retirement Plan 2040 Fund	**	11,558,811
	T. Rowe Price	Retirement Plan 2045 Fund	**	7,474,519
	T. Rowe Price	Retirement Income Fund	**	6,470,244
	T. Rowe Price	Retirement Plan 2005 Fund	**	4,388,835
	T. Rowe Price	Retirement Plan 2050 Fund	**	1,668,563
	T. Rowe Price	Retirement Plan 2055 Fund	**	344,151
	Growth fund			
	American Funds	AF Growth Fund	**	6,087,142
	Income fund			
	American Funds	American Beacon Large Cap Value	**	2,614,659
	International funds			
	Artisan Funds	Artisan International Fund	**	3,916,091
	Dodge & Cox Funds	Dodge & Cox International Fund	**	4,410,790
	Index funds			
	Vanguard Funds	Vanguard 500 Index - Signal	**	3,869,433
	Vanguard Funds	Vanguard Small Cap Index Fund	**	2,614,521
	Other fund			
	First American Funds	Real Estate Securities	**	1,827,040
*	Guaranteed Investment Contract (held by T. Rowe Price)			
	T. Rowe Price	T. Rowe Price Stable Value Fund	**	27,611,861
***	Participant Loans	Rates during the plan year 3.25% - 9.50%	**	7,211,543
	Various	Participant-directed brokerage account assets	**	5,107,970
	Total Investments		\$	257,243,943

Current values above represent the fair value for the respective investment.

* Represents a party in interest.

** Cost information omitted with respect to participant- or beneficiary-directed investments.

*** Participant-directed brokerage account assets reported in the aggregate are treated as one asset held for investment purposes on this schedule.

Plan Name	FOLLETT RETIREMENT SAVINGS PLAN
Plan Sponsor EIN	36-2369161
ERISA Plan #	002
Plan Year Ending	December 31, 2009

The required attachment marked with an "X" in the Attachment column is included within the Accountant's Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan's Independent Qualified Public Accountant (IQPA).

Form/Schedule	Line #	Description	Attachment
5500 Sch. H	Line 3	Financial statements used in formulating the IQPA's opinion	X
5500 Sch. H	Line 4i	Schedule of Assets (Held at End of Year)	X
5500 Sch. H	Line 4i	Schedule of Assets (Acquired and Disposed of Within Year)	
5500 Sch. H	Line 4j	Schedule of Reportable Transactions	
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	

Follett Retirement Savings Plan

Financial Statements and Independent Auditors' Report

Years Ended December 31, 2009 and 2008

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INDEPENDENT AUDITORS' REPORT

Administrative Committee
Follett Retirement Savings Plan
River Grove, Illinois

We were engaged to audit the financial statements and supplemental information of the Follett Retirement Savings Plan as of December 31, 2009 and 2008, and for the years then ended, as listed in the accompanying table of contents. These financial statements and supplemental information are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investments, investment transactions, and related earnings, which were certified by T. Rowe Price Trust Company, the current trustee of the Plan and JPMorgan Chase Bank, N.A., the former trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental information. We have been informed by the Plan Administrator that the trustees hold the Plan's investment assets and execute investment transactions. The Plan Administrator has obtained certifications from the current trustee as of and for the year ended December 31, 2009 and as of December 31, 2008 and for the period June 2, 2008 through December 31, 2008, and the former trustee for the period January 1, 2008 through June 1, 2008, that the information provided to the Plan Administrator by the current and former trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental information taken as a whole. The form and content of the information included in the financial statements and supplemental information, other than that derived from the information certified by the current and former trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

MILLER, COOPER & CO., LTD.



Certified Public Accountants

Deerfield, Illinois
October 15, 2010

FINANCIAL STATEMENTS

Follett Retirement Savings Plan
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
<u>ASSETS</u>		
Investments, at fair value	\$ 257,243,943	\$ 181,527,207
Receivables		
Employer contributions	47,664	191,845
Participant contributions	<u>71,184</u>	<u>325,382</u>
Total receivables	<u>118,848</u>	<u>517,227</u>
Net assets available for benefits, at fair value	257,362,791	182,044,434
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(829,176)</u>	<u>187,819</u>
Net assets available for benefits	<u><u>\$ 256,533,615</u></u>	<u><u>\$ 182,232,253</u></u>

The accompanying notes are an integral part of these statements.

Follett Retirement Savings Plan
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years ended December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Additions (deductions) to net assets attributed to:		
Investment income:		
Net appreciation (depreciation) in the fair value of investments	\$ 53,046,344	\$ (88,402,465)
Interest and dividends	5,585,918	10,588,647
Change in adjustment from fair value to contract value for fully benefit-responsive contracts	<u>(1,016,995)</u>	<u>(1,281,146)</u>
Total investment income (loss)	<u>57,615,267</u>	<u>(79,094,964)</u>
Contributions:		
Employer match	8,647,207	8,687,076
Employer profit sharing	3,508,260	4,144,048
Participants	15,199,998	15,047,466
Rollovers	<u>814,426</u>	<u>695,172</u>
Total contributions	<u>28,169,891</u>	<u>28,573,762</u>
	<u>85,785,158</u>	<u>(50,521,202)</u>
Benefits paid to participants	11,670,907	15,026,893
Administrative fees	<u>31,617</u>	<u>22,341</u>
Total deductions	<u>11,702,524</u>	<u>15,049,234</u>
Net increase (decrease) before plan transfer	74,082,634	(65,570,436)
Net assets transferred from Varsity Group, Inc. 401(k) Plan	<u>218,728</u>	<u>-</u>
Net increase (decrease) after plan transfer	74,301,362	(65,570,436)
Net assets available for benefits, beginning of year	<u>182,232,253</u>	<u>247,802,689</u>
Net assets available for benefits, end of year	<u><u>\$ 256,533,615</u></u>	<u><u>\$ 182,232,253</u></u>

The accompanying notes are an integral part of these statements.

Follett Retirement Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2009 and 2008

NOTE A – DESCRIPTION OF PLAN

The following description of the Follett Retirement Savings Plan (“Plan”) provides only general information. Participants or other interested parties should refer to the Plan Document or Summary Plan Description for a more complete description of the Plan’s provisions.

1. **General**

The Plan is a defined contribution 401(k) plan that covers eligible employees of Follett Corporation and its subsidiaries (“Company”). The Plan was established on April 1, 1985, for the purpose of permitting eligible employees to defer a portion of their compensation and to provide retirement benefits for eligible employees. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA) of 1974.

2. **Eligibility**

Full-time, part-time, and temporary employees become eligible for the Plan on the first day of the month following the one-year anniversary of their date of hire if they complete at least 1,000 hours of service in that year.

All full-time, part-time, and temporary employees are eligible for discretionary profit sharing contributions if they have been employed for 12 months, completed 1,000 hours of service, and are active employees on December 31 of each calendar year.

3. **Contributions**

The Plan is funded by voluntary contributions of the participants and by matching and discretionary profit sharing contributions of the Company. Participants may contribute to the Plan a percentage of eligible earnings, subject to limitations imposed by the Internal Revenue Service. Each pay period, matching contributions are made by the Company in amounts up to 100% of the first 4% of each participant’s eligible compensation that was contributed to the Plan. Company matching contributions were \$8,647,207 and \$8,687,076 for the years ended December 31, 2009 and 2008, respectively. Discretionary profit sharing contributions made by the Company are determined on an annual basis and are subject to certain limitations imposed by the Internal Revenue Code (IRC). The discretionary profit sharing contributions were \$3,508,260 and \$4,144,048 for the years ended December 31, 2009 and 2008, respectively. Participants may also roll over amounts representing distributions from other qualified retirement plans.

4. **Vesting**

Participants are immediately 100% vested in participant and Company’s matching contributions plus the earnings thereon.

Participants are 100% vested in the Company’s profit sharing contributions after three years of service, provided the participant worked at least 1,000 hours in each year of service.

Follett Retirement Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2009 and 2008

NOTE A – DESCRIPTION OF PLAN (Continued)

5. Forfeitures

Forfeitures may be used by the Company to reduce future matching contributions, pay plan expenses, or reallocate among the active eligible participants under the Plan as additional profit sharing contributions. Unallocated plan assets resulting from forfeited nonvested amounts totaled \$152,611 and \$386,935 at December 31, 2009 and 2008, respectively. Forfeitures reallocated to participants were \$400,372 and \$628,047 for the years ended December 31, 2009 and 2008, respectively.

6. Investment Options

Participants direct their salary deferral contributions and the Company's contributions into a variety of selected investment funds, including a self-directed brokerage account, as made available and determined by the Administrative Committee. Participants may change their investment options any time throughout the year via direct communication with T. Rowe Price Retirement Plan Services, Inc. ("T. Rowe Price"), the recordkeeper.

7. Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's match, the Company's discretionary profit sharing contribution, if applicable, and allocations of plan earnings plus forfeitures. The Company has directed the discretionary profit sharing contributions for fiscal years 2009 and 2008 to be credited to participants as a single, lump-sum amount plus a percentage of each participant's eligible earnings, as defined. Plan earnings are allocated to participants' accounts in direct proportion to their investment choices and respective account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

8. Administrative Expenses

Administrative expenses of the Plan are paid by the Company and the Plan.

9. Participant Loans

Participants may borrow the lesser of \$50,000 or 50% of their vested account balances, with a minimum loan amount of \$1,000. Interest is charged at a predetermined rate (ranging from 3.25% to 9.50% as of December 31, 2009). These loans are repaid through payroll deductions over a period not to exceed five years, unless the loan is taken to finance a participant's primary residence, for which the period shall not exceed 15 years. The loans are collateralized by each participant's respective vested account balance. Participant loans totaled \$7,211,543 and \$7,050,131 at December 31, 2009 and 2008, respectively. Related interest income was \$410,054 and \$468,541 for the years ended December 31, 2009 and 2008, respectively.

Follett Retirement Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2009 and 2008

NOTE A – DESCRIPTION OF PLAN (Continued)

10. Payment of Benefits

Upon termination of service, a participant or their beneficiary is entitled to receive an amount equal to the value of the participant's vested account balance in the form of a lump-sum distribution. Alternatively, the funds, if greater than \$1,000, may be left in the Plan until the participant reaches age 70 ½. In the event of a participant's death, the beneficiary must take a distribution no later than the fifth anniversary of the participant's death.

Eligible participants can withdraw funds from their account using one of three options. A special in-service withdrawal allows a participant to withdraw up to 60% of the vested profit sharing contribution to purchase a primary residence. An in-service withdrawal of funds allows a participant to withdraw only rollover dollars from the Plan if the participant is younger than 59½, but allows participants older than 59½ to withdraw all vested dollars. Finally, hardship withdrawals are available for those participants who have already taken all available loans and in-service withdrawals, and are only allowed for six purposes: to purchase a primary residence, to prevent eviction or foreclosure on a primary residence, to pay for post-secondary education expenses, to pay for unreimbursed medical expenses, funeral or burial expenses for a parent, spouse, child, or other dependent, or to pay for repair of catastrophic property damage to the participant's principal residence. The hardship withdrawal provisions of the Plan allow a participant to receive a hardship distribution based on the financial hardship of the participant's beneficiary even if the beneficiary is not the participant's spouse or dependent.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

As described in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 962-325 (formerly known as FASB Staff Position, (FSP) AAG INV-1 and Statement of Position 94-4-1), *Plan Accounting - Defined Contribution Pension Plans, Investments - Other*, investment contracts held by a defined-contribution plan are required to be reported at fair value.

However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. As required by the ASC, the Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on the contract value basis.

Follett Retirement Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2009 and 2008

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. Fair Value Measurements

FASB ASC 820 (formally known as FASB Statement No. 157), *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets (Level 1) measurements and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted market prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include the following:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The following is a description of the valuation methodologies used for the Plan's investments measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

Mutual funds: Valued at the net asset value (NAV) of shares held by the plan at year-end (Level 1).

Guaranteed investment contract: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer (Level 2) (see Note D)

Mutual funds, common stocks, preferred stocks, and corporate bonds, which are included in participant-directed brokerage account assets: Valued at the closing price reported on the active market on which the individual securities are traded (Level 1).

Follett Retirement Savings Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2009 and 2008

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. Fair Value Measurements (Continued)

Participant loans: Valued at amortized cost, which approximates fair value (Level 3).

Other financial instruments: The carrying amounts of participant and employer receivables approximate fair value due to the short maturity of these instruments.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's investments as of December 31, 2009 and 2008. Plan investments at December 31, 2009 are further disaggregated, as required by FASB ASC 820.

Plan Investments at Fair Value as of December 31, 2009				
	Level 1	Level 2	Level 3	Total
Mutual funds				
Target date funds	\$ 191,972,893	\$ -	\$ -	\$ 191,972,893
Growth fund	6,087,142	-	-	6,087,142
Income fund	2,614,659	-	-	2,614,659
International funds	8,326,881	-	-	8,326,881
Index funds	6,483,954	-	-	6,483,954
Other fund	1,827,040	-	-	1,827,040
Guaranteed investment contract		27,611,861	-	27,611,861
Participant-direct brokerage account assets	5,107,970	-	-	5,107,970
Participant loans	-	-	7,211,543	7,211,543
Investments, at fair value	<u>\$ 222,420,539</u>	<u>\$ 27,611,861</u>	<u>\$ 7,211,543</u>	<u>\$ 257,243,943</u>

Plan Investments at Fair Value as of December 31, 2008				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 151,191,011	\$ -	\$ -	\$ 151,191,011
Guaranteed investment contract	-	20,036,045	-	20,036,045
Participant-direct brokerage account assets	3,250,020	-	-	3,250,020
Participant loans	-	-	7,050,131	7,050,131
Investments, at fair value	<u>\$ 154,441,031</u>	<u>\$ 20,036,045</u>	<u>\$ 7,050,131</u>	<u>\$ 181,527,207</u>

Follett Retirement Savings Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2009 and 2008

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. Fair Value Measurements (Continued)

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 investments for the year ended December 31, 2009.

	Participant Loans
Balance, January 1, 2009	\$ 7,050,131
Purchases, sales, issuances, and settlements (net)	<u>161,412</u>
Balance, December 31, 2009	<u><u>\$ 7,211,543</u></u>

3. Income Recognition

Unrealized gains or losses from appreciation or depreciation of investments are recognized as increases or decreases in net assets available for benefits. Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

4. Payments of Benefits

Benefit payments are recorded when paid.

5. Use of Estimates

In preparing the financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the reported amounts of changes in net assets during the reporting period. Actual results could differ from those estimates.

Follett Retirement Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2009 and 2008

NOTE C – INVESTMENTS

All investment information, including investments held at December 31, 2009 and 2008, net appreciation (depreciation) in the fair value of investments, and interest and dividends for the years ended December 31, 2009 and 2008, was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by T. Rowe Price Trust Company, the current trustee as of and for the year ended December 31, 2009 and as of December 31, 2008 and for the period June 2, 2008 through December 31, 2008, and JPMorgan Chase Bank, N.A., the former trustee for the period January 1, 2008 through June 1, 2008. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the investment information certified by the current or former trustee.

The following table presents the fair value of investments in the Plan. Individual investments that represent 5% or more of the Plan's net assets as of December 31, 2009 and/or 2008 are separately identified.

	<u>2009</u>	<u>2008</u>
T. Rowe Price Trust Company Mutual Funds		
Retirement Plan 2020 Fund	\$ 34,731,916	\$ 25,914,805
Retirement Plan 2030 Fund	32,126,759	21,245,813
Retirement Plan 2025 Fund	30,884,620	21,998,024
Retirement Plan 2015 Fund	25,696,243	19,581,737
Retirement Plan 2035 Fund	22,963,219	14,455,404
Retirement Plan 2010 Fund	13,665,013	10,430,505
Other Mutual Funds	57,244,799	37,564,723
Guaranteed Investment Contract		
T. Rowe Price Stable Value Fund	27,611,861	20,036,045
Participant Loans	7,211,543	7,050,131
Participant-directed brokerage account assets	5,107,970	3,250,020
	<u>\$ 257,243,943</u>	<u>\$ 181,527,207</u>

Follett Retirement Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2009 and 2008

NOTE C – INVESTMENTS (Continued)

During the years ended December 31, 2009 and 2008, the Plan's investments (including investments bought, sold, and held during the year) appreciated (depreciated) as follows:

	<u>2009</u>	<u>2008</u>
Mutual funds	\$ 51,807,771	\$ (85,593,992)
Participant-directed brokerage account assets	<u>1,238,573</u>	<u>(2,808,473)</u>
	<u>\$ 53,046,344</u>	<u>\$ (88,402,465)</u>

NOTE D - INVESTMENT CONTRACT WITH INSURANCE COMPANY

In 2008, the Plan entered into a benefit-responsive investment contract with T. Rowe Price Trust Company. T. Rowe Price Trust Company maintains the contributions in a general account. The account is credited with the earnings of the underlying investments and is charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

As described in Note B, because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by T. Rowe Price Trust Company, represents contributions made under the contract plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than zero. Such interest rates are reviewed on a quarterly basis for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan Documents (including complete or partial termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of Follett Corporation (the Plan Sponsor) or other Plan Sponsor events (for example, divestiture or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the Plan to qualify for exemption from federal income taxes or any required prohibited transaction exemption under the Employee Retirement Income Security Act of 1974. The Plan Sponsor does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with the participants, is probable.

Follett Retirement Savings Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2009 and 2008

NOTE D - INVESTMENT CONTRACT WITH INSURANCE COMPANY (Continued)

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

Average yields:

	<u>2009</u>	<u>2008</u>
Based on actual earnings	4.23%	4.57%
Based on the interest rate credited to participants	4.26%	4.23%

NOTE E – INCOME TAX STATUS

The Plan obtained its latest determination letter on June 3, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan believes all amendments to the Plan will not change the status of the last determination letter.

NOTE F – PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become fully vested in their respective account balances.

NOTE G – MARKET RISK

The value of the Plan's investments is subject to market risk associated with potential fluctuations in market values of the respective underlying investments. Fluctuations in the market value of the Plan's investments could be material to the financial statements.

NOTE H –PARTY IN INTEREST TRANSACTIONS

Certain plan investments are shares of mutual funds and guaranteed investment contracts managed by T. Rowe Price; therefore, these transactions qualify as party-in-interest transactions. Plan investments held with T. Rowe Price aggregated \$219,584,754 and \$154,778,387 at December 31, 2009 and December 31, 2008, respectively. Administrative fees of \$31,617 and \$14,251 were paid by the Plan to T. Rowe Price for the years ended December 31, 2009 and 2008, respectively. Administrative fees of \$8,090 were paid to JP Morgan Chase for the year ended December 31, 2008.

Follett Retirement Savings Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2009 and 2008

NOTE I – RECONCILIATION OF AUDITED FINANCIAL STATEMENTS TO FORM 5500

The following are reconciliations of net assets available for benefits and investment income (loss) from these financial statements to the Form 5500. The reconciliation items are a result of the fact that the 2009 and 2008 net assets available for benefits were prepared at fair value rather than at contract value, as required by accounting principles generally accepted in the United States of America.

	<u>2009</u>	<u>2008</u>
Net assets available for benefits - Financial Statements	\$ 256,533,615	\$ 182,232,253
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>829,176</u>	<u>(187,819)</u>
Net assets available for benefits - Form 5500	<u>\$ 257,362,791</u>	<u>\$ 182,044,434</u>
	<u>Year ended</u> <u>December 31, 2009</u>	<u>Year ended</u> <u>December 31, 2008</u>
Total investment income (loss) - Financial Statements	\$ 57,615,267	\$ (79,094,964)
Adjustment from contract value to fair value for fully benefit-responsive collective funds	<u>1,016,995</u>	<u>1,281,146</u>
Total investment income (loss) - Form 5500	<u>\$ 58,632,262</u>	<u>\$ (77,813,818)</u>

NOTE J – VARSITY GROUP, INC. 401(K) PLAN TRANSFER-IN

On April 16, 2008, Varsity Group, Inc. was acquired by VGI Holdings Corp., a wholly-owned subsidiary of Follett Corporation. In connection with this acquisition, Follett Corporation froze the Varsity Group, Inc. 401(k) Plan as of January 1, 2009, and merged it into the Follett Retirement Savings Plan. On April 6, 2009, \$218,728 of plan assets were transferred from the Varsity Group, Inc. 401(k) Plan to the Follett Retirement Savings Plan.

NOTE K – SUBSEQUENT EVENTS

Plan management has evaluated subsequent events through October 15, 2010, the date that these financial statements were available to be issued. Plan management has determined that no events or transactions have occurred subsequent to the statement of net assets available for benefits date that require disclosure in the financial statements.

SUPPLEMENTAL INFORMATION

Follett Retirement Savings Plan
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2009

FEIN – 36-2369161

Plan Number – 002

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity date	(d) (e) Cost Current Value	
			Cost	Current Value
*	Mutual Funds (held by T. Rowe Price)			
	Target date funds			
	T. Rowe Price	Retirement Plan 2020 Fund	** \$	34,731,916
	T. Rowe Price	Retirement Plan 2030 Fund	**	32,126,759
	T. Rowe Price	Retirement Plan 2025 Fund	**	30,884,620
	T. Rowe Price	Retirement Plan 2015 Fund	**	25,696,243
	T. Rowe Price	Retirement Plan 2035 Fund	**	22,963,219
	T. Rowe Price	Retirement Plan 2010 Fund	**	13,665,013
	T. Rowe Price	Retirement Plan 2040 Fund	**	11,558,811
	T. Rowe Price	Retirement Plan 2045 Fund	**	7,474,519
	T. Rowe Price	Retirement Income Fund	**	6,470,244
	T. Rowe Price	Retirement Plan 2005 Fund	**	4,388,835
	T. Rowe Price	Retirement Plan 2050 Fund	**	1,668,563
	T. Rowe Price	Retirement Plan 2055 Fund	**	344,151
	Growth fund			
	American Funds	AF Growth Fund	**	6,087,142
	Income fund			
	American Funds	American Beacon Large Cap Value	**	2,614,659
	International funds			
	Artisan Funds	Artisan International Fund	**	3,916,091
	Dodge & Cox Funds	Dodge & Cox International Fund	**	4,410,790
	Index funds			
	Vanguard Funds	Vanguard 500 Index - Signal	**	3,869,433
	Vanguard Funds	Vanguard Small Cap Index Fund	**	2,614,521
	Other fund			
	First American Funds	Real Estate Securities	**	1,827,040
*	Guaranteed Investment Contract (held by T. Rowe Price)			
	T. Rowe Price	T. Rowe Price Stable Value Fund	**	27,611,861
	Participant Loans	Rates during the plan year 3.25% - 9.50%	**	7,211,543
***	Various	Participant-directed brokerage account assets	**	5,107,970
	Total Investments		\$	257,243,943

Current values above represent the fair value for the respective investment.

* Represents a party in interest.

** Cost information omitted with respect to participant- or beneficiary-directed investments.

*** Participant-directed brokerage account assets reported in the aggregate are treated as one asset held for investment purposes on this schedule.