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), 6057(b), 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

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] 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:
- [X] 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 CORPORATION EMPLOYEES BENEFIT TRUST

1b Three-digit plan number (PN) ▶ 503

1c Effective date of plan 04/01/1985

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

FOLLETT CORPORATION

3 WESTBROOK CORPORATE CENTER
WESTCHESTER, IL 60154

3 WESTBROOK CORPORATE CENTER
WESTCHESTER, IL 60154

2b Employer Identification Number (EIN)
36-2369161

2c Sponsor's telephone number
800-365-5388

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.	09/03/2014	RICHARD ELLSPERMANN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	09/03/2014	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

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

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**	8129
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**	8093
b	Retired or separated participants receiving benefits	**6b**	36
c	Other retired or separated participants entitled to future benefits	**6c**	
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	8129
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	
f	Total. Add lines **6d** and **6e**	**6f**	
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	
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 Characteristics Codes in the instructions:

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:
4A 4B 4D 4E 4F 4H 4L

9a Plan funding arrangement (check all that apply)

- **(1)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [ ] Trust
- **(4)** [X] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- **(1)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [ ] Trust
- **(4)** [X] 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)** [X] 13 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
FOLLETT CORPORATION EMPLOYEES BENEFIT TRUST

B Three-digit plan number (PN) ▶ 503

C Plan sponsor's name as shown on line 2a of Form 5500
FOLLETT CORPORATION

D Employer Identification Number (EIN)
36-2369161

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

ANTHEM BLUE CROSS BLUE SHIELD, INC

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
54-1958839	28207	003320550	8093	01/01/2013	12/31/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
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(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

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(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

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	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	**4**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	
c	Premiums due but unpaid at the end of the year	**6c**	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	**6d**	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below) ▶	**7c(5)**			
	(6) Total additions			**7c(6)**	
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below) ▶	**7e(4)**			
	(5) Total deductions			**7e(5)**	
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- **a** [X] Health (other than dental or vision)
- **b** [ ] Dental
- **c** [ ] Vision
- **d** [ ] Life insurance
- **e** [ ] Temporary disability (accident and sickness)
- **f** [ ] Long-term disability
- **g** [ ] Supplemental unemployment
- **h** [X] Prescription drug
- **i** [ ] Stop loss (large deductible)
- **j** [ ] HMO contract
- **k** [ ] PPO contract
- **l** [ ] Indemnity contract
- **m** [ ] Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were [ ] paid in cash, or [ ] credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	39546042
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? [ ] Yes [X] No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
FOLLETT CORPORATION EMPLOYEES BENEFIT TRUST

B Three-digit plan number (PN) ▶ 503

C Plan sponsor's name as shown on line 2a of Form 5500
FOLLETT CORPORATION

D Employer Identification Number (EIN)
36-2369161

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

CIGNA

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
59-1031071	67369	3207744	692	01/01/2013	12/31/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

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	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	**4**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	
c	Premiums due but unpaid at the end of the year	**6c**	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	**6d**	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below) ▶	**7c(5)**			
	(6) Total additions			**7c(6)**	
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below) ▶	**7e(4)**			
	(5) Total deductions			**7e(5)**	
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- **a** [ ] Health (other than dental or vision)
- **b** [X] Dental
- **c** [ ] Vision
- **d** [ ] Life insurance
- **e** [ ] Temporary disability (accident and sickness)
- **f** [ ] Long-term disability
- **g** [ ] Supplemental unemployment
- **h** [ ] Prescription drug
- **i** [ ] Stop loss (large deductible)
- **j** [X] HMO contract
- **k** [ ] PPO contract
- **l** [X] Indemnity contract
- **m** [X] Other (specify) ▶ PREPAID DENTAL

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were [ ] paid in cash, or [ ] credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	231124
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? [ ] Yes [X] No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
FOLLETT CORPORATION EMPLOYEES BENEFIT TRUST

B Three-digit plan number (PN) ▶ 503

C Plan sponsor's name as shown on line 2a of Form 5500
FOLLETT CORPORATION

D Employer Identification Number (EIN)
36-2369161

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

CNA

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
36-2114545	20443	10066	82	01/01/2013	12/31/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
2049	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

AON CONSULTING, INC
200 E RANDOLPH STREET
CHICAGO, IL 60601-6436

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	**(d)** Purpose	**(e)** Organization code
2049			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	**(d)** Purpose	**(e)** Organization code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

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	(c) Amount	**(d)** Purpose	

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(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	**4**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	
c	Premiums due but unpaid at the end of the year	**6c**	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	**6d**	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below) ▶	**7c(5)**			
	(6) Total additions			**7c(6)**	
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below) ▶	**7e(4)**			
	(5) Total deductions			**7e(5)**	
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- **a** [ ] Health (other than dental or vision)
- **b** [ ] Dental
- **c** [ ] Vision
- **d** [ ] Life insurance
- **e** [ ] Temporary disability (accident and sickness)
- **f** [X] Long-term disability
- **g** [ ] Supplemental unemployment
- **h** [ ] Prescription drug
- **i** [ ] Stop loss (large deductible)
- **j** [ ] HMO contract
- **k** [ ] PPO contract
- **l** [ ] Indemnity contract
- **m** [ ] Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were [ ] paid in cash, or [ ] credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	40977
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? [ ] Yes [X] No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
FOLLETT CORPORATION EMPLOYEES BENEFIT TRUST

B Three-digit plan number (PN) ▶ 503

C Plan sponsor's name as shown on line 2a of Form 5500
FOLLETT CORPORATION

D Employer Identification Number (EIN)
36-2369161

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

HARTFORD LIFE AND ACCIDENT

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-0838648	70815	ADD-SO5183	4000	01/01/2013	12/31/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
4837	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

AON CONSULTING, INC
P.O. BOX 1505
CEDAR RAPIDS, IA 52406-1505

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
4837			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	**4**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	
c	Premiums due but unpaid at the end of the year	**6c**	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	**6d**	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below) ▶	**7c(5)**			
	(6) Total additions			**7c(6)**	
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below) ▶	**7e(4)**			
	(5) Total deductions			**7e(5)**	
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- **a** [ ] Health (other than dental or vision)
- **b** [ ] Dental
- **c** [ ] Vision
- **d** [ ] Life insurance
- **e** [ ] Temporary disability (accident and sickness)
- **f** [ ] Long-term disability
- **g** [ ] Supplemental unemployment
- **h** [ ] Prescription drug
- **i** [ ] Stop loss (large deductible)
- **j** [ ] HMO contract
- **k** [ ] PPO contract
- **l** [ ] Indemnity contract
- **m** [X] Other (specify) ▶ ACCIDENTAL DEATH AND DISMEMBERMENT

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were [ ] paid in cash, or [ ] credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	32248
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? [ ] Yes [X] No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
FOLLETT CORPORATION EMPLOYEES BENEFIT TRUST

B Three-digit plan number (PN) ▶ 503

C Plan sponsor's name as shown on line 2a of Form 5500
FOLLETT CORPORATION

D Employer Identification Number (EIN)
36-2369161

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

HARTFORD LIFE AND ACCIDENT

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
06-0838648	70815	OGL-673005	4000	01/01/2013	12/31/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
10058	2704

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

AON CONSULTING
P.O.BOX 905494
CHARLOTTE, NC 28290

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	**(d)** Purpose	**(e)** Organization code
10058			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

AON CONSULTING OF NEW JERSEY INC
P.O. BOX 905494
CHARLOTTE, NC 28290

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	**(d)** Purpose	**(e)** Organization code
	2704	SUPPLEMENTAL FEES	3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	**4**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	
c	Premiums due but unpaid at the end of the year	**6c**	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	**6d**	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below) ▶	**7c(5)**			
	(6) Total additions			**7c(6)**	
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below) ▶	**7e(4)**			
	(5) Total deductions			**7e(5)**	
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a [ ] Health (other than dental or vision)	**b** [ ] Dental	**c** [ ] Vision	**d** [X] Life insurance
e [ ] Temporary disability (accident and sickness)	**f** [ ] Long-term disability	**g** [ ] Supplemental unemployment	**h** [ ] Prescription drug
i [ ] Stop loss (large deductible)	**j** [ ] HMO contract	**k** [ ] PPO contract	**l** [ ] Indemnity contract

m [ ] Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were [ ] paid in cash, or [ ] credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	100470
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? [ ] Yes [X] No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
FOLLETT CORPORATION EMPLOYEES BENEFIT TRUST

B Three-digit plan number (PN) ▶ 503

C Plan sponsor's name as shown on line 2a of Form 5500
FOLLETT CORPORATION

D Employer Identification Number (EIN)
36-2369161

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

HARTFORD LIFE AND ACCIDENT

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-0838648	70815	GLT-673005	4000	01/01/2013	12/31/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
2725	732

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

AON CONSULTING
P.O. BOX 905494
CHARLOTTE, NC 28290

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
2725			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

AON CONSULTING OF NEW JERSEY INC
P.O. BOX 905494
CHARLOTTE, NC 28290

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	732	SUPPLEMENTAL FEES	3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	**4**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	
c	Premiums due but unpaid at the end of the year	**6c**	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	**6d**	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below) ▶	**7c(5)**			
	(6) Total additions			**7c(6)**	
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below) ▶	**7e(4)**			
	(5) Total deductions			**7e(5)**	
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- **a** [ ] Health (other than dental or vision)
- **b** [ ] Dental
- **c** [ ] Vision
- **d** [ ] Life insurance
- **e** [ ] Temporary disability (accident and sickness)
- **f** [X] Long-term disability
- **g** [ ] Supplemental unemployment
- **h** [ ] Prescription drug
- **i** [ ] Stop loss (large deductible)
- **j** [ ] HMO contract
- **k** [ ] PPO contract
- **l** [ ] Indemnity contract
- **m** [ ] Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were [ ] paid in cash, or [ ] credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	27219
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? [ ] Yes [X] No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
FOLLETT CORPORATION EMPLOYEES BENEFIT TRUST

B Three-digit plan number (PN) ▶ 503

C Plan sponsor's name as shown on line 2a of Form 5500
FOLLETT CORPORATION

D Employer Identification Number (EIN)
36-2369161

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

KAISER FOUNDATION HEALTH PLAN OF THE MID-ALTLANTIC STATES

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
52-0954463	95639	10088	21	01/01/2013	12/31/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	**4**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	
c	Premiums due but unpaid at the end of the year	**6c**	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	**6d**	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below) ▶	**7c(5)**			
	(6) Total additions			**7c(6)**	
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below) ▶	**7e(4)**			
	(5) Total deductions			**7e(5)**	
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a [ ] Health (other than dental or vision)	**b** [ ] Dental	**c** [ ] Vision	**d** [ ] Life insurance
e [ ] Temporary disability (accident and sickness)	**f** [ ] Long-term disability	**g** [ ] Supplemental unemployment	**h** [ ] Prescription drug
i [ ] Stop loss (large deductible)	**j** [X] HMO contract	**k** [ ] PPO contract	**l** [ ] Indemnity contract
m [ ] Other (specify) ▶			

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were [ ] paid in cash, or [ ] credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	110923
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ..... [ ] Yes [X] No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
FOLLETT CORPORATION EMPLOYEES BENEFIT TRUST

B Three-digit plan number (PN) ▶ 503

C Plan sponsor's name as shown on line 2a of Form 5500
FOLLETT CORPORATION

D Employer Identification Number (EIN)
36-2369161

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

KAISER FOUNDATION HEALTH PLAN INC

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
94-1340523	00000	37196	102	01/01/2013	12/31/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
27001	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

AON CONSULTING, INC
P.O. BOX 905494
CHARLOTTE, NC 28290-5494

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	**(d)** Purpose	**(e)** Organization code
27001			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	**(d)** Purpose	**(e)** Organization code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	**4**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	
c	Premiums due but unpaid at the end of the year	**6c**	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	**6d**	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below) ▶	**7c(5)**			
	(6) Total additions			**7c(6)**	
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below) ▶	**7e(4)**			
	(5) Total deductions			**7e(5)**	
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- **a** [ ] Health (other than dental or vision)
- **b** [ ] Dental
- **c** [ ] Vision
- **d** [ ] Life insurance
- **e** [ ] Temporary disability (accident and sickness)
- **f** [ ] Long-term disability
- **g** [ ] Supplemental unemployment
- **h** [ ] Prescription drug
- **i** [ ] Stop loss (large deductible)
- **j** [ ] HMO contract
- **k** [ ] PPO contract
- **l** [ ] Indemnity contract
- **m** [X] Other (specify) ▶ HEALTH CARE SERVICE PLAN

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were [ ] paid in cash, or [ ] credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	665677
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? [ ] Yes [X] No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
FOLLETT CORPORATION EMPLOYEES BENEFIT TRUST

B Three-digit plan number (PN) ▶ 503

C Plan sponsor's name as shown on line 2a of Form 5500
FOLLETT CORPORATION

D Employer Identification Number (EIN)
36-2369161

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

RELIASTAR LIFE INSURANCE COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
41-0451140	67105	63595-2	8313	01/01/2013	12/31/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	**4**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	
c	Premiums due but unpaid at the end of the year	**6c**	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	**6d**	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below) ▶	**7c(5)**			
	(6) Total additions			**7c(6)**	
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below) ▶	**7e(4)**			
	(5) Total deductions			**7e(5)**	
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a [ ] Health (other than dental or vision)	**b** [ ] Dental	**c** [ ] Vision	**d** [ ] Life insurance
e [ ] Temporary disability (accident and sickness)	**f** [ ] Long-term disability	**g** [ ] Supplemental unemployment	**h** [ ] Prescription drug
i [X] Stop loss (large deductible)	**j** [ ] HMO contract	**k** [ ] PPO contract	**l** [ ] Indemnity contract
m [ ] Other (specify) ▶			

9 Experience-rated contracts:

a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were [ ] paid in cash, or [ ] credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	**10a**	1369551
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount	**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? [ ] Yes [X] No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
FOLLETT CORPORATION EMPLOYEES BENEFIT TRUST

B Three-digit plan number (PN) ▶ 503

C Plan sponsor's name as shown on line 2a of Form 5500
FOLLETT CORPORATION

D Employer Identification Number (EIN)
36-2369161

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

LIBERTY LIFE ASSURANCE COMPANY OF BOSTON

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
04-6076039	65315	GF389045983901	4590	01/01/2013	12/31/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
21006	53282

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

AON CONSULTING
P.O. BOX 905494
CHARLOTTE, NC 28290-5494

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
21006	53282	SUPPLEMENTAL COMPENSATION IMPLEMENTATION FEES	3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	**4**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	
c	Premiums due but unpaid at the end of the year	**6c**	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	**6d**	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below) ▶	**7c(5)**			
	(6) Total additions			**7c(6)**	
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below) ▶	**7e(4)**			
	(5) Total deductions			**7e(5)**	
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- **a** [ ] Health (other than dental or vision)
- **b** [ ] Dental
- **c** [ ] Vision
- **d** [ ] Life insurance
- **e** [ ] Temporary disability (accident and sickness)
- **f** [X] Long-term disability
- **g** [ ] Supplemental unemployment
- **h** [ ] Prescription drug
- **i** [ ] Stop loss (large deductible)
- **j** [ ] HMO contract
- **k** [ ] PPO contract
- **l** [ ] Indemnity contract
- **m** [ ] Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were [ ] paid in cash, or [ ] credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	274374
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? [ ] Yes [X] No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2013

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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
FOLLETT CORPORATION EMPLOYEES BENEFIT TRUST

B Three-digit plan number (PN) ▶ 503

C Plan sponsor's name as shown on line 2a of Form 5500
FOLLETT CORPORATION

D Employer Identification Number (EIN)
36-2369161

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

LIBERTY LIFE ASSURANCE COMPANY OF BOSTON

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
04-6076039	65315	SA389045983901	4591	01/01/2013	12/31/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
94248	15233

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

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P.O BOX 905494
CHARLOTTE, NC 28290-5494

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
94248	15233	SUPPLEMENTAL COMPENSATION	3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	**4**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	
c	Premiums due but unpaid at the end of the year	**6c**	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	**6d**	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below) ▶	**7c(5)**			
	(6) Total additions			**7c(6)**	
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below) ▶	**7e(4)**			
	(5) Total deductions			**7e(5)**	
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- **a** [ ] Health (other than dental or vision)
- **b** [ ] Dental
- **c** [ ] Vision
- **d** [X] Life insurance
- **e** [ ] Temporary disability (accident and sickness)
- **f** [ ] Long-term disability
- **g** [ ] Supplemental unemployment
- **h** [ ] Prescription drug
- **i** [ ] Stop loss (large deductible)
- **j** [ ] HMO contract
- **k** [ ] PPO contract
- **l** [ ] Indemnity contract
- **m** [X] Other (specify) ▶ ACCIDENTAL DEATH AND DISABILITY

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were [ ] paid in cash, or [ ] credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	1290466
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ..... [ ] Yes [X] No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

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OMB No. 1210-0110

2013

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A Name of plan
FOLLETT CORPORATION EMPLOYEES BENEFIT TRUST

B Three-digit plan number (PN) ▶ 503

C Plan sponsor's name as shown on line 2a of Form 5500
FOLLETT CORPORATION

D Employer Identification Number (EIN)
36-2369161

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

LIBERTY LIFE ASSURANCE COMPANY OF BOSTON

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
04-6076039	65315	PD389045983905	4372	01/01/2013	12/31/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
0	2888

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

AON CONSULTING
P.O. BOX 905494
CHARLOTTE, NC 28290-5494

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	**(d)** Purpose	**(e)** Organization code
	2888	SUPPLEMENTAL COMPENSATION	3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	**(d)** Purpose	**(e)** Organization code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	**4**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	
c	Premiums due but unpaid at the end of the year	**6c**	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	**6d**	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below) ▶	**7c(5)**			
	(6) Total additions			**7c(6)**	
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below) ▶	**7e(4)**			
	(5) Total deductions			**7e(5)**	
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision)	**b** ☐ Dental	**c** ☐ Vision	**d** ☐ Life insurance
e ☒ Temporary disability (accident and sickness)	**f** ☐ Long-term disability	**g** ☐ Supplemental unemployment	**h** ☐ Prescription drug
i ☐ Stop loss (large deductible)	**j** ☐ HMO contract	**k** ☐ PPO contract	**l** ☐ Indemnity contract
m ☐ Other (specify) ▶			

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	168959
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

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B Three-digit plan number (PN) ▶ 503

C Plan sponsor's name as shown on line 2a of Form 5500
FOLLETT CORPORATION

D Employer Identification Number (EIN)
36-2369161

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

LIBERTY LIFE ASSURANCE COMPANY OF BOSTON

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
04-6076039	65315	GS3890459839NY	576	01/01/2013	12/31/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	**4**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	
c	Premiums due but unpaid at the end of the year	**6c**	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	**6d**	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below) ▶	**7c(5)**			
	(6) Total additions			**7c(6)**	
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below) ▶	**7e(4)**			
	(5) Total deductions			**7e(5)**	
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a [ ] Health (other than dental or vision)	**b** [ ] Dental	**c** [ ] Vision	**d** [ ] Life insurance
e [X] Temporary disability (accident and sickness)	**f** [ ] Long-term disability	**g** [ ] Supplemental unemployment	**h** [ ] Prescription drug
i [ ] Stop loss (large deductible)	**j** [ ] HMO contract	**k** [ ] PPO contract	**l** [ ] Indemnity contract
m [ ] Other (specify) ▶			

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were [ ] paid in cash, or [ ] credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	70883
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? [ ] Yes [X] No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan	**B** Three-digit plan number (PN) ▶	
FOLLETT CORPORATION EMPLOYEES BENEFIT TRUST		503
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
FOLLETT CORPORATION	36-2369161	

Part I Service Provider Information (see instructions)

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

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

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

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)

COMMUNITY INSURANCE COMPANY

31-1440175

(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?
12 13 15 49 62 99	ADMINISTRATOR	2557897	Yes [X] No [ ]	Yes [X] No [ ]	742715	Yes [ ] No [X]

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

AON CONSULTING, INC

TWO TOWER BRIDGE
ONE FAYETTE S
CONSHOHOCKEN, PA 19428

(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?
22 53 55	AGENT	0	Yes [X] No [ ]	Yes [X] No [ ]	35019	Yes [ ] No [X]

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

CIGNA

59-1031071

(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?
13	ADMINISTRATOR	219418	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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)

CONEXIS

20-0198855

(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?
13	ADMINSTRATOR	600	Yes [ ] No [X]	Yes [ ] No [ ]		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 [ ]

(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
(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.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(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.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(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.	

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

(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

(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

(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

(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

(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:

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

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
FOLLETT CORPORATION EMPLOYEES BENEFIT TRUST

B Three-digit plan number (PN) ▶ 503

C Plan sponsor's name as shown on line 2a of Form 5500
FOLLETT CORPORATION

D Employer Identification Number (EIN)
36-2369161

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)		
(2) Participant contributions	1b(2)		
(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)		
(9) Value of interest in common/collective trusts	1c(9)		
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(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	0	0
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 through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	0	0

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) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	32078534	
(B) Participants	2a(1)(B)	18874350	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		50952884
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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
(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)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(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
(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

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(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)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		50952884
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)		
(2) To insurance carriers for the provision of benefits	2e(2)	50952884	
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		50952884
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)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		0
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		50952884
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		0
l Transfers of assets:			
(1) To this plan	2l(1)		
(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) [X] 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 [X] No

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

(1) Name: DELOITTE & TOUCHE LLP **(2)** EIN: 06-1454513

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 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.)	4a		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.)	4b		X	

			Yes	No	Amount
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.)	4c		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.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	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?	4f		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?	4g		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?	4h		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.)	4i		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.)	4j		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?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		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.	4n		X	

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)

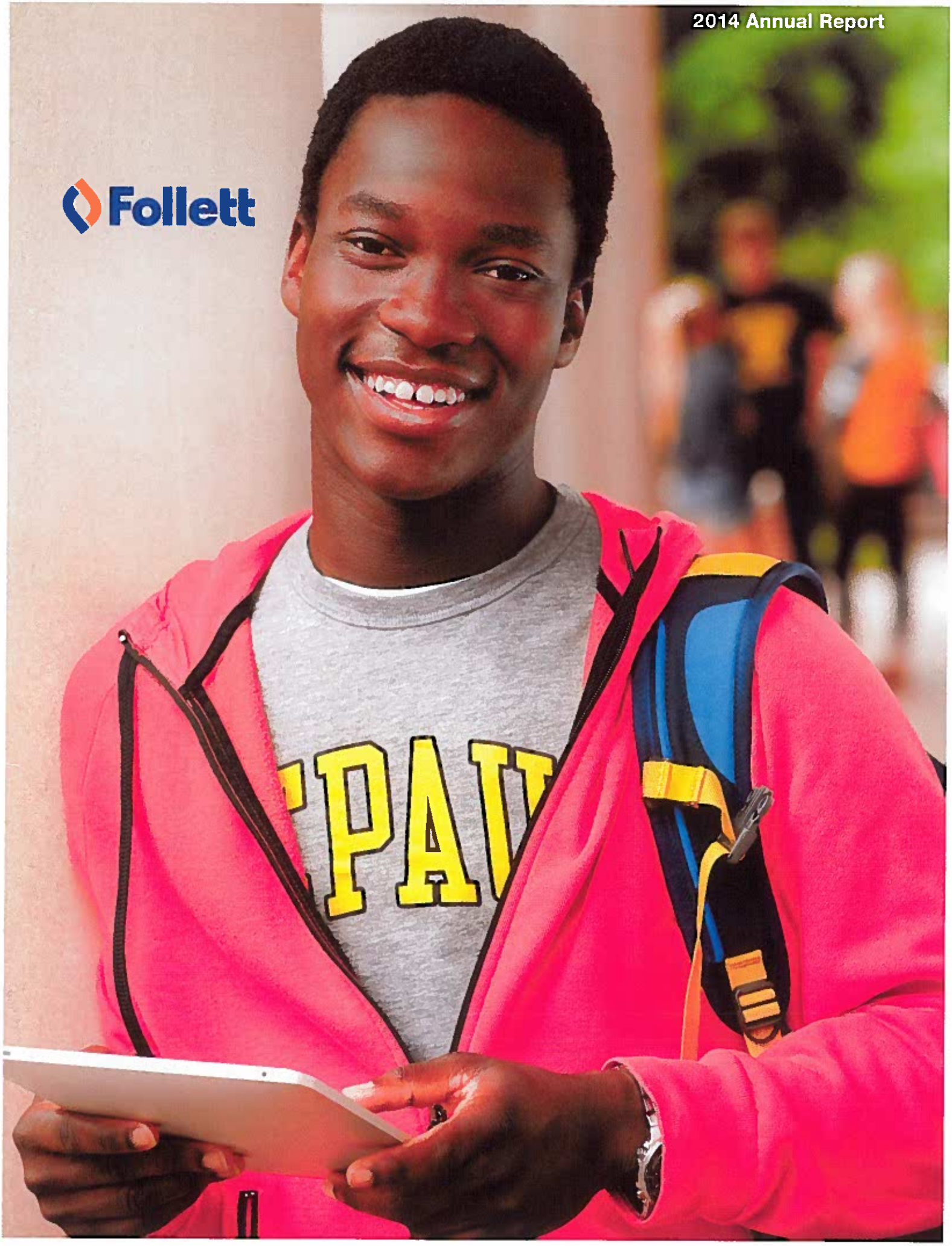
5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

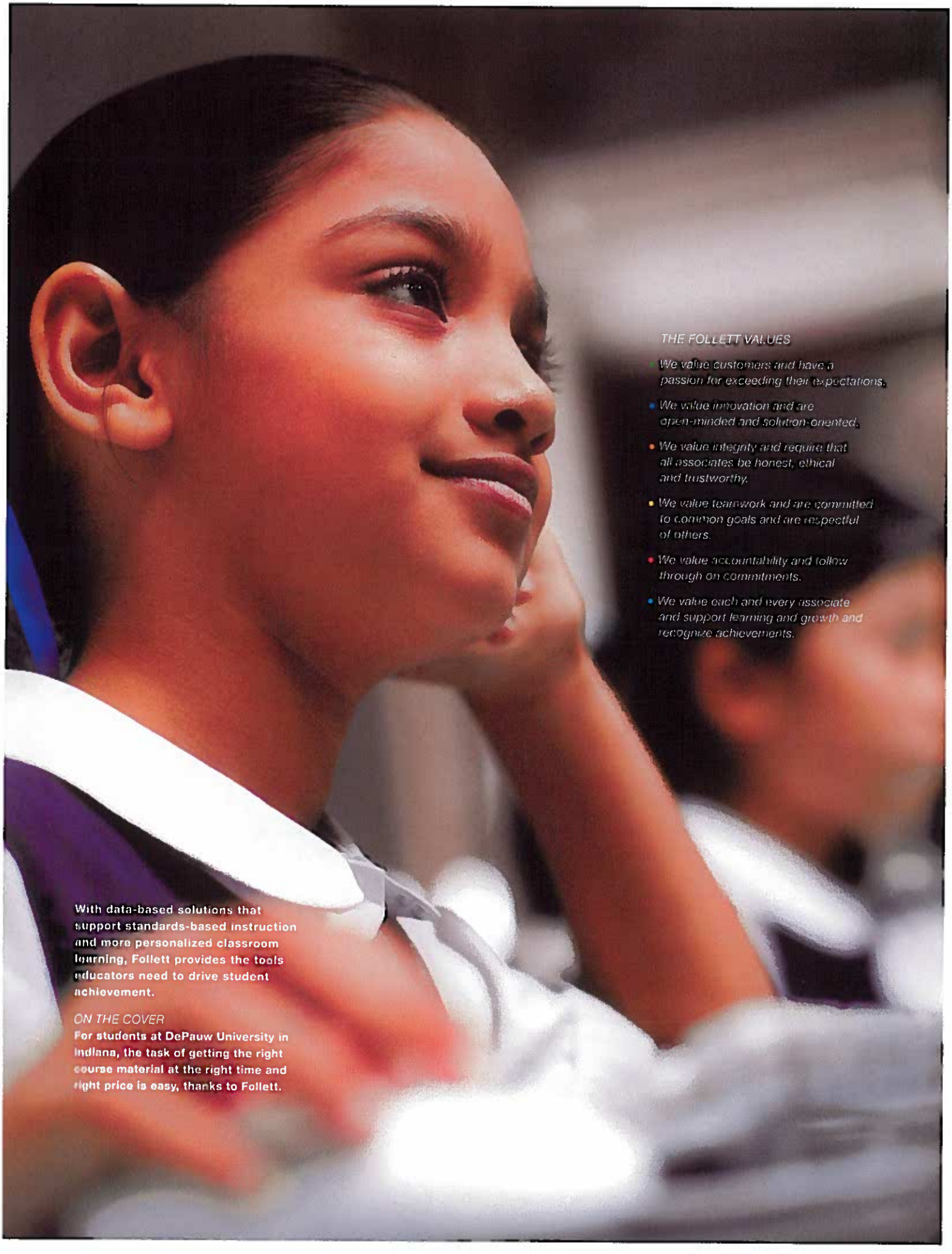
Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

2014 Annual Report

Follett





THE FOLLETT VALUES

- *We value customers and have a passion for exceeding their expectations.*
- *We value innovation and are open-minded and solution-oriented.*
- *We value integrity and require that all associates be honest, ethical and trustworthy.*
- *We value teamwork and are committed to common goals and are respectful of others.*
- *We value accountability and follow through on commitments.*
- *We value each and every associate and support learning and growth and recognize achievements.*

With data-based solutions that support standards-based instruction and more personalized classroom learning, Follett provides the tools educators need to drive student achievement.

ON THE COVER

For students at DePauw University in Indiana, the task of getting the right course material at the right time and right price is easy, thanks to Follett.

To our shareholders:

In fiscal 2014 we began a multi-year transformational journey within Follett. Our markets had changed, our customers' needs had evolved, and our competitive space had broadened to include anyone with access to inventory and a web storefront.

And we had not kept up with this change.

Overall our financial performance was unacceptable. On the positive side, Follett School Solutions (FSS), our PreK–12 business, had a record year due in large part to tough actions taken by management starting nearly three years ago—actions that have positioned the business well for growth. However, Follett Higher Education Group (FHEG) results were well below our expectations. In response, FHEG took a number of actions in fiscal 2014 that position our retail business, and Follett, for growth in fiscal 2015 and beyond.

Consolidated revenue was down 3.2 percent compared to fiscal 2013, due primarily to lower-than-expected sales in our campus retail course materials business. Sales increases in other areas, including general merchandise and ecommerce in our retail business and new text sales at FSS, were impressive but not enough to offset the decline.

Operating income of $80.5 million was down $37.0 million from fiscal 2013 due primarily to course materials inventory management issues. These results also include a one-time goodwill and intangibles impairment charge of $7.2 million. This impairment was related to the operating performance of the Follett Virtual Bookstores business (formerly Varsity Books) versus the original forecast at the time of its acquisition in 2008.

Net income was $45.3 million, down $27.0 million from fiscal 2013. These results factor in positive contributions from several actions taken by management during the year to increase the level of shareholder returns. The net result of the actions, while difficult, drove $39.8 million in cost savings in fiscal 2014. Without these actions, dividends would be 60 percent lower than the planned payout for fiscal 2015.

In fiscal 2014, FHEG retail performance improved in two of its three core business areas: general merchandise sales improved on the strength of apparel's 7.4 percent increase year over year, and ecommerce net sales and traffic were up 4.7 percent and 13 percent, respectively. We are very pleased with the positive growth for these two segments of the business over the past five years.

Course materials revenue—the third and by far the largest part of the campus retail business—was down significantly. The sales shortfall had a disproportionate impact on gross margin due to inherent problems with our internal processes and systems used to forecast, maintain, and account for inventory. To address the issue, we made changes in leadership and invested in new processes and technologies. We are starting to see the positive impact of these changes in both our in-stock inventory positions as well as our gross margin rate.

Simply put, in fiscal 2014, our traditional store retail inventory practices and systems were not able to adapt to the changes in competition and student shopping behaviors that have taken place over the past several years.

When Congress reauthorized the Higher Education Opportunity Act (HEOA) in 2010, the role of the campus bookstore as the primary provider of course materials came to an end. The HEOA required federally funded colleges and universities to publicly post information about required course materials, opening the floodgates for competitors to enter our market. Despite the impact on our business, we support and applaud the HEOA for its role in helping higher education become more affordable and accessible as it is also central to the mission of Follett.

When the HEOA ushered in new competitors, Follett did not respond accordingly. In fact, our own successes masked some of the foundational changes that were going on within our business. Strong store growth through 2012 and our success in developing a new and very successful text rental program masked negative trends occurring elsewhere in the business. Despite the decline in the overall text business, text rentals continue to be strong, now accounting for approximately 17 percent of our course materials, and growing by double digits each year.

Fiscal 2014 is behind us. How we got here is in the past, and what matters most is how we take the lessons we learned and put them to use in repositioning Follett to thrive in the future. We've taken swift action. As part of our work to transform the campus store business into a world-class retail shopping experience for our customers, we are investing in a new supply chain system that will provide real-time visibility and the needed tools to efficiently manage text, inventory and distribution across Follett's online and physical store system.

To drive top-line growth, FHEG President Don Germano and his management team are fostering a new mission across the organization that places the customer first—acting with urgency, testing new ideas, analyzing opportunities and making decisions based on data and facts. Flash sales, pop-up stores and off campus retail outlets are just a few non-traditional retailing ideas FHEG has been testing in fiscal 2014. The business is also making strides with new technology-based academic tools that make the search and discovery of course materials easier for faculty, and simplifies the selection and purchase process for students. I couldn't be more pleased with the positive direction of this business.

FSS had a strong year of growth in fiscal 2014, driven on the top and bottom lines by robust sales of new classroom texts through Follett's strategic partnership with a large K–12 publisher. The tough actions that began three years ago, combined with the new go-to-market strategy of One Follett / One Follett School Solutions group, is yielding fruit.

Our distribution network touches 67 percent of the PreK–12 market in North America, making Follett a highly valued partner to the publishing community. In fiscal 2014, five of the top six publishers partnered with Follett to distribute their ebook titles, expanding our total ebook portfolio to more than 250,000 titles. Interest in our Aspen student information system also expanded across North America in fiscal 2014 with our largest contract covering 650,000 students in British Columbia.

Leveraging our PreK–12 insight, data and technology platforms to provide solutions to customers is our focus for driving future growth at FSS. Building on our core library, text and software development strengths, we are now working with educators and administrators to address the most pressing issues in education today. These include access to teaching materials aligned to Common Core State Standards, management of student data, and technology and content tools to make personalized learning a reality.

In fiscal 2015, we will nearly double our investment in FSS technology initiatives to ensure we continue to make progress in these important growth areas.

At the enterprise level, we are taking steps to bolster our businesses with the management talent and resources needed to grow. In fiscal 2014, we rebuilt the FHEG leadership team to ensure we have the best possible retailing and supply chain management talent directing Follett's flagship business into the future. We also consolidated HR, IT and Finance functions into a shared services model to deliver needed support as efficiently as possible.



During the fiscal year, our Enterprise IT (EIT) organization has become an integral partner in the growth plans of both FHEG and FSS. Headed by Executive Vice President and CIO Sanjeev Singh, our EIT organization is in the process of investing nearly $249 million in key technology platforms over the next three years. These are smart, targeted investments in systems critical to driving and supporting growth, including a new, mobile-enabled point of sales system for our stores, major upgrades to all of our ecommerce platforms, and basic system enhancements to streamline the work of our businesses, ultimately saving time and reducing costs.

As we reset, reinvest and rebuild our businesses to strengthen our competitive position in the evolving market, we are also looking to reinvent the Follett we know today. Across Follett's history, change has been a constant, and we intend to continue on that course to be successful in the future. To help drive our reinvention, we announced the establishment of the Follett Knowledge Fund, a $50 million venture fund focused on businesses and technologies that have the potential to enhance or even disrupt the way educational content is delivered and consumed.

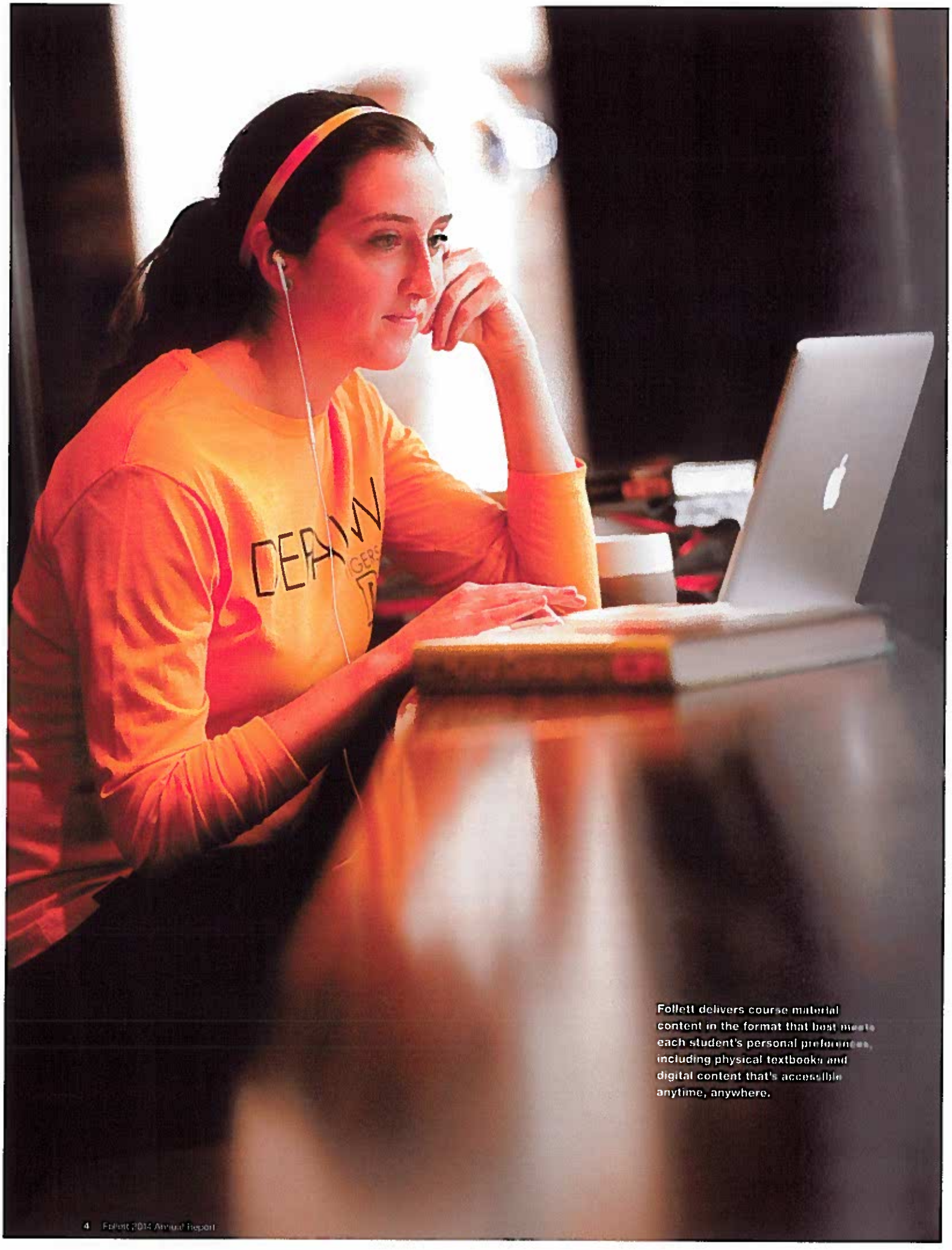
We intend to expand our role in education, in part, through the opportunities and partnerships afforded by these investments. Earlier this year we made our first Knowledge Fund investment in ShowEvidence, a cloud-based platform that helps schools embed digital learning materials within curriculum and assessment programs, and score student work against state standards.

As I look back on my first full year leading the Follett management team and operations through what honestly has been one of the most challenging periods for the Company in some time, I can tell you that I couldn't be more excited about our future. Our management teams have outstanding roadmaps for growth and they are moving with great urgency to bring new levels of value to our customers, and to you, our shareholders. I look forward to sharing that progress with you in the months and years to come.

Thanks for your ongoing support of Follett Corporation.

Sincerely,

Mary Lee Schneider
President and CEO



Follett delivers course material content in the format that best meets each student's personal preferences, including physical textbooks and digital content that's accessible anytime, anywhere.

To Follett shareholders:

In April 2013, just as we were entering fiscal 2014, former Chairman Alison O'Hara and President and CEO Mary Lee Schneider introduced to associates a new roadmap to the Company's future. Known as One Follett, the goal is the transformation of Follett into a focused, agile and responsive competitor in the PreK-12 and higher education markets.

Alison's passing last year was a tremendous loss to her family and to us, and left a leadership void on the Board. To continue the forward momentum of Alison's work—which included a refresh of the Board—Steve Waichler volunteered to lead as Chairman until the annual meeting last January. I want to thank Steve for taking on this responsibility at such an important time for the Company.

Today I'm pleased to report that the refresh of the Board with new perspectives and talent is nearly complete. We now have three new outside Directors who contribute valuable business insight, particularly in technology, retail and financial accounting. We also have increased the number of family members on the Board to expand representation of the four branches.

As a former Director and now as Chairman, I can tell you that the Board fully supports management's growth plans for the long term, as well as the immediate actions being taken to address the course materials issue in our campus retail business that affected our fiscal 2014 results.

Mary Lee and her team are absolutely heading in the right direction, and I'm proud to be partnering with them to meet Follett's full potential to serve as the preeminent educational partner. As Chairman I am committed to engaging the Follett family in our business. I look forward to communicating often with you throughout the fiscal year.

Sincerely,



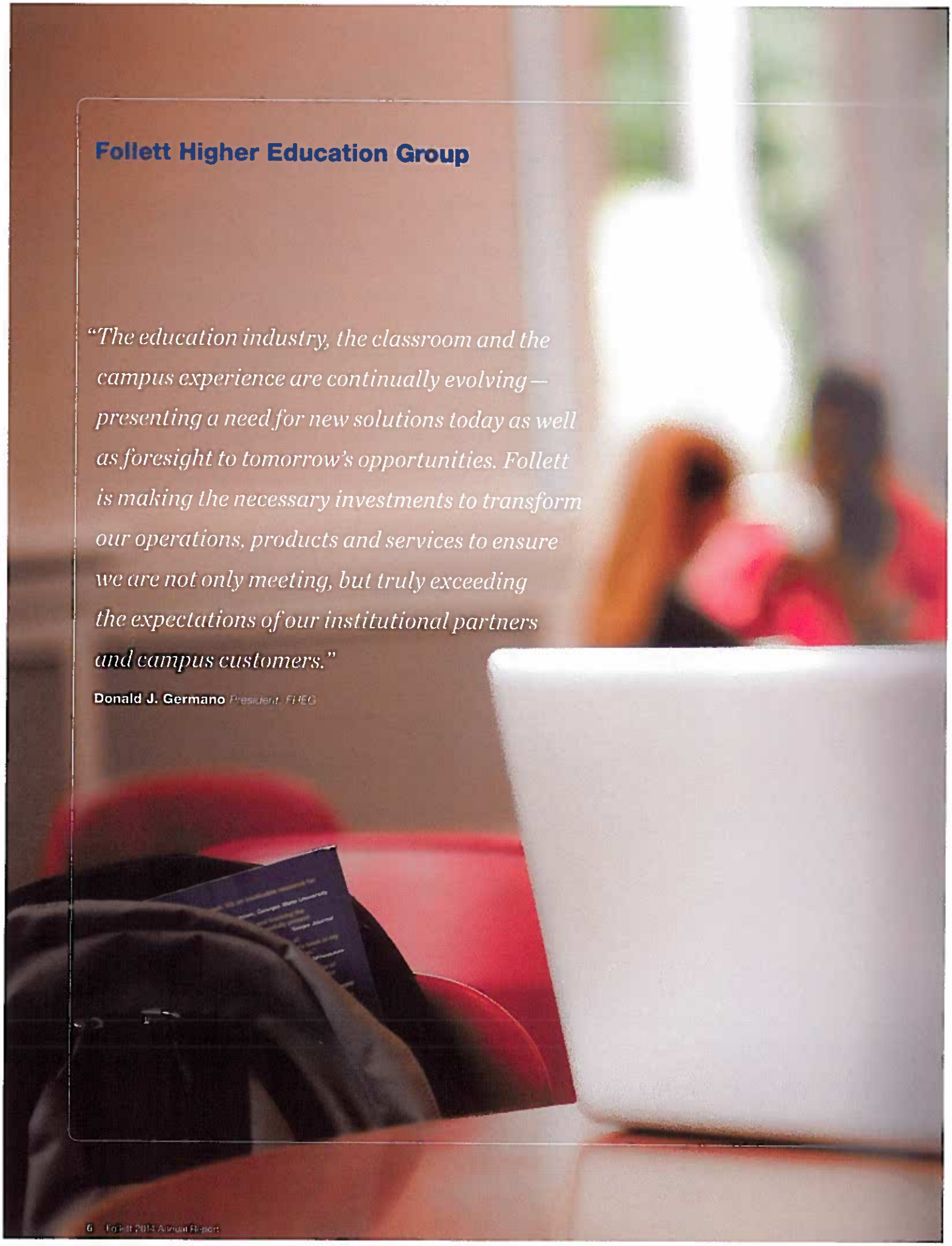
Todd A. Litzsinger
Chairman of the Board



Follett Higher Education Group

"The education industry, the classroom and the campus experience are continually evolving—presenting a need for new solutions today as well as foresight to tomorrow's opportunities. Follett is making the necessary investments to transform our operations, products and services to ensure we are not only meeting, but truly exceeding the expectations of our institutional partners and campus customers."

Donald J. Germano *President, FHEG*





Understanding the expectations of students is the basis for Follett's personalized approach to service at each of the Company's managed campus stores. Follett provides the products and services students want and need in ways that enhance learning as well as the college experience.



Everyone is includED

Having the right course material is essential to classroom success; however, research shows that 39 percent of students do not have the course materials they need on day one. Follett's includED program aims to improve this statistic by delivering all required materials, both print and digital, to students as part of the registration and tuition payment process.

Follett's academic technology tools and course materials position translates 100 percent sell-through into lower prices — driving up access and affordability, and giving students more visibility to the full cost of education before they register.

In addition, the includED program facilitates the delivery of digital course materials by auto-enrolling students into their digital content — effectively simplifying access by eliminating multiple user accounts and passcodes.

ConnectOnce

The key to delivering the includED program is Follett's technology that communicates with the institution's learning management system (LMS) and student information system (SIS) to obtain specific data. ConnectOnce allows Follett to accurately capture adoption data and deliver the right course materials to the right student.

Follett implemented nearly 30 includED programs last spring and aims to double the number for fall 2014.

Building technology for tomorrow's classroom

STREAMLINING THE LIFECYCLE OF LEARNING CONTENT

For students, tracking down the right course materials can be a complex and challenging experience, particularly if they don't shop first at a Follett managed store. Follett now offers **Follett Discover**, a suite of technology solutions that simplifies and streamlines the entire course materials process — from faculty adoption to student access. The suite includes Faculty Discover and Student Discover tools that integrate with any student information system (SIS) or learning management system (LMS) to provide a seamless course materials selection experience.

FACULTY DISCOVER

Faculty Discover empowers faculty to easily:

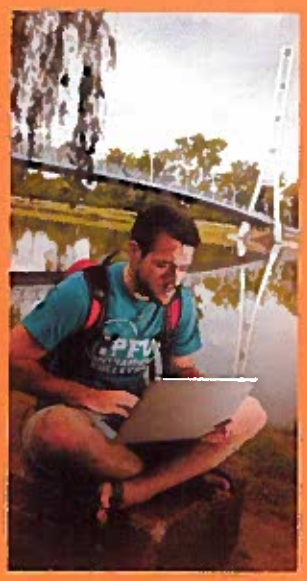
- *Search all types of course materials and curate content, including open education resources (OER), massive open online course (MOOC) content and videos*
- *Access and evaluate other relevant materials, including content their peers are using*
- *Upload their original materials*

STUDENT DISCOVER

Student Discover helps students:

- *Conveniently acquire all course materials online from one point*
- *Save time and money with options to purchase or rent new or used, printed or digital materials*
- *Will aggregate access to digital materials, eliminating the hassle of managing multiple access codes and navigation paths to multiple platforms*

Follett Discover has been implemented for 18 campus stores—successfully integrating with a variety of university information and learning systems.



BryteWave: Read. Note. Study. Share.

Students looking for digital course materials that fit their schedules and connected lifestyles now have the answer in Follett's BryteWave digital reader. BryteWave (formerly CafeScribe) provides digital text access, efficiency and organization in an online environment that empowers students to study the way they want to study. BryteWave helps users:

Be Efficient. A growing number of commitments outside of the classroom make it challenging for students to keep up with coursework. BryteWave digital titles are accessible across devices — computer, tablet or mobile — so students never miss a study opportunity.

Get Organized. Even the most organized student struggles with tracking information across classes and materials. To streamline this process and support student success, BryteWave titles feature quick access to study tools for searching, note taking, highlighting and more.

BryteWave provides access to more than 100,000 textbook and trade titles from over 100 publishing partners. The online and offline reader as well as mobile applications for Apple and Android devices will be available this summer.

The store of the future

As a leader in retail, Follett is often asked to describe what lies ahead.

This year, Follett's vision and the new technologies to deliver them converge in one exciting space at Arizona State University (ASU). Part of ASU's Block 12 project, this university expansion will showcase the Follett-managed Sun Devil Marketplace, set to open in late July. The unique retail space features a wine bar, golf putting green, and a collection of products not found in traditional campus stores. Driven by the Company's investments in technology and logistics, the Sun Devil Marketplace provides a wide range of products and services in a trend setting retail environment.

Sun Devil Marketplace expanded assortment includes:

- *Golf equipment*
- *Skateboards and longboards*
- *Cosmetics and jewelry*
- *Sunglasses and accessories*
- *Health and lifestyle, including yoga products*
- *Deeper assortments from key partners Nike, Ping, Apple*



Reinvigorating the online campus store

Follett is partnering with leading web technology providers IBM and Adobe in a multi-year ecommerce transformation that maximizes education and further customizes services.

Follett is making a significant investment in technology upgrades that will be launched throughout the year. The new online retailing features and capabilities are expected to elevate the ecommerce experience — and sales — of Follett's more than 1,500 virtual campus stores.

Follett's ecommerce transformation began this spring with the successful launch of a new eFollett checkout process, featuring a guest checkout option and a streamlined rental registration process. Next, Follett focused on improving site design and adding best-in-class tools to drive customer experience, cart size and conversion.

The following updates are now live on the desktop experience:

- Redesigned, highly graphic eFollett portal and local store homepages that maximize school branding and showcase Follett's endless aisle of products
- Improved access through site search functionality that allows more specific refining of results based on product attributes such as price, color, size and brand
- Customer experience enhancements like new category page displays and extended life of guest carts
- Robust analytics tools to provide the eFollett team continuous insight into the customer experience

This summer, these technology enhancements will launch across the mobile and tablet eFollett experiences — giving customers the freedom of hassle-free access to their campus store anytime, anywhere.





New customer survey program

To continually improve as a retailer, Follett is committed to better understanding customer needs and expectations. Ahead of back-to-school season, Follett will introduce a new customer survey program to collect feedback that the retail teams will use to improve store service, and explore new opportunities to deliver the best retail experience possible to campus customers. Follett partnered with Service Management Group (SMG), a leading service provider for customer experience research in multi-unit retailing, to develop this program.

Delivering an endless aisle

Follett is providing customers with more products, through more channels, than ever before. Made possible by the investment in a national order management system, orders are routed between Follett's 900+ campus store network with an expanding product portfolio supported by a wide range of drop-ship vendors. These initiatives support continued growth within Follett's assortment, better value, and a more convenient, hassle-free shopping experience for customers.



Bringing the store to the customer

NEW POS Follett recently launched a pilot for a new point-of-sale (POS) system that maximizes the ability to connect with customers and deliver much higher levels of service than ever before. Follett's POS replacement empowers store teams to move away from the counters and into the aisles to better serve students, aided by tablet technology and more flexible checkout points in key floor locations.

Follett's new POS features:

- *A paper-free experience, a sustainable option via email receipts*
- *Queue-line busting functionality, including rental registration*
- *In-aisle access to Follett's expanded online assortment*
- *Placing eFollett.com orders with free shipping to the store*

The new POS system is currently being piloted in 50 stores with a larger rollout planned for fiscal 2016.

POP-UP STORES As part of Follett's renewed focus on innovation, the retail team is pursuing new ideas to reach students where they live, study and play. Pop-up stores are one creative concept that's expanding the scope of Follett as a leading campus retailer. Pop-ups can be found anywhere beyond the four walls of the campus store, such as, the inside of academic buildings, on the quad, at the stadium on game days, or at off-campus locations for events. Follett is partnering directly with campuses to identify opportunities to extend these concepts to new locations.

Making a difference with Alta Gracia

Delivering the right assortment of products in an omni-channel business requires partnership with brands that reflect the Follett Values, as well as the values of campus partners and more than 47 million students across all Follett businesses.

While course materials play a big role, they're just one part of the story.

In 2010, Follett announced a partnership with Alta Gracia — a groundbreaking clothing line produced at the first-ever apparel factory in the developing world that pays its workers a living wage, demonstrating full respect for workers' rights. Workers in the Alta Gracia factory in the Dominican Republic are paid about three times what a typical factory worker makes in the country, eliminating barriers to basic life needs. This living wage is enough to provide an entire family access to three healthy meals a day, a safe home, transportation, healthcare and education — things that many take for granted every day.

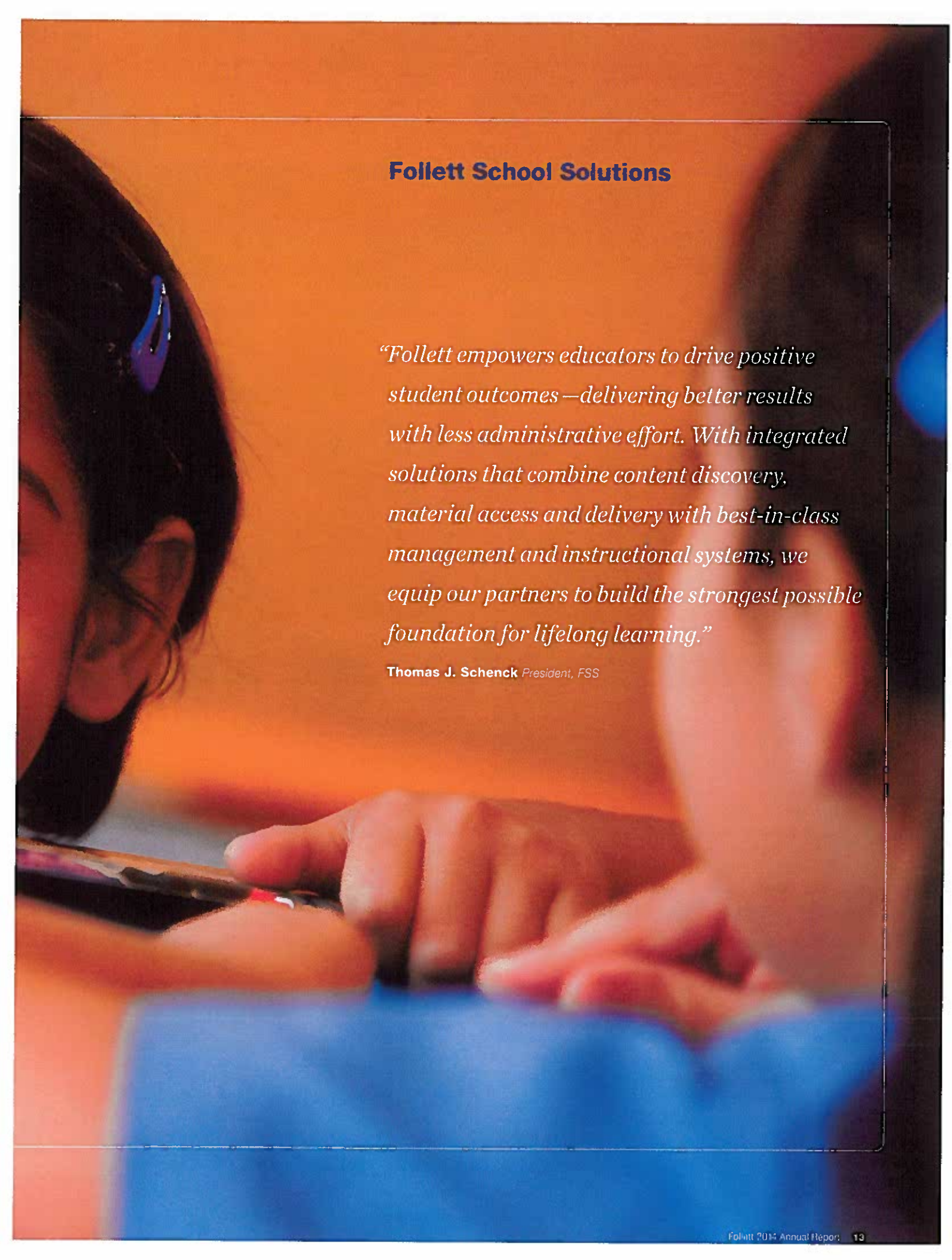
For 2014, Follett is proud to announce the expansion of its business relationship with Alta Gracia. With Follett's commitment to three large apparel programs at over 800 stores, Alta Gracia, for the first time, has the necessary volume to be a sustainable business.



Follett associates recently traveled to the Dominican Republic to tour the Alta Gracia factory and see first-hand the business impact on the employees, their families and the community.



Despite the many changes and challenges taking place across the PreK–12 education space, Follett continues to provide tools to help educators unleash the imagination and potential of each and every student.



Follett School Solutions

"Follett empowers educators to drive positive student outcomes—delivering better results with less administrative effort. With integrated solutions that combine content discovery, material access and delivery with best-in-class management and instructional systems, we equip our partners to build the strongest possible foundation for lifelong learning."

Thomas J. Schenck *President, FSS*



Aspen win in British Columbia: connecting learning and technology

British Columbia school districts, educators, students and parents will benefit from having access to integrated data, real-time information and learning resources with the summer adoption of Follett's **Aspen** platform. The 12-year agreement is the largest Aspen sale and installation, reaching more than 650,000 PreK–12 students.

Follett partnered with a global IT company to implement the next generation technology that will play a pivotal role in the transformation of learning for British Columbia schools. The Aspen platform, which helps teachers plan a more personalized learning experience with students and their parents, can be customized for a schools' unique needs. This feature-rich platform effectively gathers student data, provides valuable insights for educators via robust reporting, and creates a longitudinal view of student achievement across multiple school years.

Combining multiple databases and technology into one powerful and cost-effective learning solution, Aspen provides a comprehensive view of education, including tracking tools that monitor a variety of key metrics.

In addition to a macro view of school metrics and student information, Aspen puts a unique and impressive collection of learning tools in the hands of educators. Far more than a student information system, the platform links critical student information with curriculum, educational tools and other key performance indicators—all in a single Follett offering.

In addition to the British Columbia contract, 30 additional implementations are planned for this summer. Aspen is currently assisting 169 U.S. school districts across 15 states.

Aspen tracking tools monitor key metrics including:

- *class schedules*
- *school events*
- *student performance*
- *athletic eligibility*
- *student health records*



Universal Search makes the connection

The release of Destiny 12.0 brought an exciting new search feature powered by the unification of key Follett platforms and functionality. The new tool, Universal Search, aligns Follett Destiny and FollettShelf to deliver a technology that optimizes student access to print and digital content, online databases and Follett's WebPath Express. This latest release of Destiny with Universal Search offers a consistent and simplified user experience — all via a single sign-on.

In later phases, Universal Search technology will connect content from other key Follett platforms, including Titlewave and Aspen.

Publisher partnerships expand ebook collections

Building strong relationships with publishers bolsters Follett's ability to deliver a wide collection of ebooks and digital content — Follett now offers more than 250,000 titles to PreK–12 students.

Partnerships with **Random House, Penguin Group, Hachette, Simon & Schuster** and **Macmillan** expand the ebook assortment available through the **Titlewave** platform, and support student learning and success by maximizing access to the best content and materials.

With printed books moving rapidly to digital formats, Follett has taken a leadership position in the format transition with tools and solutions that help customers access and integrate the new forms of content within their schools. Today, Follett reaches more than 29 million students and educators in 42,000 schools worldwide with ebooks and other digital content.





Unified approach to the market

On April 1, 2014, Follett's PreK–12 operations became a single business, Follett School Solutions, Inc. (FSS)

This unified business is part of Follett's strategy to deliver increased value to customers by integrating content and technology capabilities of its previously separate businesses: Follett Educational Services, Follett Library Resources and Follett Software Company.

The change simplifies the business relationship for customers and allows Follett to deliver integrated education solutions to PreK–12 schools. FSS is now a single, centralized resource for a suite of services and solutions that deliver educational materials, technology platforms, and comprehensive student data management to help administrators, educators and students achieve their goals.

This new, unified business approach called for a unified business website — **FollettLearning.com** — a more intuitive website for teachers, librarians, administrators and technologists to navigate and connect with the products and services they need.



The Follett Challenge fosters innovation in learning

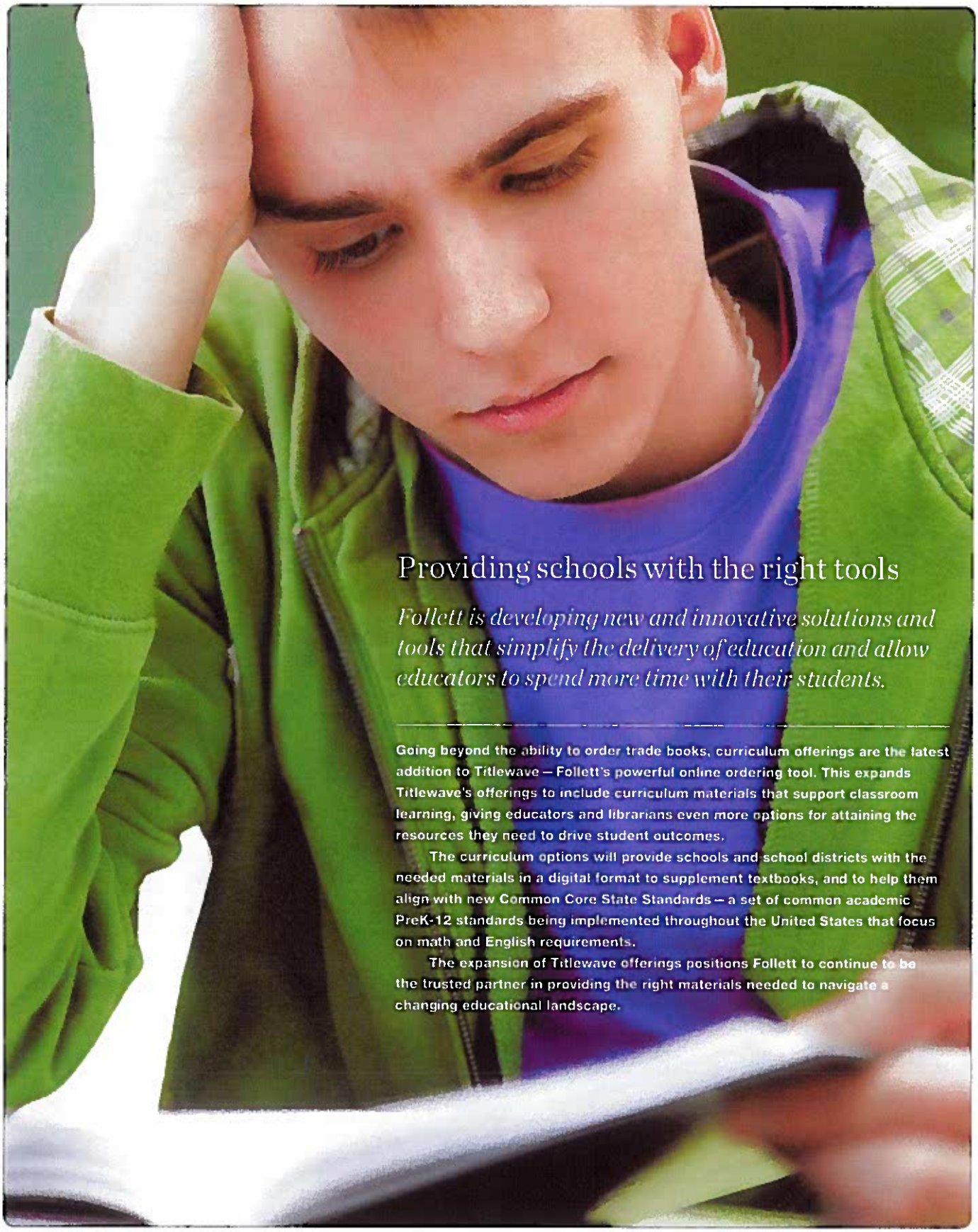
For the third consecutive year, the Follett Challenge has provided a forum for PreK–12 schools from around the country to share inspiring stories of how their innovative programs are preparing students for the demands of the 21st century.

Designed to reward schools for their work applying technology, content and creativity in ways that engage students, foster literacy and promote critical thinking, the contest awards $200,000 in products and services to winners. Over the past three years, more than 300 schools have participated in the contest.

This year, Belleville West High School was named the grand prize winner, earning a $65,000 credit for Follett product and services. The school, located in Belleville, Ill., won for its cutting-edge "Community of Readers" program, which challenges students in each grade level to become avid and engaged readers.

The other three semifinalists were: Albert P. Terhune Elementary School in Wayne, N.J.; Memorial and Thomas Jefferson middle schools in Fair Lawn, N.J.; and Wayland Union Schools in Wayland, Mich. Each earned a $35,000 credit. An additional six $5,000 product prizes were also awarded to the "People's Choice" winners — those schools whose video submissions received the highest number of online votes from the public. All four semifinalist schools also won People's Choice honors.

To learn more about the Follett Challenge, view all the winning videos and semifinalists' case studies, visit FollettChallenge.com.



Providing schools with the right tools

Follett is developing new and innovative solutions and tools that simplify the delivery of education and allow educators to spend more time with their students.

Going beyond the ability to order trade books, curriculum offerings are the latest addition to Titlewave – Follett's powerful online ordering tool. This expands Titlewave's offerings to include curriculum materials that support classroom learning, giving educators and librarians even more options for attaining the resources they need to drive student outcomes.

The curriculum options will provide schools and school districts with the needed materials in a digital format to supplement textbooks, and to help them align with new Common Core State Standards – a set of common academic PreK-12 standards being implemented throughout the United States that focus on math and English requirements.

The expansion of Titlewave offerings positions Follett to continue to be the trusted partner in providing the right materials needed to navigate a changing educational landscape.

Consolidated statements of income

(In thousands, except per share data)	*Years ended March 31,* 2014	2013
Net sales	**$2,573,226**	$2,658,105
Cost of sales	**1,596,018**	1,623,999
Gross profit	**977,208**	1,034,106
Selling, occupancy and administrative expenses	**889,463**	916,620
Impairment of goodwill and other intangible assets	**7,231**	—
Operating income	**80,514**	117,486
Interest expense, net	**2,463**	2,853
Foreign exchange loss, net	**257**	61
Other non-operating income	**—**	(1,600)
Income before income taxes	**77,794**	116,172
Income tax expense	**32,487**	43,838
Net income	**$ 45,307**	$ 72,334
Earnings per common share:		
Basic	**$ 1.41**	$ 2.23
Diluted	**$ 1.40**	$ 2.23
Weighted average common shares outstanding:		
Basic	**32,195**	32,496
Diluted	**32,257**	32,509

See accompanying notes to the consolidated financial statements.

Consolidated statements of comprehensive income

(In thousands)	*Years ended March 31,* 2014	2013
Net income	**$45,307**	$72,334
Other comprehensive loss, before income tax:		
Foreign translation adjustment	**(2,175)**	(844)
Postretirement benefit plan adjustments	**(28)**	(805)
Other comprehensive loss, before income tax	**(2,203)**	(1,649)
Income tax effect:		
Foreign translation adjustment	**837**	325
Postretirement benefit plan adjustments	**11**	310
Income tax effect	**848**	635
Other comprehensive loss, net of income tax	**(1,355)**	(1,014)
Comprehensive income, net of income tax	**$43,952**	$71,320

See accompanying notes to the consolidated financial statements.

Consolidated balance sheets

(In thousands)	As of March 31, 2014	2013
Assets		
Cash and cash equivalents	**$ 108,074**	$165,450
Accounts receivable	**106,004**	98,034
Inventories	**224,834**	214,836
Rental library	**148,590**	125,778
Deferred income taxes	**40,852**	21,658
Prepaid expenses and other current assets	**55,147**	31,084
Total current assets	**683,501**	656,840
Property and equipment	**206,202**	186,436
Goodwill and other intangible assets	**94,232**	102,112
Other long-term assets	**32,589**	32,380
Total assets	**$1,016,524**	$977,768
Liabilities and shareholders' equity		
Current maturities of long-term obligations	**$ 555**	$ 105
Accounts payable	**260,254**	274,720
Deferred revenue	**83,344**	79,744
Accrued expenses and other current liabilities	**90,750**	116,898
Total current liabilities	**434,903**	471,467
Long-term obligations	**17,423**	16,401
Other long-term liabilities	**33,538**	23,668
Deferred income taxes	**69,746**	21,390
Total liabilities	**555,610**	532,926
Total shareholders' equity	**460,914**	444,842
Total liabilities and shareholders' equity	**$1,016,524**	$977,768

See accompanying notes to the consolidated financial statements.

Consolidated statements of shareholders' equity

(In thousands, except per share data)	Class A Preferred stock Shares	Class A Preferred stock Amount	Common stock Shares	Common stock Amount	Paid-in capital	Retained earnings	Accumulated other comprehensive income: Foreign currency translation	Accumulated other comprehensive income: Post-retirement benefits	Treasury stock Shares	Treasury stock Amount	Total shareholders' equity
March 31, 2012	**48,000**	**$2**	**36,107**	**$2,143**	**$712**	**$390,546**	**$1,817**	**$512**	**(3,556)**	**$(1,206)**	**$394,526**
Net income						72,334					72,334
Other comprehensive loss							(519)	(495)			(1,014)
Shares repurchased under stock-based compensation plan									(4)	(76)	(76)
Shares issued under stock-based compensation plan									10		—
Dividends declared $0.65 per share						(20,928)					(20,928)
March 31, 2013	**48,000**	**$2**	**36,107**	**$2,143**	**$712**	**$441,952**	**$1,298**	**$ 17**	**(3,550)**	**$(1,282)**	**$444,842**
Net income						45,307					45,307
Other comprehensive loss							(1,338)	(17)			(1,355)
Shares repurchased under stock-based compensation plan									(20)	(485)	(485)
Shares issued under stock-based compensation plan					433				18	3	436
Stock-based compensation expense					1,217						1,217
Other			(1,828)		(12)				1,462	12	—
Dividends declared $0.90 per share						(29,048)					(29,048)
March 31, 2014	**48,000**	**$2**	**34,279**	**$2,143**	**$2,350**	**$458,211**	**$(40)**	**$ —**	**(2,090)**	**$(1,752)**	**$460,914**

See accompanying notes to the consolidated financial statements.

Consolidated statements of cash flows

(In thousands)	Years ended March 31, 2014	2013
Cash flows from operating activities		
Net income	**$ 45,307**	$ 72,334
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	**92,552**	95,813
Stock-based compensation expense (income)	**3,304**	(58)
Impairments and non-cash store closing charges	**10,182**	1,680
Loss (gain) on disposal of assets	**1,135**	(588)
Gain on the sale of a business	**—**	(1,600)
Deferred income taxes	**28,587**	1,883
Changes in assets and liabilities, net of acquisitions:		
Increase in rental library, net	**(50,927)**	(66,395)
(Increase) decrease in accounts receivable	**(8,060)**	1,376
(Increase) decrease in inventories	**(10,519)**	56
Increase in other current assets	**(24,083)**	(712)
(Decrease) increase in accounts payable	**(16,484)**	21,196
Increase in deferred revenue	**3,622**	6,536
Decrease in accrued expenses	**(29,876)**	(15,411)
Decrease (increase) in other long-term assets	**1,278**	(935)
Increase (decrease) in other long-term liabilities	**9,870**	(812)
Net cash provided by operating activities	**55,888**	114,363
Cash flows from investing activities		
Capital expenditures	**(77,320)**	(66,661)
Acquisitions	**(3,070)**	(611)
Proceeds from the sale of assets	**880**	3,411
Purchase of equity securities	**(1,015)**	—
Purchase of fixed maturity investment	**(500)**	—
Proceeds from the sale of a business	**—**	3,077
Net cash used in investing activities	**(81,025)**	(60,784)
Cash flows from financing activities		
Repurchases of common stock	**(485)**	(76)
Issuances of common stock	**436**	—
Dividends paid	**(30,715)**	(21,114)
Borrowings on line of credit	**280,500**	358,600
Repayments of line of credit	**(280,500)**	(358,600)
Repayments of long-term obligations	**(225)**	(65)
Repayments of notes payable	**—**	(1,250)
Net cash used in financing activities	**(30,989)**	(22,505)
Effect of foreign exchange rates on cash	**(1,250)**	(553)
Net (decrease) increase in cash and cash equivalents	**(57,376)**	30,521
Cash and cash equivalents, beginning of year	**165,450**	134,929
Cash and cash equivalents, end of year	**$ 108,074**	$ 165,450
Supplemental cash flow information		
Interest paid	**$ 2,736**	$ 2,999
Income taxes paid	**$ 20,501**	$ 43,197

See accompanying notes to the consolidated financial statements.

Note 1: Nature of operations

Follett Corporation and Subsidiaries (the Company) is an education solutions company applying innovative technology, distribution and specialty retail expertise to help customers increase efficiency and enhance the learning experience. The Company's customers include K–12 schools and libraries and higher education institutions and their respective students throughout the United States and Canada.

Note 2: Summary of significant accounting policies

BASIS OF PRESENTATION

The accompanying consolidated financial statements and related notes have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP). The consolidated financial statements include the accounts of Follett Corporation and all controlled subsidiaries. All material intercompany accounts and transactions have been eliminated.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of liquid investments with original maturities of three months or less and other highly liquid investments, including money market funds, which are considered level 1 assets (note 3).

The Company maintains cash and cash equivalents in accounts with financial institutions in excess of the amount insured by the Federal Deposit Insurance Corporation. Management does not believe there is a significant risk associated with these deposits.

INVENTORIES

All of the Company's inventories are comprised of finished goods. Certain inventories representing approximately 48% and 38% of consolidated inventories at March 31, 2014 and March 31, 2013, respectively, are valued under the lower of last-in, first-out (LIFO) cost method or market. The lower of first-in, first-out (FIFO) cost method or market is used to value the remaining inventories. Inventories would have been approximately $79,627 and $81,185 higher at March 31, 2014 and 2013, respectively, if the FIFO cost method had been used for all inventories.

During fiscal years 2014 and 2013, inventory levels were reduced, resulting in a liquidation of certain LIFO inventory layers. These inventories were carried at lower costs which prevailed in prior years as compared with current costs, resulting in an increase in operating income of $1,558 ($952 net of tax) and $5,883 ($3,618 net of tax) in fiscal years 2014 and 2013, respectively.

PROPERTY AND EQUIPMENT

Property and equipment are stated at cost less accumulated depreciation and amortization. Additions and improvements are capitalized, while expenditures for repairs and maintenance are expensed as incurred. Included in this category is internal-use software, which is software that is acquired, internally developed or modified solely to meet internal needs, with no plan to market externally. Costs related directly to obtaining, developing or upgrading internal-use software are capitalized.

Depreciation and amortization are computed on a straight-line basis over the estimated useful lives of the assets, which are generally as follows:

(In years)	*Life*
Building and building improvements	12 – 25
Fixtures and equipment	3 – 8
Internal-use software	3

Leasehold improvements are depreciated over the lesser of the estimated useful life of 10 years or the remaining life of the lease.

IMPAIRMENT OF LONG-LIVED ASSETS

Long-lived assets, including definite-lived intangible assets, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If the carrying amount of an asset is not recoverable, an impairment loss is recognized equal to the amount by which it exceeds fair value. The Company determines fair value based on discounted future cash flows.

FOREIGN CURRENCY TRANSLATION

The net assets of the Company's foreign subsidiaries are translated into U.S. dollars based on exchange rates in effect for each period, and revenues and expenses are translated at average exchange rates in the periods. Gains or losses from balance sheet translation are included in accumulated other comprehensive income on the accompanying consolidated balance sheets. Currency transaction gains or losses are included in the accompanying consolidated statements of income.

COMPUTER SOFTWARE TO BE SOLD, LEASED OR OTHERWISE MARKETED

The Company capitalizes certain costs of computer software to be sold, leased or otherwise marketed. The Company's policy provides for the capitalization of all software development costs subsequent to reaching technological feasibility for a specific product. Technological feasibility is attained when software products have a detailed design or completed working model whose consistency with the overall product design has been confirmed by testing. Costs incurred prior to the establishment of technological feasibility are expensed as incurred. The establishment of technological feasibility requires judgment by management and in many instances is attained concurrent with the general release of the software. Maintenance related costs are expensed as incurred.

INVESTMENTS, COST METHOD

The Company has an investment in equity securities of a privately held company in which the Company holds less than 20% voting interest and on which the Company does not have the ability to

exercise significant influence. This investment is accounted for using the cost method and is included in other long-term assets on the accompanying consolidated balance sheet. Under the cost method, an investment is carried at the lower of cost or fair market value. The Company recognizes an impairment charge when a decline in the fair value of the investment below the carrying value is judged to be other-than-temporary.

GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill is the excess of the purchase price over the fair value of net assets acquired in business combinations. Goodwill is not amortized; rather, it is evaluated for impairment when events or changes in circumstances indicate that it might be impaired, or at least annually. Impairment losses are recognized if the carrying amount of goodwill exceeds its implied fair value. The Company determines fair value based on discounted future cash flows.

Acquired intangible assets are initially measured at fair value based on an independent appraisal, if material. Intangible assets with determinable useful lives are amortized on a straight-line basis over their estimated useful lives as follows:

(In years)	*Life*
Customer relationships	7 – 15
Existing technology	5 – 7
Other intangible assets	1 – 7

STORE CLOSINGS

The cost of closing a store consists primarily of provisions to reduce inventories, accounts receivable, and abandoned property and equipment to their net realizable value. Inventories, accounts receivable, and property and equipment are written down to their net realizable value when circumstances indicate that net realizable value is less than their carrying value. Lease cancellation costs are expensed on the closing date. Provisions for store closings of $2,951 and $1,680 were recorded in selling, occupancy and administrative expenses for fiscal years 2014 and 2013, respectively.

REVENUE RECOGNITION

Revenue from product sales is recognized when evidence of an agreement exists, title and risk of loss passes to the customer, the sales price is fixed or determinable, and collectability is reasonably assured. Provisions are made for product discounts, rebates, returns and adjustments in the period in which the related revenues are recorded. Cash collected before the earnings process is complete is recorded as deferred revenue. Sales taxes collected from retail customers are presented on a net basis and are excluded from net sales. Amounts billed for shipping and handling costs are included in net sales and the related costs are included in cost of sales.

Textbook rental revenue is recognized over the term of the rental agreement, generally a semester, as title and risk of loss remains with the Company. Fees charged on textbooks not returned in accordance with the agreements are recognized upon collection.

Revenue from software and service arrangements with multiple elements is allocated among the elements based upon the relative sales price of each element when sold separately. Revenue is generally recognized when each software element is delivered or over the period the service is rendered.

ADVERTISING

The Company expenses all advertising costs as incurred. Advertising expense for fiscal years 2014 and 2013 was $22,104 and $16,570, respectively.

INCOME TAXES

Income taxes are accounted for under an asset and liability method whereby deferred tax asset and liability account balances are determined based on differences between the financial reporting and the tax basis of assets and liabilities, and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Valuation allowances are established, when necessary, to reduce deferred tax assets to an amount that is more-likely-than-not to be realized. The benefit from a tax position is recognized only if it is more-likely-than-not that the position would be sustained upon audit based solely on the technical merits of the tax position. Interest and penalties related to unrecognized tax benefits are included on the accompanying consolidated statements of income as a component of interest expense.

USE OF ESTIMATES

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses, and related disclosures. Actual results could differ from those estimates.

RECLASSIFICATIONS

Certain amounts in the prior year's consolidated financial statements and related notes have been reclassified to conform to current year's presentation.

Note 3: Fair value measurements

The Company uses a three-tier valuation hierarchy for its fair value measurements based upon observable and non-observable inputs:

Level 1	Unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access.
Level 2	Inputs other than quoted market prices included in Level 1 that are observable, either directly or indirectly, for the asset or liability, such as interest rates and yield curves that are observable at commonly quoted intervals.
Level 3	Unobservable inputs for the asset or liability, as there is little, if any, market activity at the measurement date.

The Company recognizes compensation expense on its stock-based compensation awards based on the change in the fair value of the Company's common stock or the grant date fair value of the Company's common stock (note 15). The fair value of the Company's common stock is determined using a discounted cash flow model which includes level 3 inputs.

In fiscal year 2014, the Company recognized an impairment charge on the goodwill and intangible assets of one of its reporting units (note 9). The fair value of the reporting unit was determined using a discounted cash flow model which includes level 3 inputs.

In fiscal year 2014, the Company acquired the outstanding stock of BetterKnow, Inc. (note 4). The fair value of the assets acquired was determined using a combination of market and income approaches which includes level 3 inputs.

Note 4: Acquisitions

On April 5, 2013, the Company acquired 100% of the outstanding stock of BetterKnow, Inc. for a purchase price of $3,570. The purpose of the acquisition was to provide an integrated solution to instructors and students that need to identify, access, and acquire digital and physical course materials.

The following table presents the allocation of the purchase price based on fair values as of the date of acquisition:

Property and equipment	$1,500
Deferred tax liability	(578)
Goodwill	2,648
Purchase price	$3,570

Property and equipment consists of internal-use software with a useful life of 3 years. The purchase price included $1,500 in contingent consideration for milestone payment earn-outs. All milestones were achieved in advance of their target dates, and the Company made $1,000 in contingent consideration payments during fiscal year 2014. At March 31, 2014, $500 of contingent consideration payable was included in accrued expenses and other current liabilities and was paid in April 2014.

On October 1, 2010, the Company acquired 100% of the outstanding stock of X2 Development Corporation (X2). The purpose of the acquisition was to expand the Company's portfolio of education technology solutions by offering tools to manage student information such as grades and attendance. The acquisition included $5,000 in post-acquisition payments, of which $2,500 related to retention bonuses for key employees that were expensed over the retention period and two $1,250 installments related to the acquisition price payable to the sellers on the first and second anniversary dates of the acquisition. In October 2011, the Company paid $2,250 of the post-acquisition payments. At March 31, 2012, $1,125 of retention bonuses and $1,250 of deferred acquisition price payable were included in accrued expenses and other current liabilities. In October 2012, the Company paid $2,788 in full settlement of its remaining liabilities related to the acquisition.

Note 5: Sale of business

In August 2012, the Company entered into an asset purchase agreement to dispose of certain assets, contracts and rights owned and used in connection with its public library business. The Company received $3,077 in cash and recorded a gain of $1,600 on the disposition before income taxes which is included in other non-operating income in the consolidated statement of income for fiscal year 2013. As of March 31, 2013, all amounts under the asset purchase agreement had been collected.

The results of the public library business, which are included in the Company's consolidated statement of income for fiscal year 2013, are as follows:

	Year ended March 31, 2013
Net sales	$18,540
Cost of sales	16,331
Gross profit	2,209
Operating expenses	3,544
Non-operating income	(2)
Loss before income taxes	(1,333)
Income tax benefit	(513)
Net loss	$ (820)

Note 6: Rental library

The Company offers rental textbooks at most of its retail stores, online and to certain independently managed stores. Students generally rent a textbook for a semester. The cost of a rental textbook is amortized on a straight-line basis over its estimated useful life down to its estimated salvage value. The useful life of a rental library textbook ranges from 2 to 3 years.

The rental library represents the net book value of textbooks owned under the text rental program and consists of the following:

	As of March 31,	
	2014	2013
Rental library, gross	**$185,689**	$155,264
Accumulated amortization	**(37,099)**	(29,486)
Rental library, net	**$148,590**	$125,778

Amortization expense of $28,009 and $37,467 related to rental library was recorded in cost of sales for fiscal years 2014 and 2013, respectively.

The Company performs an annual assessment of the useful life and salvage value estimates of its rental library. As a result of this assessment, the Company's useful life and salvage value estimates of its rental library remained consistent in fiscal years 2014 and 2013. The salvage value of the Company's rental library was $111,243 as of March 31, 2014.

The Company identified certain titles in the rental library that had limited activity and recorded additional expense of $1,494 and $359 in fiscal years 2014 and 2013, respectively, to adjust the carrying value of these titles to fair value.

Note 7: Accounts receivable

Accounts receivable consists of the following:

	As of March 31, 2014	2013
Trade receivables	**$ 96,516**	$ 89,575
Other	**17,087**	14,998
Accounts receivable, gross	**113,603**	104,573
Allowance for doubtful accounts	**(3,359)**	(1,907)
Allowance for returns	**(4,240)**	(4,632)
Accounts receivable, net	**$106,004**	$ 98,034

Trade receivables consist primarily of receivables from colleges, universities, schools, and governmental institutions. Other receivables consist primarily of amounts due from vendors.

The Company carries its accounts receivable at invoice amounts less an allowance for doubtful accounts and estimated returns. On a regular basis, the Company records an allowance for doubtful accounts based upon known bad debt risks and past loss history, customer payment practices and economic conditions. Actual collection experience may differ from the current estimate of net receivables. A change to the allowance for doubtful accounts may be required if a future event or other change in circumstances results in a change in the estimate of the ultimate collectability of a specific account.

Note 8: Property and equipment

Property and equipment consists of the following:

	As of March 31, 2014	2013
Land and buildings	**$ 18,617**	$ 18,617
Fixtures and equipment	**300,749**	302,407
Leasehold improvements	**155,494**	140,699
Assets held under capital lease	**1,697**	—
Internal-use software	**166,430**	136,354
Property and equipment, gross	**642,987**	598,077
Accumulated depreciation and amortization	**(436,785)**	(411,641)
Property and equipment, net	**$ 206,202**	$ 186,436

Depreciation and amortization expense related to property and equipment of $61,247 and $54,774 was recorded in selling, occupancy and administrative expenses for fiscal years 2014 and 2013, respectively.

Note 9: Goodwill and other intangible assets

Goodwill and other intangible assets consists of the following:

	As of March 31, 2014	2013
Goodwill	**$ 78,920**	$ 82,157
Other intangible assets:		
Customer relationships	**29,700**	32,850
Existing technology	**7,640**	7,640
Other intangible assets	**5,183**	6,424
Total other intangible assets	**42,523**	46,914
Accumulated amortization	**(27,211)**	(26,959)
Other intangible assets, net	**15,312**	19,955
Total goodwill and other intangible assets	**$ 94,232**	$102,112

In fiscal year 2014, the estimated fair value of one of the Company's reporting units was lower than the reporting unit's carrying value due to lower near-term profit expectations. As a result, the Company recorded impairment charges of $5,840 for goodwill and $1,391 for customer relationships and other intangible assets. No impairment charges were recorded in fiscal year 2013.

Total intangible asset amortization expense was $3,300 and $3,571 in fiscal years 2014 and 2013, respectively. The amounts of intangible asset amortization that will be expensed over the next five fiscal years are $2,843, $2,393, $2,393, $2,030, $1,613 and $4,040 thereafter.

Note 10: Long-term obligations

FINANCING OBLIGATION

The Company has one lease classified as a financing obligation with a related party, which carries an implicit interest rate of 11.1%. The lease has an initial term of 8 years, expiring in fiscal year 2015, with four 4-year renewal options.

The financing obligation consists of the following:

	As of March 31, 2014	2013
Financing obligation	**$16,401**	$16,506
Current maturities	**(150)**	(105)
Financing obligation, net of current maturities	**$16,251**	$16,401

Future payments to be made by the Company under its financing obligation over the next five fiscal years are $1,963, $1,995, $2,027, $2,060, $2,093 and $27,904 thereafter, of which $21,641 represents interest.

CAPITAL LEASE OBLIGATIONS

During fiscal year 2014, the Company entered into leases of computer equipment, which are classified as capital leases. These leases carry implicit interest rates of 0% to 1.44% and have initial terms of four to five years, expiring in fiscal years 2018 and 2019.

The capital lease obligations consist of the following:

	As of March 31, 2014
Capital lease obligations	$1,577
Current maturities	(405)
Capital lease obligations, net of current maturities	$1,172

Future minimum lease payments to be made by the Company under non-cancelable capital leases over the next five fiscal years are $462, $415, $415, $247, and $63, of which $25 represents interest.

REVOLVING CREDIT FACILITY

In April 2012, the Company amended and restated its revolving credit facility with a group of banks. The $400,000 revolving credit agreement, which provides for various interest rate options, expires in April 2017. The line of credit contains covenants, including minimum net worth, limitations on additional indebtedness, and a minimum interest coverage ratio. The Company was in compliance with these financial covenants as of March 31, 2014 and 2013. The maximum borrowing was $90,600 and $137,400 during fiscal years 2014 and 2013, respectively. No amounts were outstanding as of March 31, 2014 and 2013.

Note 11: Employee benefit plans

The Company has a qualified Retirement Savings Plan (the RSP) for eligible employees. The Company's 401(k) matching contributions to the RSP were $7,705 and $9,079 for fiscal years 2014 and 2013, respectively. Additionally, the Company's discretionary profit sharing contributions to the RSP were $1,757 and $3,050 for fiscal years 2014 and 2013, respectively.

The Company also has a nonqualified, unfunded retirement plan for former senior executives. Total expense was $416 and $269 for fiscal years 2014 and 2013, respectively. As of March 31, 2014 and 2013, the Company had a liability related to the plan of $9,475 and $10,121, respectively, included in other long-term liabilities.

Note 12: Income taxes

Income tax expense consists of:

	Years ended March 31, 2014	2013
Current:		
Federal	$ 616	$35,055
State and local	3,284	6,900
Total current provision	3,900	41,955
Deferred:		
Federal	27,496	1,796
State and local	1,091	87
Total deferred provision	28,587	1,883
Total income tax provision	$32,487	$43,838

A reconciliation of the U.S. federal statutory income tax rate to the effective income tax rate is as follows:

	Years ended March 31, 2014	2013
U.S. federal statutory income tax rate	35.0%	35.0%
Non-deductible goodwill impairment	2.6	—
State income taxes, net of federal benefits	3.7	3.8
Federal tax credits	(0.8)	(0.6)
Other, net	1.3	(0.5)
Effective income tax rate	41.8%	37.7%

The temporary differences that give rise to net deferred tax assets and liabilities were as follows:

	As of March 31, 2014	2013
Deferred tax assets:		
Net operating losses	$ 22,496	$ 961
Inventories	18,600	18,802
Deferred rent	6,364	1,501
Stock compensation and nonqualified retirement plan	6,175	5,823
Property and equipment	3,022	2,473
Accrued vacation and payroll taxes	2,496	3,155
Tax credits	2,350	—
Accounts receivable	1,977	1,612
Workers' compensation	1,284	1,317
Deferred revenue	1,616	1,351
Other	3,421	1,754
Total deferred tax assets	69,801	38,749
Deferred tax liabilities:		
Property and equipment	(81,332)	(24,893)
Intangible assets	(7,947)	(8,445)
Bonus accrual	(4,857)	—
Inventories	(2,627)	(3,240)
Prepaid commissions	(1,271)	(1,121)
Other	(661)	(782)
Total deferred tax liabilities	(98,695)	(38,481)
Net deferred tax (liabilities) assets	$(28,894)	$ 268

The Company had Federal net operating loss carryforwards (NOLs) of $58,645 and $2,711 as of March 31, 2014 and 2013, respectively, which are available to offset current and future taxable income. Pursuant to recently enacted Federal tax legislation, the Company elected to accelerate the deduction of certain expenditures for tax purposes resulting in the generation of an NOL of $55,934 in fiscal year 2014. The Company utilized $866 of NOLs to offset the taxable income in fiscal year 2013. Remaining NOLs of $2,711 and $55,934 expire in 2028 and 2034, respectively.

The Company believes it has made adequate provision for all income tax uncertainties. That assessment is subject to change based on the completion of audits or statute of limitation expirations. It is reasonably possible that the amount of unrecognized tax benefits could be reduced in the next 12 months. The unrecognized tax benefit liability, classified within accrued expenses and other current liabilities, includes $622 and $450 of interest and

penalties as of March 31, 2014 and 2013, respectively. The Company is subject to examinations by the United States and foreign tax authorities for the years 2009 through 2014 and 2005 through 2014, respectively.

Note 13: Commitments

The Company leases offices, warehouse facilities and fleet vehicles under operating lease agreements. Certain of these leases contain rent escalation clauses and require the payment of property taxes, maintenance and other operating costs.

Expense under operating leases with terms greater than one year consists of:

	Years ended March 31, 2014	2013
Operating leases:		
Non-cancelable	**$ 6,884**	$11,365
Cancelable	**3,796**	197
Total leases	**$10,680**	$11,562

In addition, the Company enters into contractual agreements with colleges and universities to manage and operate retail bookstores. Certain of these contractual agreements contain escalation clauses and/or require store improvements or other payments. In addition to fixed minimum payments, the majority of these agreements provide for additional payments contingent on sales. Also, many agreements contain cancellation clauses which allow either party to terminate the contract with 60 to 180 days notice without cause.

Expense under store operating agreements consists of:

	Years ended March 31, 2014	2013
Store operating agreements:		
Non-cancelable	**$ 19,523**	$ 23,791
Cancelable	**203,233**	195,551
Total store operating agreements	**$222,756**	$219,342

Future minimum operating lease and store operating agreement payments having initial or remaining terms in excess of one year are as follows:

	Store operating agreements	Operating leases
Fiscal year ending March 31:		
2015	$ 11,067	$ 7,305
2016	8,282	10,145
2017	7,190	8,222
2018	7,757	6,985
2019	5,249	7,066
Thereafter	13,475	39,356
Total future minimum commitments	**$53,020**	**$79,079**

The Company leases warehouse and office space from a real estate affiliate in which certain Company officers, directors, and shareholders have beneficial interests. Initial terms expire between fiscal years 2015 and 2017, followed by renewal options at escalated rates. In addition, the leases contain other provisions, including non-renewal fees and market value purchase options of the leased properties. The aggregate related party operating lease expense for fiscal years 2014 and 2013 was $3,876 and $4,174, respectively. Payments due for the operating leases over the next five fiscal years, which are included in the table above, are $2,932, $2,805, $1,450, $298, $303 and $3,716 thereafter. The Company is also required to pay property taxes, insurance, and maintenance costs.

In June 2013, the Company formed Follett Knowledge Fund, LLC (FKF) as a capital funding source for new technologies that have the potential to improve and disrupt the way educational content is delivered and consumed. FKF is a controlled subsidiary and is consolidated into the Company's financial statements. FKF is co-managed by a third-party manager, to which the Company pays a quarterly management fee of $250 through June 2018. In fiscal 2014, the FKF made approximately $1,015 of investments in equity securities, all of which are classified as cost-method investments in the Company's balance sheets.

The Company has severance obligations of $6,590 included in accrued expenses and other current liabilities and other long term liabilities on the accompanying consolidated balance sheet as of March 31, 2014. The related expense is included in selling, occupancy and administrative expenses on the accompanying consolidated statement of income for fiscal year 2014.

Note 14: Shareholders' equity

Class A preferred stock consisted of 48,000 shares authorized, issued and outstanding at March 31, 2014 and 2013. Common stock consisted of 80,000 shares authorized and 34,279 and 36,107 shares issued as of March 31, 2014 and 2013, respectively. Treasury stock, which is recorded at cost, consisted of 2,090 and 3,550 shares as of March 31, 2014 and 2013, respectively.

Holders of the Company's Class A preferred shares are entitled to receive, when and as declared by the Board of Directors, dividends of $0.00000625 per share annually. Such dividends on Class A preferred shares are payable before any dividends shall be paid upon or set apart for shares of common stock. In the event of any liquidation of the Company, the holders of the Class A preferred stock are entitled to receive $0.00000625 per share and any unpaid accrued dividends thereon before any distribution or payment shall be made to the holders of the common stock. After such payments have been made to the holders of the Class A preferred stock, the remaining assets shall be distributed among the holders of the common stock according to their respective shares.

Note 15: Stock-based compensation

Under the Company's nonqualified Amended and Restated Equity Plan, the Company is authorized to issue up to 4,000 shares of common stock to key employees, of which 3,113 remain available for future grant at March 31, 2014.

Stock options have been granted to key employees to purchase shares of the Company's common stock at a price based on an appraised value, subject to certain repurchase provisions. Options become exercisable one year from the date of the grant, expire five years from the date of grant, and have an exercise price of $19.20 to $27.75 per share as of March 31, 2014. Stock option activity for fiscal year 2014 was as follows:

	Options	Weighted average exercise price
March 31, 2013	**356**	**$22.33**
Options exercised	(55)	19.24
Options cancelled	(110)	25.86
March 31, 2014	**191**	**$21.26**
Exercisable at March 31, 2014	**191**	**$21.26**

The Company has granted restricted stock units (RSUs) to key employees at a price based on an appraised value. RSUs generally vest after 3 years and are payable in shares of the Company's common stock. RSU activity for fiscal year 2014 was as follows:

	RSUs	Weighted average grant date fair value
March 31, 2013	**23**	**$19.20**
RSUs granted–current year awards	170	21.47
RSUs vested	(4)	21.40
RSUs cancelled	(21)	21.40
March 31, 2014	**168**	**$21.17**

The Company has granted performance share units (PSUs) to key employees at a grant date fair value based on the appraised value of the Company's stock at the grant date. PSUs vest after 3 years, subject to the achievement of specified levels of certain of the Company's financial metrics over a 3 year performance period. The issuance of the PSUs will depend upon the actual financial metrics that the Company achieves over the performance period, with the potential payout ranging from 50% to 300% of the target award. However, if the Company were to achieve actual financial metrics that are less than a pre-determined threshold, the awards would be forfeited. PSU activity for fiscal year 2014 was as follows:

	PSUs	Weighted average grant date fair value
March 31, 2013	**–**	**$ –**
PSUs granted–current year awards	386	21.40
PSUs cancelled	(67)	21.40
March 31, 2014	**319**	**$21.40**

The Company's RSUs and PSUs accrue dividends during the vesting period that are paid out upon vesting.

Stock issued under the Company's Amended and Restated Equity Plan is mandatorily redeemable upon separation of employment from the Company.

The Company has also granted capital appreciation units (CAUs), which are based on the appraised value of the Company's stock. These units vest over a three to five-year period and expire after 10 years. As of March 31, 2014, there were 1,200 units outstanding at exercise prices ranging from $19.20 to $31.75 per unit. As of March 31, 2013, there were 1,762 units outstanding at exercise prices ranging from $19.20 to $31.75 per unit.

The Company also has two formula-based awards outstanding for which there have been no grants since fiscal year 2009. Liabilities related to these awards of $3,840 and $4,950 are recorded within accrued expenses and other current liabilities as of March 31, 2014 and 2013, respectively.

Compensation expense for the Company's stock option, CAU and formula-based awards is recognized over the life of the award and is measured as the appreciation in stock price since the grant date. Compensation expense for the Company's RSU and PSU awards is recognized over the vesting period and is measured based on the grant date fair value of the awards less awards not expected to vest. Total compensation expense (income) arising from stock-based compensation plans was $3,304 and ($58) for fiscal years 2014 and 2013, respectively. Compensation expense related to dividends on shares classified as liabilities was $202 and $186 for fiscal years 2014 and 2013, respectively. As of March 31, 2014, the unrecognized compensation expense related to RSUs and PSUs was $1,897 and $0, respectively. As of March 31, 2014, the accrued dividends on unvested RSUs and PSUs were $72 and $0, respectively.

Note 16: **Earnings per share**

Basic earnings per share of common stock is computed by dividing net income by the weighted average number of common shares outstanding. Weighted average common shares outstanding during the year were 32,195 and 32,496 for fiscal years 2014 and 2013, respectively. Dilutive earnings per common share is computed assuming the exercise of in-the-money stock options and outstanding RSUs, and had the effect of increasing the weighted average number of common shares outstanding by 62 shares and 13 shares for fiscal years 2014 and 2013, respectively.

The Company did not include 81 and 182 stock options in the calculation of diluted earnings per share for fiscal year 2014 and 2013, respectively, as they would be anti-dilutive.

Note 17: **Contingencies**

The Company is subject to various lawsuits, claims and proceedings which have arisen in the ordinary course of business. The Company believes that the ultimate liability in excess of reserves currently recorded, individually or in the aggregate, will not have a material adverse effect on the Company's results of operations and financial position.

Note 18: **Subsequent events**

Subsequent events have been evaluated through June 17, 2014, the date the financial statements were issued.

Independent auditors' report

To the Shareholders of Follett Corporation and Subsidiaries
Westchester, IL

We have audited the accompanying consolidated financial statements of Follett Corporation and Subsidiaries (the "Company"), which comprise the consolidated balance sheet as of March 31, 2014, and the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for the year then ended, and the related notes to the consolidated financial statements.

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Follett Corporation and Subsidiaries as of March 31, 2014, and the results of their operations and their cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

PREDECESSOR AUDITORS' OPINION ON 2013 FINANCIAL STATEMENTS

The consolidated financial statements of the Company as of and for the year ended March 31, 2013 were audited by other auditors whose report, dated June 7, 2013, expressed an unmodified opinion on those statements.

Deloitte & Touche LLP

June 17, 2014
Chicago, Illinois



Follett Executive Committee
(front row, left to right): *Don Germano, Mary Lee Schneider, Todd Litzsinger, and Sanjeev Singh.* (back row, left to right): *Rick Ellspermann, Mark Sprout, Tim Hinrichs and Tom Schwarck.*


Follett

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Director

*Director

Contacts
For more information, contact Thomas Kline, Vice President of Corporate Communications, at 708.884.3501.

For guidance, or to bring to the Company's attention any issues of employee dishonesty, harassment or improper management practices, as well as complaints regarding improper accounting and auditing matters, please call the Follett Ethics Hotline at 1.800.243.9930.

Featured customers
Follett Corporation extends a thank you to DePauw University in Greencastle, Indiana, for allowing us to photograph at their institution for this report.

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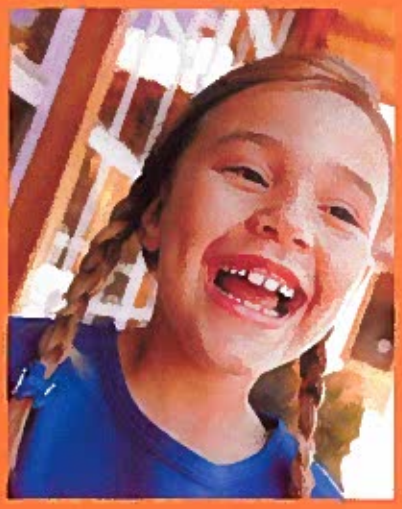
< Follett Board of Directors
(clockwise, from seated front center)
Todd Litzsinger, Mary Lee Schneider, Kathy Paur, Dave Habiger, Ray Griffith, Pat Usher, Alan Stratman, Chuck Follett, Beth Nickels, Eban Goodstein, Steve Waichler and Britten Follett. Not pictured, Kathy Bussman and Chris Traut.



Empowering education everywhere.

Follett

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Attachment to 2013 Form 5500
Form M-1 Compliance Information

Plan Name FOLLETT CORPORATION EMPLOYEES BENEFIT TRUST **EIN:** 36-2369161
Plan Sponsor's Name FOLLETT CORPORATION **PN:** 503

1. If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? **Yes** ☐ **No** ☒

If "Yes" is checked, complete lines 2 and 3.

2. Is the plan currently in compliance with Form M-1 filing requirements? **Yes** ☐ **No** ☐

3. Enter the Receipt Confirmation Code for the 2013 Form M-1 annual report. If the plan was not required to file the 2013 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____