

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information												
1a Name of plan FOLLETT RETIREMENT SAVINGS PLAN 2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) FOLLETT CORPORATION 3 WESTBROOK CORP. CENTER, STE. 200 WESTCHESTER, IL 60154	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">002</td> </tr> <tr> <td colspan="2">1c Effective date of plan 04/01/1985</td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) 36-2369161</td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number 708-884-0000</td> </tr> <tr> <td colspan="2">2d Business code (see instructions) 424920</td> </tr> <tr> <td colspan="2" style="background-color: #cccccc; height: 30px;"></td> </tr> </table>	1b Three-digit plan number (PN) ▶	002	1c Effective date of plan 04/01/1985		2b Employer Identification Number (EIN) 36-2369161		2c Sponsor's telephone number 708-884-0000		2d Business code (see instructions) 424920			
1b Three-digit plan number (PN) ▶	002												
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2d Business code (see instructions) 424920													

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2014	RICHARD ELLSPERMANN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2014	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) RONALD ARCULEO DELOITTE TAX LLP 1700 MARKET ST. PHILADELPHIA, PA 19103			Preparer's telephone number (optional) 215-246-2300

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

Form 5500 (2013)
v. 130118

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
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 9595
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 5913
b Retired or separated participants receiving benefits	6b 0
c Other retired or separated participants entitled to future benefits.....	6c 2337
d Subtotal. Add lines 6a , 6b , and 6c	6d 8250
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e 27
f Total. Add lines 6d and 6e	6f 8277
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 7334
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 385
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: 2E 2F 2G 2J 2K 2R	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		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 <u>FOLLETT RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FOLLETT CORPORATION</u>	D Employer Identification Number (EIN) <u>36-2369161</u>

Part I 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

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

<u>ARTISAN</u>	<u>875 EAST WISCONSIN AVE</u> <u>SUITE 800</u> <u>MILWAUKEE, WI 53202</u>
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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

<u>BAIRD FUNDS</u>	<u>C/O U.S. BANCORP FUND SERVICES, LLC</u> <u>615 E. MICHIGAN STREET, 3RD FLOOR</u> <u>MILWAUKEE, WI 53202</u>
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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

<u>VANGUARD MARKETING CORP</u>	<u>100 VANGUARD BLVD</u> <u>MALVERN, PA 19355</u>
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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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

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

T ROWE PRICE RPS INC

100 EAST PRATT STREET
BALTIMORE, MD 21202

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 21 25 28 33 37 38 49 50 52 55 57 59 62 64 65	NONE	26301	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

NUVEEN INVESTMENTS

333 WACKER DRIVE
CHICAGO, IL 60606

(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?
28 59	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	0	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)

DODGE AND COX

C/O BOSTON FINANCIAL DATA SERVICES
P.O. BOX 8422
BOSTON, MA 02266

(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?
28 59	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

AMERICAN CENTURY

P.O. BOX 419200
KANSAS CITY, MO 64141

(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?
28 59	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T ROWE PRICE RPS INC	15 21 25 28 33 37 38 49 50 52 55 57 59 62 64 65 71	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DODGE & COX INTL STOCK C/O BOSTON FINANCIAL DATA SERVICES P.O. BOX 8422 BOSTON, MA 02266	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.1%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T ROWE PRICE RPS INC	15 21 25 28 33 37 38 49 50 52 55 57 59 62 64 65 71	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NUVEEN REAL ESTATE SECURITIES I 333 WACKER DRIVE CHICAGO, IL 60606	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.25%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T ROWE PRICE RPS INC	15 21 25 28 33 37 38 49 50 52 55 57 59 62 64 65 71	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN CENTURY GROWTH INSTL P.O. BOX 419200 KANSAS CITY, MO 64141	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.15%

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
T ROWE PRICE RPS INC	15 21 25 28 33 37 38 49 50 52 55 57 59 62 64 65 71	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP STABLE VALUE FUND SCH F	100 EAST PRATT STREET BALTIMORE, MD 21202	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.075%
(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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 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 RETIREMENT SAVINGS PLAN		B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 FOLLETT CORPORATION		D Employer Identification Number (EIN) 36-2369161

Part I 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)	54332	4600
(2) Participant contributions.....	1b(2)	77723	7647
(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)	10491847	10162278
(9) Value of interest in common/collective trusts	1c(9)	35586053	34931670
(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)	302072640	354055973
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	5784921	5609039

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	354067516	404771207

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	354067516	404771207
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	11540416	
(B) Participants	2a(1)(B)	15523501	
(C) Others (including rollovers)	2a(1)(C)	528182	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		27592099
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)	337710	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		337710
(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)	10433850	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		10433850
(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)		-197213
(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)		53867220
c Other income	2c		276456
d Total income. Add all income amounts in column (b) and enter total	2d		92310122

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	41575000	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		41575000
f Corrective distributions (see instructions)	2f		954
g Certain deemed distributions of participant loans (see instructions)	2g		876
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	3300	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	26301	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		29601
j Total expenses. Add all expense amounts in column (b) and enter total	2j		41606431

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		50703691
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) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

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

(2) EIN: 36-2897372

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

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

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 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:

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.)

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.)

	Yes	No	Amount
4a		X	
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.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

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

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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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 <u>FOLLETT RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FOLLETT CORPORATION</u>	D Employer Identification Number (EIN) <u>36-2369161</u>

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

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

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?.....	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Follett Retirement Savings Plan
Financial Statements and
Independent Auditors' Report
Years Ended December 31, 2013 and 2012

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MILLER COOPER & Co., Ltd

ACCOUNTANTS AND CONSULTANTS

INDEPENDENT AUDITORS' REPORT

Administrative Committee
Follett Retirement Savings Plan
Westchester, Illinois

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Follett Retirement Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years ended December 31, 2013 and 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these 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 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 financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified or provided by T. Rowe Price Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2013 and 2012, and for the years then ended, that the information provided to the Plan Administrator by the trustee is complete and accurate.

(Continued)

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental information on page 20 as of December 31, 2013, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental information is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental information.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental information, other than that derived from the information certified or provided by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

MILLER, COOPER & CO., LTD.



Certified Public Accountants

Deerfield, Illinois
October 10, 2014

FINANCIAL STATEMENTS

Follett Retirement Savings Plan
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2013 and 2012

	As of December 31, 2013	2012
	<hr/>	<hr/>
<u>ASSETS</u>		
Investments, at fair value	<u>\$394,596,682</u>	<u>\$ 343,443,614</u>
Receivables		
Employer contributions	4,600	54,332
Participant contributions	7,647	77,723
Notes receivable from participants	<u>10,162,278</u>	<u>10,491,847</u>
Total receivables	<u>10,174,525</u>	<u>10,623,902</u>
Net assets available for benefits, at fair value	404,771,207	354,067,516
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(488,168)</u>	<u>(1,466,787)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$404,283,039</u></u>	<u><u>\$ 352,600,729</u></u>

The accompanying notes are an integral part of these statements.

Follett Retirement Savings Plan
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years ended December 31, 2013 and 2012

	Years ended December 31, 2013	2012
Additions to net assets attributed to:		
Income		
Net appreciation in fair value of investments	\$ 54,143,676	\$ 35,440,207
Interest and dividends	<u>11,552,966</u>	<u>8,119,588</u>
Total income	<u>65,696,642</u>	<u>43,559,795</u>
Contributions		
Employer match	8,605,374	9,084,730
Employer profit sharing	2,868,100	3,401,985
Other employer	66,942	-
Participant	15,523,501	16,341,485
Rollovers	<u>528,182</u>	<u>2,747,358</u>
Total contributions	<u>27,592,099</u>	<u>31,575,558</u>
Total additions	<u>93,288,741</u>	<u>75,135,353</u>
Deductions in net assets attributed to:		
Benefits paid to participants	41,576,830	29,897,260
Administrative fees	<u>29,601</u>	<u>32,093</u>
Total deductions	<u>41,606,431</u>	<u>29,929,353</u>
NET INCREASE	51,682,310	45,206,000
Net assets available for benefits, beginning of year	<u>352,600,729</u>	<u>307,394,729</u>
Net assets available for benefits, end of year	<u><u>\$404,283,039</u></u>	<u><u>\$352,600,729</u></u>

The accompanying notes are an integral part of these statements.

Follett Retirement Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE A – DESCRIPTION OF PLAN

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

1. **General**

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

2. **Eligibility**

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

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

3. **Contributions**

The Plan is funded by voluntary contributions of the participants and by matching and discretionary profit sharing contributions of the Company. Participants may contribute a percentage of eligible earnings to the Plan, subject to limitations imposed by the Internal Revenue Code. Each pay period, matching contributions are made by the Company up to 100% of the first 4% of each participant’s eligible earnings contributed to the Plan. Company matching contributions were \$8,605,374 and \$9,084,730 for the years ended December 31, 2013 and 2012, respectively. Discretionary profit sharing contributions made by the Company are determined on an annual basis and are subject to certain limitations imposed by the Internal Revenue Code. The discretionary profit sharing contributions were \$2,868,100 and \$3,401,985 for the years ended December 31, 2013 and 2012, respectively. Participants may also roll over amounts representing distributions from other qualified retirement plans.

4. **Vesting**

Participants are immediately 100% vested in participant and rollover contributions and Company matching contributions plus the earnings thereon, if any.

Participants are 100% vested in the Company’s discretionary profit sharing contributions after three years of service in which the participant worked at least 1,000 hours. In the event of death, disability, or retirement at designated ages, participants become fully vested.

Follett Retirement Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE A – DESCRIPTION OF PLAN (Continued)

5. Forfeitures

Forfeitures may be used by the Company to reduce future matching contributions, pay Plan expenses, or reallocate among the active eligible participants under the Plan as additional profit sharing contributions. Unallocated Plan assets resulting from forfeited nonvested amounts were \$189,038 and \$175,101 at December 31, 2013 and 2012, respectively. Forfeitures reallocated to participants were \$175,101 and \$210,501 for the years ended December 31, 2013 and 2012, respectively.

6. Investment Options

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

7. Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's match, the Company's discretionary profit sharing contribution, if applicable, and allocations of plan earnings and forfeitures. The discretionary profit sharing contribution may be either 1) a flat dollar amount that is the same for all eligible Plan participants, 2) a percentage of compensation that is the same for all eligible Plan participants, or 3) a combination of both 1 and 2 listed above. For the years ended December 31, 2013 and 2012, the Company directed the discretionary profit sharing contributions to be credited to participants as a flat dollar amount. Plan earnings are allocated to participants' accounts in direct proportion to their investment choices and respective account balances, as defined. The benefit to which a participant is entitled is the participant's vested account balance.

8. Administrative Expenses

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

Follett Retirement Savings Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2013 and 2012

NOTE A – DESCRIPTION OF PLAN (Continued)

9. Notes Receivable from Participants

Notes receivable from participants are measured at unpaid principal balance plus any accrued but unpaid interest. Participants may borrow up to the lesser of \$50,000 or 50% of their vested account balances, with a minimum loan amount of \$1,000. Interest is charged at a predetermined rate (ranging from 3.25% to 9.50% as of December 31, 2013). Loans are repaid through payroll deductions over a period not to exceed five years, unless the loan is taken to finance a participant's primary residence, for which the period shall not exceed fifteen years. Loans are collateralized by each participant's respective vested account balance. Participant loans totaled \$10,162,278 and \$10,491,847 at December 31, 2013 and 2012, respectively. Related interest income was \$337,710 and \$328,168 for the years ended December 31, 2013 and 2012, respectively.

10. Payment of Benefits

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

In addition to a loan, eligible participants can withdraw funds (funds are comprised of rollover dollars, participant contributions to the Plan, Company match, and profit sharing contributions) from their account using one of three options:

- In-service withdrawal – allows participants over 59 ½ to withdrawal all vested funds. Withdrawals for participants under 59 ½ are limited to rollover dollars contributed to the Plan.
- Special in-service withdrawal – allows a participant to withdraw up to 60% of the vested profit sharing contribution to purchase a primary residence.
- Hardship withdrawal – only available to participants who have already taken all available loans and in-service withdrawals, and are only allowed for six purposes: 1) to purchase a primary residence, 2) to prevent eviction or foreclosure on a primary residence, 3) to pay for post-secondary education expenses, 4) to pay for unreimbursed medical expenses, 5) to pay for funeral or burial expenses for a parent, spouse, child or other dependent, or 6) to pay for repair of catastrophic property damage to the participant's principal residence. The hardship withdrawal provisions of the Plan allow a participant to receive a hardship distribution based on the financial hardship of the participant's beneficiary even if the beneficiary is not the participant's spouse or dependent.

Follett Retirement Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Accounting

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

Accounting standards require investment contracts held by a defined contribution plan to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for benefits is prepared on the contract value basis.

2. Fair Value Measurements

Accounting standards establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

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

Level 2 Inputs to the valuation methodology include the following:

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

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

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

Follett Retirement Savings Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2013 and 2012

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. Fair Value Measurements (Continued)

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for the Plan's investments measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded (Level 1).

Common collective trust: Valued based on the NAV of units of the common collective trust. The NAV, as provided by the trustee is used as a practical expedient to estimating fair value. The NAV is based upon the fair value of the underlying investments comprising the trust less its liabilities. This practical expedient is not used when it is probable that the fund will sell the investment for an amount different than that the reported NAV (Level 2).

Common stocks, corporate bonds and warrants: Valued at the closing price reported on the active market on which the individual securities are traded (Level 1).

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

Follett Retirement Savings Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2013 and 2012

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. Fair Value Measurements (Continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's investments as of December 31, 2013 and 2012.

	Plan Investments at Fair Value as of December 31, 2013			
	Level 1	Level 2	Level 3	Total
Mutual funds				
Target date funds	\$ 299,520,813	\$ -	\$ -	\$ 299,520,813
Growth fund	10,569,281	-	-	10,569,281
Income funds	9,233,841	-	-	9,233,841
International funds	12,313,933	-	-	12,313,933
Index funds	17,977,254	-	-	17,977,254
Other fund	4,440,851	-	-	4,440,851
Common collective trust	-	34,931,670	-	34,931,670
Participant-directed brokerage account assets				
Common stocks	2,754,118	-	-	2,754,118
Mutual funds	2,770,220	-	-	2,770,220
Warrants	54,260	-	-	54,260
Corporate bonds	30,441	-	-	30,441
Investments, at fair value	<u>\$ 359,665,012</u>	<u>\$ 34,931,670</u>	<u>\$ -</u>	<u>\$ 394,596,682</u>

	Plan Investments at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Mutual funds				
Target date funds	\$ 257,330,749	\$ -	\$ -	\$ 257,330,749
Growth fund	8,714,431	-	-	8,714,431
Income funds	6,552,216	-	-	6,552,216
International funds	10,670,934	-	-	10,670,934
Index funds	13,365,754	-	-	13,365,754
Other fund	5,438,556	-	-	5,438,556
Common collective trust	-	35,586,053	-	35,586,053
Participant-directed brokerage account assets				
Common stocks	3,536,885	-	-	3,536,885
Mutual funds	2,121,507	-	-	2,121,507
Warrants	87,877	-	-	87,877
Corporate bonds	38,652	-	-	38,652
Investments, at fair value	<u>\$ 307,857,561</u>	<u>\$ 35,586,053</u>	<u>\$ -</u>	<u>\$ 343,443,614</u>

Follett Retirement Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. Fair Value Measurements (Continued)

The Plan held shares on interests in a common collective trust fund at December 31, 2013 and 2012. There were no unfunded commitments or redemption limitations. If the Plan would like to withdraw some or all of its interests in the common collective trust fund, it must give notice at least 12 months in advance.

The common collective trust fund invests primarily in traditional insurance and synthetic contracts.

4. Income Recognition

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

5. Payments of Benefits

Benefit payments are recorded when paid.

6. Use of Estimates

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

7. Accounting for Uncertainty in Income Taxes

Plan management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax period in progress. The Plan Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

Follett Retirement Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE C – INVESTMENTS AND NOTES RECEIVABLE FROM PARTICIPANTS

Investments and notes receivable from participants held at December 31, 2013 and 2012, net appreciation in the fair value of investments, and interest and dividends for the years ended December 31, 2013 and 2012, were obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by T. Rowe Price Trust Company, the trustee. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the investment information certified by the trustee.

The following table presents the fair value of investments and notes receivable from participants in the Plan as of December 31, 2013 and 2012. Individual amounts that represent 5% or more of the Plan's net assets as of December 31, 2013 and/or 2012 are separately identified.

	As of December 31,	
	2013	2012
T. Rowe Price Trust Company Mutual Funds		
Retirement Plan 2030 Fund	\$ 58,252,381	\$ 46,796,325
Retirement Plan 2025 Fund	52,506,600	44,319,521
Retirement Plan 2020 Fund	49,417,800	45,258,941
Retirement Plan 2035 Fund	39,971,998	33,744,256
Retirement Plan 2015 Fund	29,636,778	29,206,047
Retirement Plan 2040 Fund	23,513,214	18,571,809
Other Mutual Funds	100,757,202	84,175,741
Common Collective Trust		
T. Rowe Price Stable Value Fund	34,931,670	35,586,053
Participant-directed brokerage account assets	5,609,039	5,784,921
	394,596,682	343,443,614
Notes Receivable from Participants	10,162,278	10,491,847
	<u>\$ 404,758,960</u>	<u>\$ 353,935,461</u>

During the years ended December 31, 2013 and 2012, the Plan's investments (including investments bought, sold, and held during the year) appreciated as follows:

	Years ended December 31,	
	2013	2012
Mutual funds	\$ 53,867,220	\$ 35,010,159
Participant-directed brokerage account assets	276,456	430,048
	<u>\$ 54,143,676</u>	<u>\$ 35,440,207</u>

Follett Retirement Savings Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2013 and 2012

NOTE D – INCOME TAX STATUS

The Plan obtained its latest determination letter on May 14, 2012, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter (see Note I). However, the Plan believes it is currently designed and being operated in compliance with the applicable provisions of the Internal Revenue Code.

NOTE E – PLAN TERMINATION

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

NOTE F – MARKET RISK

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

NOTE G – PARTY-IN-INTEREST TRANSACTIONS

Certain plan investments are shares of mutual funds and a common collective trust fund managed by T. Rowe Price; therefore, these transactions qualify as party-in-interest transactions. Plan investments held with T. Rowe Price were \$334,452,483 and \$292,916,802 at December 31, 2013 and December 31, 2012, respectively. Administrative fees of \$29,601 and \$32,093 were paid by the Plan to T. Rowe Price for the years ended December 31, 2013 and 2012, respectively.

NOTE H – RECONCILIATION OF AUDITED FINANCIAL STATEMENTS TO FORM 5500

The following are reconciliations of net assets available for benefits and investment income from these financial statements to the Form 5500. The reconciliation items are a result of the fact that the 2013 and 2012 Form 5500s were prepared at fair value rather than at contract value, as required by accounting principles generally accepted in the United States of America.

Follett Retirement Savings Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE H – RECONCILIATION OF AUDITED FINANCIAL STATEMENTS TO FORM 5500
(Continued)

	As of December 31,	
	2013	2012
Net assets available for benefits - financial statements	\$ 404,283,039	\$ 352,600,729
Adjustment from contract value to fair value for fully benefit-responsive collective funds	488,168	1,466,787
Net assets available for benefits - Form 5500	<u>\$ 404,771,207</u>	<u>\$ 354,067,516</u>
	Years ended December 31,	
	2013	2012
Total investment income - financial statements	\$ 65,696,642	\$ 43,559,795
Adjustment from contract value to fair value for fully benefit-responsive collective funds	(978,619)	296,598
Total investment income - Form 5500	<u>\$ 64,718,023</u>	<u>\$ 43,856,393</u>

NOTE I – PLAN AMENDMENTS

Effective January 1, 2012, the Plan was amended and restated to incorporate previous Plan amendments, which did not affect plan operations. Additionally, the Plan was amended effective January 1, 2012, to clarify that if annual additions to an individual participant account exceed IRS limitations, the excess will be corrected in accordance with IRS correction methods.

In December 2012, the Plan was amended in accordance with IRS regulations to allow for certain hardship withdrawals for victims of Hurricane Sandy. Additionally, the Plan was amended to allow all participants to defer compensation in less-than whole-percentage increments.

There were no other significant changes to Plan provisions for the years ended December 31, 2013 or 2012.

Follett Retirement Savings Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2013 and 2012

NOTE J – SUBSEQUENT EVENTS

Plan management has evaluated subsequent events through October 10, 2014, the date that these financial statements were available to be issued. Plan management determined that no events or transactions have occurred subsequent to the statement of net assets available for benefits date that require disclosure in the financial statements.

SUPPLEMENTAL INFORMATION

Follett Retirement Savings Plan
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2013

FEIN – 36-2369161

Plan Number – 002

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity date	(d) (e) Cost Current Value	
			Cost	Current Value
*	Mutual Funds (held by T. Rowe Price)			
	Target date funds			
*	T. Rowe Price	Retirement Plan 2030 Fund	**	\$ 58,252,381
*	T. Rowe Price	Retirement Plan 2025 Fund	**	52,506,600
*	T. Rowe Price	Retirement Plan 2020 Fund	**	49,417,800
*	T. Rowe Price	Retirement Plan 2035 Fund	**	39,971,998
*	T. Rowe Price	Retirement Plan 2015 Fund	**	29,636,778
*	T. Rowe Price	Retirement Plan 2040 Fund	**	23,513,214
*	T. Rowe Price	Retirement Plan 2045 Fund	**	15,349,233
*	T. Rowe Price	Retirement Plan 2010 Fund	**	9,822,347
*	T. Rowe Price	Retirement Plan 2050 Fund	**	7,079,258
*	T. Rowe Price	Retirement Income Fund	**	6,272,123
*	T. Rowe Price	Retirement Plan 2005 Fund	**	5,851,002
*	T. Rowe Price	Retirement Plan 2055 Fund	**	1,848,079
	Growth fund			
	American Funds	American Century Growth Fund	**	10,569,281
	Income funds			
	American Funds	American Beacon Large Cap Value	**	7,363,518
	Baird Fund	Baird Aggregate Bond Fund	**	932,351
	U.S. Treasury	U.S. Treasury Money Fund	**	576,110
	Vanguard Fund	Vanguard Inflation Protected Bond Fund	**	361,862
	International funds			
	Dodge & Cox Funds	Dodge & Cox International Fund	**	6,802,400
	Artisan Funds	Artisan International Fund	**	5,511,533
	Index funds			
	Vanguard Funds	Vanguard Small Cap Index Fund	**	8,993,037
	Vanguard Funds	Vanguard 500 Index - Signal	**	8,984,217
	Other fund			
	Nuveen Funds	Real Estate Securities	**	4,440,851
*	Common collective trust (held by T. Rowe Price)			
*	T. Rowe Price	T. Rowe Price Stable Value Fund	**	34,931,670
***	Various	Participant-directed brokerage account assets	**	5,609,039
				394,596,682
	Notes receivable from participants	Rates during the plan year 3.25% - 9.50%	**	10,162,278
	Total			\$ 404,758,960

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

* Represents a party in interest.

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

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

Plan Name	Follett Retirement Savings Plan
Plan Sponsor EIN	36-2369161
ERISA Plan #	002
Plan Year Ending	December 31, 2013

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

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

Plan Name	Follett Retirement Savings Plan
Plan Sponsor EIN	36-2369161
ERISA Plan #	002
Plan Year Ending	December 31, 2013

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

Form / Schedule	Line #	Description	Attachment
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5500 Sch. H	Line 4j	Schedule of Reportable Transactions	
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	