

BOOKSOURCE.COM. PRIVACY POLICY

The following policy (this "Privacy Policy") applies to BOOKSOURCE.COM and any other site owned and/or operated by or on behalf of Booksource Inc. or any of its subsidiaries, that states that it is governed by this Privacy Policy and/or links to this Privacy Policy (the sites are collectively referred to herein as "Booksource.com" and the entities are collectively referred to herein as "Booksource"). By accessing or using Booksource.com, you are accepting the terms of this Privacy Policy. Booksource is committed to protecting the privacy and security of its online visitors. This policy statement provides our visitors (e.g., parents, teachers, librarians, etc.) with an overview of the measures we have taken to provide a safe online environment. This Privacy Policy applies to our online practices only.

Please note that we may revise our above policy without notice to users as the content on our sites continues to change and we will post all such material changes on this Privacy Policy.

The effective date of this Privacy Policy is June 2011.

PERSONALLY IDENTIFIABLE INFORMATION

We consider the following, among other things, to be personally identifiable information: first and last name, e-mail address, street address and phone number. We (and/or our agents or affiliates) may collect online and use personally identifiable information from our adult visitors: (1) to process and fulfill orders for products or services (such as catalog requests); (2) in connection with contests, sweepstakes, games, surveys, forums, subscription registrations, content submissions, classroom activities, our requests for suggestions and visitors' requests for information; and (3) to customize the content on our site for our visitors' current and future needs. In addition, this personally identifiable information may be used to provide our visitors, via e-mail or other means, information about materials and activities that may be of interest to them. We will never sell or trade personally identifiable information to a third party.

NON-PERSONALLY IDENTIFIABLE INFORMATION AND THE USE OF COOKIE TECHNOLOGY

We collect non-personally identifiable information through the use of a software technology called "cookies," through pixel tags, and through our visitors' voluntary submissions to us and/or upon our request. By non-personally identifiable information, we are referring to information about our visitors' browsers (e.g., Netscape Navigator or Internet Explorer), operating systems (e.g., Windows or Macintosh), Internet service providers (e.g., AOL or NET.COM) and other similar information which we track in aggregate form. Cookie technology helps us to know how many people visit us and where visitors go on our site. Cookies are small bits of information we send to your computer. Pixel tags are very small graphic images or small pieces of data embedded in images, also known as "web beacons" or "clear GIFs". The site may also use cookies known as "Flash" cookies, which are stored on the hard drive of the user's computer or device using the Adobe Flash media player that is installed on it. Among other things, the non-personally identifiable information collected through these means allows us to know which areas are favorites, which areas need a bit of improvement, or what technologies and Internet services are being used by our visitors so that we may continually improve our visitors' online experiences. Most web browsers give you a way to refuse or disable most cookies (but not Flash cookies). To refuse or disable Flash cookies, you must set the Flash player on your computer or device to reject or delete them. If you choose to disable, refuse, reject or delete cookies, some of the functionality of our site may no longer be available to you.

THIRD PARTIES

Booksource may share with third parties certain aggregated, anonymous, non-personal information, such as the number of users and demographic profile of who searched a particular category or specific item, for example, or how many users clicked on or responded to a particular advertisement. This information does not identify any user individually.

Booksource may offer services in connection with other websites or service providers. Personal information that you provide to those service providers is subject to the terms, conditions and privacy practices of those service providers. The service providers may have different privacy practices and we encourage you to read their privacy statements. Except as described in this Privacy Policy, personal information you provide will not be transferred to third parties without your consent. We may hire other companies or individuals outside Booksource to provide services on our behalf such as answering customer questions about products or services or performing statistical analysis of our services. We will only provide those companies or other trusted businesses the information they need to deliver the service, and they are prohibited from using that information for any other purposes.

We require that these parties process such information based on our instructions and in compliance with this Privacy Policy and any other appropriate confidentiality and security measures.

In order to offer you a more consistent and personalized experience in your interactions with Booksource, information

collected through Booksource.com may be combined with information obtained through other Booksource services.

USE OF IP ADDRESSES

We collect IP addresses to obtain aggregate information on the use of Booksource.com. An IP address is a number assigned to your computer by a Web server when you're on the Web. When you are on our site, we have a back-end server that logs your computer's IP address. We only use the information we find out from tracking IP addresses in the aggregate, such as how many users entered a specific area of our site, and not to track a specific IP address to identify an individual user. However, we may use such information to identify a user if we feel that there are or may be safety and/or security issues or to comply with legal requirements.

ADDITIONAL INFORMATION REQUESTED

Booksource may request additional information from you on product order forms or other online transaction forms. Such forms may require you to provide contact information (such as name and mailing or shipping address) and payment information (such as credit card number and credit card expiration date). Information that you provide may be used for billing and accounting purposes, for recording products and services that you have licensed, bought or downloaded, and to fill your orders. Booksource may use contact information to communicate with you about orders, products, services, or fees or charges. Booksource may use an outside shipping company to ship orders and may use a credit card processing company to process payments for goods and services. These companies have access to user information, which may include personal information, in order to perform their functions.

DISCLOSURE OF INFORMATION FOR SECURITY PURPOSES

Booksource may disclose your personal information in the good-faith belief that access, use, preservation or disclosure of such information is reasonably necessary to (a) satisfy any applicable law, regulation, or to comply with legal processes or enforceable government request served on us; (b) enforce applicable Terms of Service including investigation of potential violations thereof, (c) detect, prevent, or otherwise address fraud, security, or technical issues, or (d) protect against imminent harm to the rights, property or safety of Booksource, our employees, users of our products or services, or members of the public as required or permitted by law.

BUYER OR TRANSFEREE

Booksource may disclose and/or transfer your personal information to a buyer or transferee of all or a portion of its assets in conjunction with the sale or transfer of such assets; however, we will provide notice on our website before personal information is transferred or becomes subject to a different Privacy Policy.

LINKS TO OTHER SITES

Booksource.com may contain windows or hyperlinks which provide access to other websites not affiliated with Booksource. Your use of an external website or any informational content found on an external website is subject to and governed by the terms and guidelines of said external website. Booksource does not make any representations

or warranties concerning, and will not in any way be liable for, any informational content, products, services, software, or other materials available on an external website, even if one or more pages of the external website are framed within a page of Booksource.com. Booksource is not responsible for the privacy practices of any external website. For your protection, please refer to the privacy policies of the respective external websites.

CHILDREN'S USE OF BOOKSOURCE.COM

Booksource does not sell products for purchase by children. We sell children's products for purchase by adults. If you are under 18 years of age, you may use Booksource.com only with the consent and/or involvement of a parent or guardian. Teachers are responsible for complying with any applicable rules, regulations or other restrictions in connection with their students' use of Booksource.com.

In compliance with the Children's Online Privacy Protection Act, Booksource does not collect personal information from children under the age of 13. If Booksource becomes or is made aware that a child under the age of 13 has submitted personal information to Booksource, we will immediately delete such information and will refrain from disclosing such information to third parties.

COMMITMENT TO DATA SECURITY

Booksource is committed to protecting the security of your personal information. We use a variety of security

technologies and procedures to safeguard the information Booksource collects via Booksource.com. Booksource does not, however, guarantee that information collected via Booksource.com is or will be completely secure from misappropriation by hackers or from other dishonest or criminal activities, or in the event of a failure of computer hardware, software, or a telecommunications network. If at some point you have a user name and password for any of the features on Booksource.com, you have the responsibility of keeping your password secret. You should not reveal your password to anyone, and we will not ask you in an unsolicited telephone call or e-mail for your password. In addition, you should take reasonable precautions when using a computer, mobile phone or any other device to transmit data or information.

CHANGES TO THIS PRIVACY POLICY

We will occasionally update this Privacy Policy to reflect changes in our services and customer feedback. When we post changes, we will revise the "last updated" date at the bottom of this Privacy Policy. We encourage you to periodically review this Privacy Policy to be informed of how Booksource is protecting your information.

CONSENT

By using Booksource.com and providing personal information, you consent to (a) our collection, use and sharing of information as described in this Privacy Policy, (b) the notice, choice, access and security we are providing, (c) the Booksource Terms of Service, and (d) the methods we have described to notify you of changes to this Privacy Policy.

CHOICE OF LAW AND VENUE

Missouri law will govern this Privacy Policy, as well as any claim, cause of action or dispute that might arise between you and Booksource (a "**Claim**"), without regard to conflict of law provisions. Venue for any, and all, legal action arising out of the policy covered herein shall be solely in the City of St. Louis, State of Missouri. FOR ANY CLAIM BROUGHT BY EITHER PARTY, YOU AGREE TO SUBMIT AND CONSENT TO THE PERSONAL AND EXCLUSIVE JURISDICTION IN, AND THE EXCLUSIVE VENUE OF, THE STATE AND FEDERAL COURTS LOCATED WITHIN SAINT LOUIS CITY, MISSOURI.

QUESTIONS

If you feel your information has been compromised, or have questions regarding your account and our policies, please email privacy@booksource.com

Last updated April 2012.