




BetterWorldBooks®

We are a



Corporation™
bcorporation.net

Contact Information

Interested in learning more? Please contact us at press@BetterWorldBooks.com.

Or contact bwb@groupsjr.com, +1 646-833-0198.

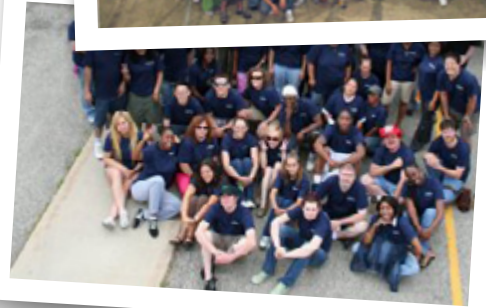
contents

BETTER WORLD BOOKS TODAY	2
AWARDS	3
BETTER WORLD BOOKS IN THE NEWS	4
BETTER WORLD BOOKS' IMPACT	6
BOOK FOR BOOK™	7
DROP BOX PROGRAM	8
OUR PARTNERS	9
INTERESTING FACTS	12
THE COMPANY'S GROWTH STORY	13
MISSION	16
LOGOS	17
A LETTER FROM YOUR BOOK	17

Better World Books Today

Better World Books (www.BetterWorldBooks.com) is a for-profit social enterprise that collects and sells books online to fund literacy initiatives worldwide. With more than eight million new and used titles in stock, Better World Books is a self-sustaining company that balances the social, economic and environmental values of its stakeholders. Since its founding in 2003, the company has raised over \$11 million for its non-profit literacy and library partners; diverted more than 50 thousand tons of books from landfills; achieved 25,000 tons of carbon offsets through carbon-neutral shipping, and created more than 324 full-time jobs with meaningful benefits.

Better World Books diverts books from landfills by conducting book drives on 2,400 college campuses, and by collecting discards from over 3,000 libraries nationwide. It then sells those used books and contributes a portion of the revenue on each sale to its non-profit literacy and library partners. Books that cannot be sold are frequently donated to at risk communities in the U.S. and African schools by the truckload.



Awards

- 2011 Green Jobs Award
- Recognized by EPA as 2011 Small Business WasteWise Partner of the Year
- Named to Internet Retail hot 100 in 2011
- Named to Internet Retail 500 in 2011
- Inc. 500/5000 Fastest Growing Company – ranked 1,701 - 2011
- Justmeans Social Innovation Award Citizen's Choice and Best Social Investment Strategy - 2011
- Chosen as one of Business Insider's, Digital 100: The World's Most Valuable Startups – ranked 96 - 2010
- Awarded 2010 Waste Wise Gold Award in Climate Change from the Environmental Protection Agency
- Good Business 30 Places We Want to Work – ranked 11th - 2010
- Named one of Georgia Trend Magazine's 2010 Fast 40 Companies
- Named a Top eTailer by Internet Retailer - 2010
- Awarded the 2009 WasteWise Gold Award for Paper Reduction from the Environmental Protection Agency
- Recognized as one of Top 25 Responsibility Pioneers (in the United States) by Time Magazine - 2009
- Voted Most Promising Social Entrepreneur of the Year by Business Week - 2009
- National Coalition for Literacy - 2008 National Coalition for Literacy Leadership Award
- Winner of 2008 Fast Company/Monitor Group Social Capitalist Award



Better World Books in the News

- January 20, 2012 – Library Journal:
[ALA Midwinter 2012: Better World Books and Ingram Team Up to Create Library Revenue](#)
- December 19, 2011 – PBS: Nightly Business Report:
[Better World Books](#) (Watch the December 19th episode at 22:05)
- December 16, 2011 – The Christian Science Monitor:
[Better World Books' Bestseller List: More Classics than New Titles](#)
- December 12, 2011 – The Wall Street Journal: [New Legal Structures for 'Social Entrepreneurs'](#)
- October 12, 2011 – The Epoch Times: [Better World Books Supports Literacy, Libraries](#)
- September 30, 2011 – Halogen TV: [Social Entrepreneurship in the 21st Century](#)
- August 24, 2011 – Atlanta Journal Constitution:
[Better World Books tries to do good by doing business](#)
- August 19, 2011 – Atlanta Business Chronicle: [Doing good, doing well](#)
- August 16, 2011 – Huffington Post: [Can Buying a Book Help Kids and the Environment?](#)
- August 15, 2011 – GOOD: [A Better BOGO: Are Books a More Effective Charity Than Shoes?](#)
- August 15, 2011 – Fast Company: [Better World Books Takes A Page From Toms Shoes' "One For One" Playbook](#)

Better World Books in the News (continued)

- August 2011 – Entrepreneur Magazine:

[How and Why One Company Chose to Organize As a ‘B Corp’](#)

- June 27, 2011 – Fox 5 Atlanta: [Company Pushes Carpooling, Work at Home](#)

- April 15, 2011 – NYTimes.com: [Ethical Businesses With a Better Bottom Line](#)

- February 11, 2011 – Mother Nature Network: [Recycle Your Ex this Valentine’s Day](#)

- December 1, 2010 – Inc. Magazine: [Doing Company Community Service Abroad](#)

- November 17, 2010 – TakePart.com: [Make the World Better...Just Buy Books](#)

- September 15, 2010 – National Geographic TRAVELER: [The World is a Book](#)

- August 8, 2010 – WXIA- TV Atlanta “11 Alive” (NBC):

[Save Money, Do Good with Better World Books](#)

- June 2, 2010 – USA Today:

[Sarah McLachlan’s Lilith Fair Returns this Summer with Even Larger Charitable Goals](#)

- March 10, 2010 – Forbes: [The Secrets To Triple-Digit Revenue Growth](#)

- January 22, 2010 – The New Yorker: [The Book Bench: Reader’s Best Friend](#)

- January 5, 2010 – The Huffington Post: [Not For-Profit, Not Non-Profit, But Somewhere In Between](#)

- September 10, 2009 – TIME: [Responsibility Pioneers - Better World Books](#)

- August 12, 2009 – KPNX – NBC 12 Phoenix: [Shopping for Cheap College Books](#)

- July 2, 2009 – CNN: [Building Better World a Book at a Time](#)

- July 2, 2009 – Planet Green: [Meet Xavier Helgesen, Co-Founder of Better World Books](#)

- June 16, 2009 – Fox Business News: [Building A Better World Through Literacy](#)

- June 14, 2009 – Bloomberg VENTURE: [A Million Dollar Business From Unwanted Books](#)

- June 12, 2009 – More.com: [Book Bargains!](#)

- May 1, 2009 – BusinessWeek: [The Most Promising Social Entrepreneurs](#)

- April 22, 2009 – TriplePundit: [Better World Books Thrives Despite the Recession](#)

- March 28, 2009 – CNN Your Bottom Line: [Literature for Less](#)

- March 2, 2009 – Fortune Small Business: [Better World’s books talk back](#)

- February 18, 2009 – TriplePundit: [Better World Books Creates Better World Through Triple Bottom Line](#)

- January 8, 2009 - TechCrunch: [Better World Books Had One Hell of a Holiday Rush](#)



Better World Books' Impact

Since its founding in 2003, the company has:

- Raised \$13+ million for its non-profit literacy partners including
 - \$6.6 million for over 80 literacy and education nonprofits
 - \$6.4 million for libraries and thrift stores nationwide
- Donated over 6 million college textbooks, primarily to schools in Africa through Books for Africa.
- Established a relationship with Feed the Children in October 2009 to send them children's books. The first shipment of 31,910 books went out 10/7/2009.
- Diverted more than 50 thousand tons of books from landfills.
- Achieved over 25,000 tons of carbon offsets through carbon-neutral shipping.
- Created more than 324 full-time jobs with meaningful benefits.

Our literacy & education non-profit beneficiaries include:

- \$2.5+ million for Books for Africa.
- \$582,000+ for Room to Read.
- \$969,000+ for the National Center for Family Literacy.
- \$317,000+ for Worldfund.
- \$129,000+ for the Robinson Community Learning Center.
- \$80,000+ for the New Orleans Public Library Foundation.
- \$2.1+ million for additional literacy partners.



Book for Book™

Now getting is giving.

The literacy mission at Better World Books isn't something that's tacked on — it's always been part of our DNA. Starting August 15, 2011, we are made an additional commitment to a simple system: You buy, we donate - Book for Book™.



Every time you buy a book at BetterWorldBooks.com, we donate a book to someone in need. That's it! No qualifications, no exceptions, no fine print. We want to make doing good as easy as possible for our outrageously passionate community.

The partners we donate to are Books for Africa, one of our longtime non-profit literacy partners, and Feed the Children, who have been champions in finding new homes for books.

Learn more at: <http://www.betterworldbooks.com/go/book-for-book>





Drop Box Program

Did you know that 2 billion pounds of books each year are sent to the landfill? And 21% of people in the US are functionally illiterate.

We have a way to help address the environmental impact while also building advocacy around education and book donations. It's our Better World Books drop box program! The program is completely free, helps schools and libraries raise funds, supports literacy efforts locally and around the world, empowers local communities and brings heightened awareness to the wonderful programs of host locations and passionate commitment to improve our world.

One parking spot can help change the world.

To date we have 527 drop box locations and counting. So far, these are all located in metro-Atlanta and Northern Indiana. We are thrilled to announce that the drop box program is now going national!

Learn more at: <http://www.betterworldbooks.com/content/dropbox/index.htm>

Our Partners - our primary partners are:



Books For Africa is a simple name for an organization with a simple mission. BFA collects, sorts, ships and distributes books to children in Africa. The goal: to end the book famine in Africa. Since 1988, Books For Africa has shipped more than 20 million books. These books are now on once empty library shelves, in the classrooms of rural schools, and in the hands of children who have never held a book before.



The National Center for Family Literacy's mission is to create a literate nation by leveraging the power of the family. Through groundbreaking initiatives, the NCFL fuels life improvement for the nation's most disadvantaged children and parents. More than one million families throughout the country have made positive educational and economic gains as a result of the NCFL's work, which includes training more than 150,000 teachers and thousands of other volunteers.



Room to Read has developed a holistic, multi-pronged approach to help children in the developing world gain the lifelong gift of education. This approach includes building schools, establishing bilingual libraries, publishing local language books, establishing computer labs, and funding long-term girls' scholarships. Since its inception in 2000, Room to Read has impacted the lives of over 1.7 million children.

Our Partners (continued)



Worldfund's unique mission is to support high-quality and results-driven education in Latin America — the key to transforming lives and reducing poverty. Through their investment in schools, gifted student programs and superior teacher training, they have directly impacted 32,000 impoverished students in Argentina, Brazil, Chile, Colombia, El Salvador, Guatemala, Mexico, Nicaragua, Peru and Venezuela.



READ is an almost entirely student-volunteer-led organisation. They deliver collaborative, student-led initiatives to improve access to education across the world and increase youth participation in the global community. Their flagship project is the READ Book Project. Through a community of student-run projects, they mobilise university students to collect disused textbooks, stationery and sports equipment from UK schools, colleges and universities.



The **National Literacy Trust** is an independent UK charity dedicated to changing lives through literacy. They believe that society will only be fair when everyone has the literacy skills they need to communicate, to fulfil their potential and to contribute more to society. The National Literacy Trust supports professionals, including librarians, with the resources and information they need to promote literacy.

Our Partners (continued)



The **National Adult Literacy Agency** is an independent charity in Ireland committed to making sure people with literacy and numeracy difficulties can fully take part in society and have access to learning opportunities that meet their needs. According to the last international survey, one in four - that is, about half a million - Irish adults have problems reading and writing.

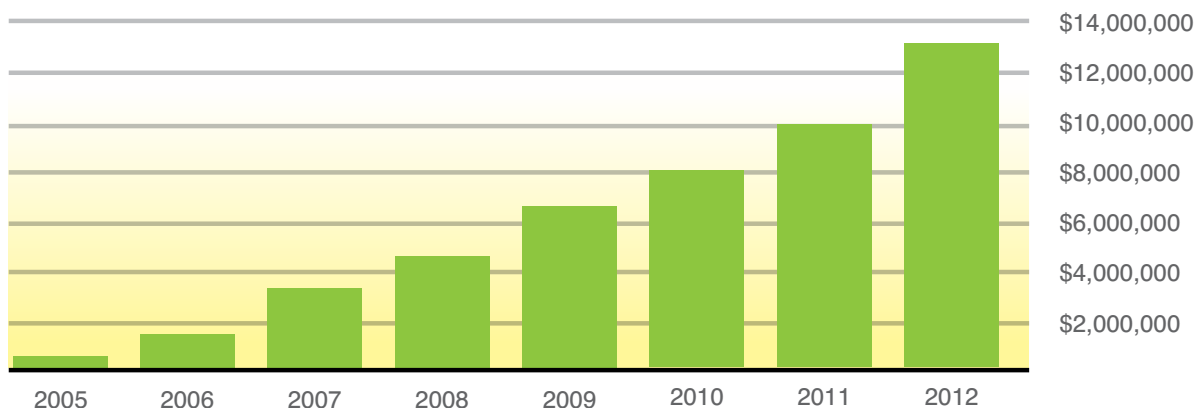


Scottish Book Trust is the national agency for the promotion of literature, reading and writing in Scotland. Our programmes support children, families and adults to acquire fundamental skills, while providing educators with the tools to teach them in creative and memorable ways.

Interesting Facts

- Better World Books' Mishawaka, IN warehouse is 282,000 sq. ft. and houses 2.7 million books.
- Better World Books UK has saved shelving the length of 38 football (soccer) pitches from landfill (or 42 American football fields).
- Customers have been known to receive e-mail from the books they ordered on www.BetterWorldBooks.com. You can see a copy in the “A Letter from Your Book” section at the end of this document.
- Traffic on www.BetterWorldBooks.com in FY09 (July 08-June 09) was 196% of traffic in FY08.
- Better World Books sponsors the Better World Books – National Center for Family Literacy Libraries and Families Award. You can [learn more here](#).
- Better World Books sponsors the Readers' Choice Literacy Grant. You can [learn more here](#).

Cumulative funds raised for Global Literacy



The Company's Growth Story

How it All Started

At the end of his senior year in college, co-founder Chris “Kreece” Fuchs got tired of seeing all the piles of old textbooks sitting around the apartment, so he tried a hunch and put his roommates’ old books for sale on the Internet. The campus bookstore never paid much for used books, but perhaps he could sell them on the Internet and get more. (Buying and selling stuff on the Internet hadn’t gone mainstream yet). Even though it was the middle of the summer, the textbooks started selling like hotcakes. Co-founder Xavier Helgesen, ever the entrepreneur, knew a good thing when he saw one and proceeded to sell off his old textbooks and those of all his roommates who had fled and left their books behind. He became intrigued by the online book market, and wondered how he could find a lot more books.



Xavier and Kreece came up with the idea of organizing book drives for a cause they believed in. When they learned of the local Robinson Community Learning Center, they knew it had everything they needed: a great cause, a fast Internet connection, and a back room that could hold some books. Xavier convinced Jay, the center’s director, to take a gamble on this idea and then they were off. Six months later, 2,000 books had been collected and resold and \$10,000 had been contributed to the Robinson Center.



A Prize-Winning Plan

Encouraged by the success of the book drive, the new partners decided to draft a business plan. They envisioned a different kind of company with a built-in social benefit. By generating revenue to fund literacy, they would also earn profits to support and grow the company. And in funding literacy, they would help give struggling people the world over the skills and self-esteem necessary to thrive and succeed.

The founders entered their plan in the University of Notre Dame’s Annual Business Plan Competition, and won “Best Social Venture” In April, 2003. With \$7,000 in prize money and some guidance by a competition judge named David Murphy, the entrepreneurs then set off to run Better World Book Drives on campuses across the country.

The Company's Growth Story (continued)



Leadership and Growth

David quickly became an advisor to the founders and in 2004 took a leap of faith and left his partnership in a private equity firm to become CEO of Better World Books. David, Kreece and Xavier went on to bootstrap the business for several years, growing it 100% or more every year for 4 years. Over that time they expanded their non-profit literacy partners to include Books for Africa, Room to Read, the National Center for Family Literacy, WorldFund, and Invisible Children.

Libraries Enter the Mix

They soon discovered another source of books when in 2004 the first shipment of library books was received by accident. Exploring this opportunity further, they discovered that every year thousands of libraries had millions of excess books as they made room for new editions. Some books sat in storage, and others were given away. But many were simply thrown out - abandoned to the landfills.



Convinced that something could be done to rescue these discarded books and help the planet a bit in the process, Better World Books set about partnering with librarians all across the country. Not only could they rescue books from landfills, they could also sell those books and raise money for the libraries themselves. Environmental and social impact all in the same story.



Continued Growth

Andrew Perlmutter came to Better World Books having served as Division President of Vertrue, Inc., a holding of JP Morgan Chase's Private Equity Arm, One Equity Partners; Vice President of Sales and Market Planning at LexisNexis, a wholly-owned subsidiary of Reed Elsevier; and President of GE Capital Claims Services. Mr. Perlmutter was also a founding board member of Atlanta's North Metro Miracle League, a non-profit for the disabled.

Most recently, Mr. Perlmutter served in senior leadership within Atlanta-based Alexander Gallo Holdings, where he reported to the CEO as Senior Vice President of Business Development, responsible for guiding overall business strategy and growth initiatives. Having built two successful

businesses, the first acquired by GE Capital and the second achieving tremendous success as a member of the New York Stock Exchange, Mr. Perlmutter brings both corporate and entrepreneurial experience to the leadership team at Better World Books.

A Triple Bottom-Line

Along the way, the founders and CEO re-assessed traditional business practices and made a conscious decision to conduct business in a way that would benefit all stakeholders – employees, the community, the environment, suppliers, and customers. Not only would they harness the power of commerce in a socially and environmentally beneficial way, but they would also create an organization with a conscientious, forward thinking culture where innovation, creativity and humanitarianism would thrive. This culminated in Better World Books changing its bylaws to commit to these objectives and becoming a certified Founding B-Corporation in 2008. [Learn more about B-Corporations here.](#)

Funding to Grow

Also in 2008, Better World Books raised \$4 million in venture capital to continue expansion. The investment was led by Good Capital, a social capital firm that invests in market-based solutions to inequality, poverty and other social problems.

Expansion to the UK

In 2007, Better World Books began to explore opportunities in one of its largest foreign markets, the United Kingdom. And in 2008, operations were established near Edinburgh, Scotland to serve the UK market.

Now, 18 months later, Better World Books' Scotland warehouse is already stacked with over 170,000 books. It is selling hundreds of books a day and has already raised over £50,000 for UK libraries and for UK non-profit literacy partners The National Literacy Trust and READ International.



Impactful Milestones

We are so excited to announce that we have now raised over \$11 million dollar, donated over 6 million books and counting! Please join us in telling this success story of how business truly can power social impact.

Mission

Better World is a marketplace committed to unifying a global community seeking to align their purchasing with their social and environmental values. In doing so, we redefine what it means to be a successful business.

Core Values

CUSTOMER FOCUS

We are driven to provide customers with a highly-valued experience, and one that allows them to align their actions with their values. We want to be their favorite marketplace and their favorite partner, so we incorporate their input into everything we do.

PEOPLE MATTER

We seek out talented people who work hard and invest in them. We respect each individual, reward achievement, and celebrate team success.

DO THE RIGHT THING

We strive to do the right thing at all times, with all people and all issues.

FOSTER INNOVATION

We look for new ideas and bold moves while we embrace and create change.

PASSION FOR LITERACY

We are committed to the cause of literacy. Every person should have the chance to achieve their potential and participate fully in society.

PEOPLE, PLANET, PROFIT

We're more than just a business. We equally consider our shareholders, our customers, our employees, our community, our planet, and the lives changed by our common cause. Through our business we strive to enable people to make sustainable positive changes in this world. Thanks to you, we're well on our way.





Company Logos



A Letter from Your Book

Here is the shipping confirmation e-mail we send.

Hello John,
(Your book(s) asked to write you a personal note - it seemed unusual, but who are we to say no)

Holy canasta! It's me... it's me! I can't believe it is actually me! You could have picked any of over 2 million books but you picked me! I've got to get packed! How is the weather where you live? Will I need a dust jacket? I can't believe I'm leaving Mishawaka, Indiana already - the friendly people, the Hummer plant, the Linebacker Lounge - so many memories. I don't have much time to say goodbye to everyone, but it's time to see the world!

I can't wait to meet you! You sound like such a well read person. Although, I have to say, it sure has taken you a while! I don't mean to sound ungrateful, but how would you like to spend five months sandwiched between Jane Eyre (drama queen) and Fundamentals of Thermodynamics (pyromaniac)? At least Jane was an upgrade from that stupid book on brewing beer. How many times did the ol' brewmaster have one too many and topple off our shelf at 2am?

I know the trip to meet you will be long and fraught with peril, but after the close calls I've had, I'm ready for anything (besides, some of my best friends are suspense novels). Just five months ago, I thought I was a goner. My owner was moving and couldn't take me with her. I was sure I was landfill bait until I ended up in a Better World Books book drive bin. Thanks to your socially conscious book

A Letter from Your Book (continued)

shopping, I've found a new home. Even better, your book buying dollars are helping kids read from Brazil to Botswana.

But hey, enough about me, I've been asked to brief you on a few things:

We sent your order to the following address:

John Smith
9999 YOUR STREET
YOUR TOWN, ST 99999-9999
USA

Order #: 99999999

Item Titles:

The Tipping Point: How Little Things Can Make a Big Difference

We provide quick shipping service to all our customers. You chose USPS Standard Mail shipping, your book should arrive within 4 - 14 business days. The Postal Service may occasionally take slightly longer to deliver your book.

At this time, we are not able to offer tracking on our USPS Standard Mail shipments.

If you have any questions or concerns, please email my friends in Customer Care at help@betterworldbooks.com. If you could please include your order number (99999999) that would be very helpful.

Eagerly awaiting our meeting,

The Tipping Point: How Little Things Can Make a Big Difference:



BetterWorldBooks®

WWW.BETTERWORLDBOOKS.COM



In 2002, three college friends started selling textbooks online and ended up forming a pioneering social enterprise with a mission to promote literacy.

We believe that education and access to books are basic human rights. That's why books sold on BetterWorldBooks.com help fund high-impact literacy projects in the United States and around the world.

Interested in learning more? Please contact us at press@BetterWorldBooks.com. Or contact bwb@groupsjr.com, +1 646-833-0198.



For every book purchased on BetterWorldBooks.com we will donate a book to someone who really needs it.