

BOOKS·A·MILLION®

July 13, 2010

Dear Newspaper Publisher and Distributor:

Books-a-Million (BAM) is pleased to announce that it has entered into an agreement with iControl Systems USA to administer the newspaper program. The effective date of the program is **August 30, 2010**. As of August 30th, iControl will be the sole party responsible for all operational communications, new store set-ups and payments for all newspapers at all BAM locations.

Cash payouts at store level or direct billing between newspaper publishers/distributors and BAM corporate will cease with all sales that occur beginning Monday, August 30, 2010. BAM recognizes and respects your prerogative to count and remove returns. Thus, unsold copies will be available for distributor pickup for 7 days beyond the week ending date. While BAM will make payments based upon what is scanned through the register, BAM and iControl will review and compare data from publishers and distributors to scan data to ensure our stores perform at the highest levels. If they do not, BAM alone will decide what appropriate measures to take, including, if appropriate, a payment for a discrepancy. BAM and iControl are completely committed to working with you to ensure scanning compliance and to curtail discrepancies.

To ensure our stores scan your newspaper at the correct price as of day one, it is imperative that all relevant cost and account setup information be communicated directly to iControl, by August 9, 2010. Please do not assume your information is set properly.

Any Newspaper Publisher/Distributors that have any outstanding balances with BAM must be brought to our attention by August 16, 2010. For any such balances issues, please contact Sarita Bethea at 205-942-3737 ext. 4173 or betheas@booksamillion.com. All unsold newspapers will be removed from displays and returned for credit at the close of business on August 29, 2010.

Any questions about this program should be directed to Anthony Canady at iControl. Anthony can be reached at 202-207-4251 or at anthony.canady@icontrolusa.com. Calls to BAM will be redirected to Mr. Canady.

BAM is excited about our partnership with iControl and we are looking forward to your continued support and cooperation.

Best Regards,



Mary Gallagher
Senior Vice President
Books a Million