

CERTIFICATE

Date: August 12, 2016

Reference is made to the Indenture, dated as of June 29, 2012, by and among Nebraska Book Holdings, Inc., a Delaware corporation (the "Company"), the Subsidiary Guarantors party thereto and Wilmington Trust, National Association, a national banking association, as trustee (as amended, restated, supplemented or otherwise modified from time to time and in effect on the date hereof, the "Indenture"). Terms defined in the Indenture are used herein with the same meanings. This certificate is being delivered pursuant to Section 3.2(a) of the Indenture.

I, John Maciel, the Interim Chief Financial Officer of the Company, DO HEREBY CERTIFY that the financial statements and reports for the fiscal quarter ending June 30, 2016 fairly present in all material respects the financial condition, results of operations, deficit and cash flows of the Company and its Subsidiaries as of the June 30, 2016 and for the period then ended in accordance with GAAP, subject only to normal year-end audit adjustments and the absence of footnotes.

IN WITNESS WHEREOF, I have hereunto signed my name as of the date first set forth above.



Name: John Maciel

Title: Interim Chief Financial Officer