

Nebraska Book Holdings, Inc.
Form 8-K Disclosure of Material Definitive Agreement

Pursuant to Section 4.09 of the Nebraska Book Holdings, Inc. (the “Company”) Indenture dated September 19, 2016 for NBC’s Senior PIK Notes, and the disclosure requirements of Form 8-K, Item 1.01, related to the entry into of a material definitive agreement, the Company hereby discloses the Capital Contribution and Joint Venture Agreement dated April 30, 2018 (the “JV Agreement”), between Nebraska Book Company, Inc., a wholly owned subsidiary of the Company (“NBC”), Collegiate Retail Alliance, Inc. (“CRA”), Ratex Business Solutions, Inc., a wholly owned subsidiary of CRA (“RBS”), and PrismRBS, LLC (“PrismRBS”).

Under the terms of the JV Agreement, NBC and CRA agreed to merge their respective technology businesses into a new jointly owned company, PrismRBS. NBC retains 83% ownership of PrismRBS, and CRA retains 17% ownership. NBC, CRA and RBS each contributed tangible and intangible assets, including business personal property, technology, contracts and operating capital to PrismRBS under the JV Agreement. Ancillary to the JV Agreement, NBC and CRA entered into a Limited Liability Company Agreement dated May 1, 2018, which provides for the operation of PrismRBS, and NBC and PrismRBS entered into a Services Agreement dated May 1, 2018, which provides for services to be provided by NBC to PrismRBS in return for certain fees.

Other than in respect of the agreement described above, there was no material relationship between the Company, CRA, RBS or PrismRBS.