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**Oct 22 2020**

**S.C. SUPREME COURT**

THE STATE OF SOUTH CAROLINA  
In The Supreme Court

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APPEAL FROM THE ADMINISTRATIVE LAW COURT

Honorable John D. McLeod, Administrative Law Judge

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Case No. 16-ALJ-178-0113-CC  
Appellate Case No. 2017-001519  
Opinion No. 5721 (S.C. Ct. App. filed April 29, 2020)  
Supreme Court Case No. 2020-001102

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Books-A-Million, Inc.

Petitioner,

v.

South Carolina Department of Revenue

Respondent.

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**PETITIONER'S RESPONSE TO RESPONDENT SOUTH CAROLINA  
DEPARTMENT OF REVENUE'S MOTION TO STRIKE**

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Attorneys for Petitioner Books-A-Million, Inc.

Columbia, South Carolina  
October 22, 2020

## ARGUMENTS

Respondent has moved to strike Exhibits A, B and C from Petitioner Books-a-Million, Inc. (“Petitioner” or “BAM”) Petition to the Court. This case concerns whether sales tax should be imposed on an intangible – a membership – and specifically whether Petitioner should enjoy the same sales tax exemption for memberships as Sam’s Club and Costco.

These exhibits from reputable website sources simply provide the Court with background information on the retail membership industry. They do not deal with sales taxes and neither support nor hurt Petitioner’s or Respondent’s legal arguments, and are not submitted for that purpose. Petitioner thought the Court might appreciate background information on the membership industry.

The major thrust of Respondent’s motion, however, is that Petitioner is producing this information for the first time, and such articles are not in the record. The Motion to Strike states that “In its Reply Memorandum, for the first time at any state of the case, BAM has directed the Court to sources of information concerning various retail membership clubs and the size of the membership club market” (emphasis added). The Motion also states “All of this information...were never raised...[to] the ALC...” The Respondent also notes that “these exhibits were not included in the Record on Appeal.” Lastly, Respondent states that BAM has “include[ed] documents that were never raised or addressed at the trial court.”

Simply put, this is not accurate. The Record on Appeal in this matter contains Petitioner’s Memorandum of Law in Opposition to DOR’s Motion for Summary Judgment (Tr. pgs. 0222-0310.) Attached to the Memorandum of Law were the following internet articles:

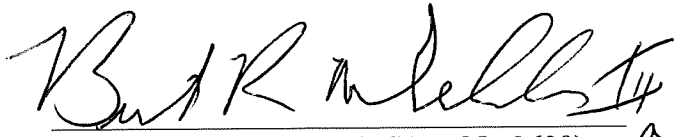
- Exhibit A US Customer Loyalty Program Memberships top 3 billion (Tr. 0237)  
(colloguy.com)
- Exhibit B Customer Loyalty Programs (Tr. 0239-250) (Shopify.com)
- Exhibit C Why Become a Member (Tr. 0252-53) (Costco.com)  
  
Costco: The Membership Club that also happens to be a Retailer (Tr.  
0254-58) (fool.com)
- Exhibit D B&N (Barnes & Noble) Membership (Tr. 0260-61) (Barnesand  
noble.com)
- Exhibit E Sam's Savings (Tr. 0263-65) (samsclub.com)
- Exhibit F Ed (Edventure Museum in Columbia) (Tr. 0267-72)  
  
(edventure.org/membership)
- Exhibit G SCSM, South Carolina State Museum (New Membership Updates) (Tr.  
0275-75) (scmuseum.org/membership)
- Exhibit H Riverbanks Zoo & Garden (Wild Adventures begin with Membership) (Tr.  
0277-81) (Hard Copy)

Edventure, the State Museum, and Riverbanks Zoo all contain gift shops and provide discounts to members similar to BAM.

Respondent made no Motion to Strike these exhibits when the Memorandum of Law was filed with the ALC. Respondent made no motion to strike when these documents were included in the Record on Appeal before this Court. Specifically Respondent certified that these exhibits "contained no matter which is irrelevant to the Appeal."

Petitioner accordingly requests that Respondent's Motion to Strike be denied.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Burnet R. Maybank III". The signature is fluid and cursive, with a large initial "B" and "M".

Burnet R. Maybank III (SC Bar No 3699) *gr*

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Attorneys for Petitioner Books-A-Million, Inc.

Columbia, South Carolina  
October 22, 2020

# Exhibit A



— return to latest news

## U.S. CUSTOMER LOYALTY PROGRAM MEMBERSHIPS TOP 3 BILLION FOR FIRST TIME, 2015 COLLOQUY CENSUS SHOWS

February 9, 2015

*Specialty store loyalty memberships surpass air-line frequent flyers, ranking second only to credit card programs in total members.*

U.S. consumers hold 3.3 billion memberships in customer loyalty programs, the 2015 COLLOQUY Loyalty Census shows, a 26% increase over the number of memberships reported in COLLOQUY's last census study in 2013.

COLLOQUY's biennial report on the scope of U.S. customer rewards programs, released today, shows that American households hold memberships in 29 loyalty programs spread among the retail, financial services, travel and various other economic sectors, but are active in just 12 of them.

The corresponding household membership figures in the 2013 census were 22 and nine. Those numbers add up to a drop of two percentage points in the active membership rate, from 44% to 42%, a 4.5% decline. That marks the beginning of a trend, as the active rate declined for the first time in the 2013 report. An active member generally is defined as one who earns or redeems at least once a year.

Operated by LoyaltyOne, COLLOQUY is a leading provider of loyalty marketing research, publishing and education. The COLLOQUY Loyalty Census previously has been published in 2000, 2007, 2009, 2011 and 2013. The latest report, *The 2015 COLLOQUY Loyalty Census: Big Numbers, Big Hurdles*, is available free of charge, and an accompanying webinar is scheduled March 10, 2015, at 1 p.m. EST.

The 2015 Census shows that specialty store loyalty memberships now total 434 million, exceeding airline frequent flyer memberships (356 million) for the first time, placing second only to credit card reward programs, which account for 578 million memberships. Specialty retailers, such as Best Buy, Container Store and Radio Shack, concentrate on selling one line of goods to a particular clientele and offer narrow but deep selections in their niches.

In other retail sector highlights:

- Drugstore memberships rose 88% to 268 million, the highest rate of growth of any census category other than restaurant programs (107%);
- Drugstore activation rates rose to 66% in the 2015 census versus 50% in 2013, while other retail and credit card program activation rates were mostly flat;
- Grocery program memberships declined for the second consecutive census, with memberships dropping at twice the rate in 2015 (2%) compared with 2013 (1%);
- The rate of decline in fuel/convenience store programs slowed significantly to -3% in 2015 from -21% in 2013.

"Think of the U.S. loyalty market in terms of a crowded party where half of the party-goers are standing in the corner without mingling," said Jeff Berry, COLLOQUY research director and census report author. "Companies and brands that understand the key touchpoints in the relationship, pay attention to how best customers respond and optimize the overall experience can turn the party up so that people will join in the fun and never want to leave."

In other 2015 Census highlights:

- Memberships in airline frequent flyer programs declined (-4%) for the first time and stand at 356 million. They had risen 14% in the 2013 census;
- Credit card reward program memberships grew at a significantly slower pace, 5% in 2015 versus 28% in 2013;
- While restaurant loyalty program memberships rose 107% to 55 million in 2015, that's down from 171% growth in 2013.

The retail, financial and travel categories traditionally have offered two loyalty program types, proprietary and partnership. But the lines are being blurred by a group of emerging programs that were non-existent five years ago, including large e-commerce loyalty programs, daily deals, cash and discount online platforms, and mobile loyalty programs, among others, which now account for 13% of nationwide memberships.

In all, the 2015 COLLOQUY Loyalty Census delivers insights on loyalty programs in the following categories: financial services, specialty stores, airlines, hotels, drug stores, department stores, grocery, mass merchants, gaming, restaurant, car rental and cruise, fuel/convenience stores and emerging programs.

Ex. A

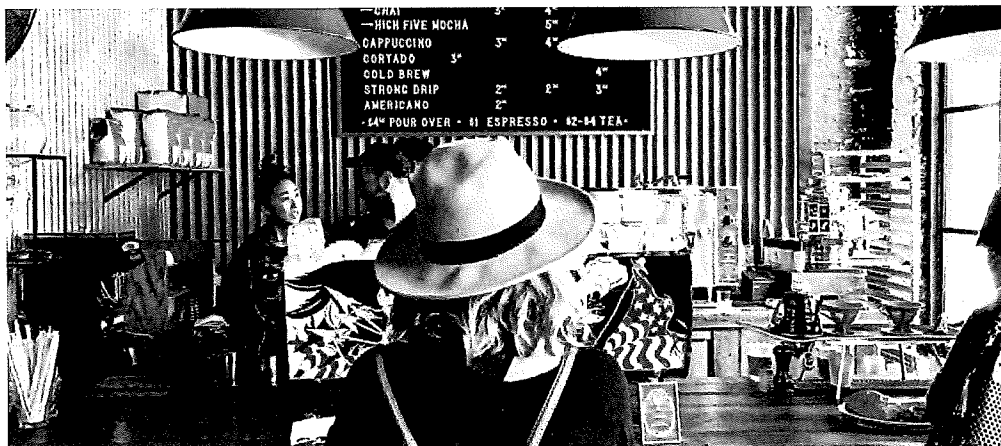
0237

# Exhibit B

# Customer Loyalty Programs: Why Retailers Need Them (and How to Create One)

by Alexandra Sheehan Retail Tips & Trends

Nov 1, 2016 7 minute read



You know that coffee shop where you get your caffeine fix every morning? You earn a stamp for every cup o' joe, and then get a free one when your card is all filled up.

You're technically a member of that café's customer loyalty program — and you're probably going to keep going back so you can earn your free coffee more quickly.

Customer loyalty programs are becoming increasingly popular and are especially important to retail business success. In fact, Nielsen found that 84% of consumers are more likely to choose retailers that offer such a program, and 59% report that they're available where they already shop.

While membership rates continue to rise, the number of active users has been on the decline. According to COLLOQUY's Customer Loyalty in 2015 & Beyond report, only 42% of loyalty program members are active — and that's a big miss for retailers.

Ex 0239

How can retailers capitalize on this interest in loyalty programs and create an active customer base and, more importantly, keep members engaged?

## What Is a Customer Loyalty Program?

Before diving into the logistics of these programs, it's helpful to define the concept of a customer loyalty program. Nielsen describes them as "marketing programs that reward members with purchase incentives."

These programs track and incentivize purchasing behavior, rewarding customers for their loyalty to a particular brand. The premise is simple: The more you shop and spend, the more you receive in return.

Many retailers use these programs to attract new customers. But they're also powerful customer retention tools, as they motivate existing customers to remain engaged and spend more.

# WHAT LOYALTY PROGRAM BENEFITS MATTER MOST TO YOU?

Percent of respondents

- GLOBAL AVERAGE
- ASIA- PACIFIC
- EUROPE
- MIDDLE EAST/AFRICA
- LATIN AMERICA
- NORTH AMERICA

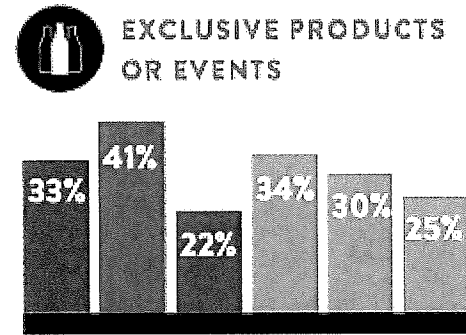
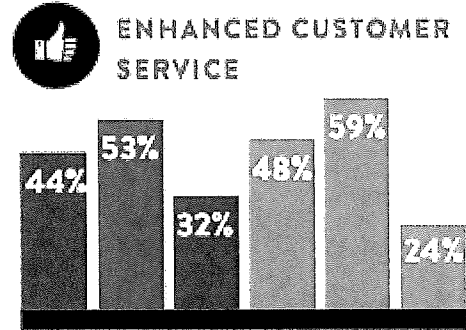


Image Credit: Nielsen

## Types of Customer Loyalty Programs

Customer loyalty programs take a number of forms. Some retailers use only one model, while others may combine two or more.

### Points

A tactic frequently used by grocery stores, the points-based customer loyalty program gives customers points for making purchases or completing other actions.

## Tiers

Tier-based customer loyalty programs track customers' purchases. Once they've made enough qualifying purchases, they are placed in a tier. Each level receives different incentives and rewards, which increase in value as the customer progresses through each tier. Airlines commonly use this model.

## Social Media

Not all rewards programs are based on actual purchasing. Some companies take a social approach, awarding points to their customers for engagement, which could include likes, shares, and comments. Many brands have run contests and giveaways that reward loyal fans who like specific posts or share them with their networks.

## Paid Programs

Not everything is free. Some customer loyalty programs require that members pay a fee — be it a one-time or a recurring payment — in order to enroll. Examples of this model include Amazon Prime and Sam's Club memberships.

While the four mentioned above aren't the *only* types of customer loyalty programs, they are some of the most common. Some retailers use non-monetary models (such as Patagonia's Common Threads Initiative), partnerships with other companies (common for credit card companies who offer merchandise from partners in exchange for reward points) or games (like McDonald's Monopoly).

Much like the way customers earn rewards can vary, so can the rewards they receive. Here are some examples:

- Discounts
- Rebates
- Cash back
- Points
- Free shipping
- Free gifts
- Flexible return policies
- Access to exclusive shopping events or hours
- Free services
- Upgrades

## Benefits of Customer Loyalty Programs

### For the Retailer

Retailers spend five to 10 times more to capture a new customer than to retain a current one, according to Data Candy's 5-Step Guide to Customer Loyalty Programs. That means that engaging your existing customers could cost less and reap more benefits in the long run.

Ankit Runwal, marketing specialist at Social Annex, puts it this way: "The success of a brand doesn't merely depend on the value of a customer's single purchase; rather, it's about the value the customer offers over his lifetime."

Effective programs can increase customer lifetime value and ROI — 66% of consumers report that they modify spending amounts in order to maximize points. Thus, program members are likely to spend more during each visit.

These programs can also activate word-of-mouth marketing. According to the 2016 Bond Loyalty Report, 73% of members are more likely to recommend brands with good loyalty programs.

Happy customers who feel valued are more likely to transition into brand advocates, who will ultimately promote your business for free to their network,” says Ian Naylor, CEO of AppInstitute, a DIY app builder for small businesses.

Retailers can also use these programs to shape purchasing behavior by incentivizing the actions they want customers to take.

These programs don't just affect the bottom line. They also provide data to help retailers understand their customers more deeply. With this kind of data on purchasing behavior, it's easier to segment, create personas, and gain insights to help guide new initiatives.

For a more in-depth look at how customer loyalty programs can help your business, check out [5 Reasons Loyalty Programs Will Increase Your Ecommerce Sales](#).

## **For the Customer**



Bond reports that 43% of retail loyalty program members are very satisfied with their experience. That number has climbed year over year, which means that programs are improving.

Customers also have the opportunity to save money on things they'd already purchase anyway.

"The customer gets more bang for their buck by receiving rewards for purchases they were already likely to make," says Brian Phillipy, president of Afligo, a marketing solutions and rebate-processing company. Customers "know they are receiving preferential treatment and earning rewards."

But the benefits go beyond the measurable and materialistic. It reaches consumers on an emotional level.

About a third (34%) of consumers feel that loyalty programs are trustworthy, and when retailers offer meaningful incentives that demonstrate they understand their customers, that trust will only grow.

Naylor says that customers benefit “as they feel valued by the business they are loyal to.”

It also fosters a feeling of loyalty and reciprocity, as [customers] want to support the company that offers free gifts generously,” says Stacy Caprio, founder of Accelerated Growth Marketing.

Emotionally, customers also have the potential to *enjoy* themselves. “Many loyalty programs have an element of gamification to them, too. From this angle, loyalty programs can actually be quite fun,” says Naylor.

## How to Create a Customer Loyalty Program

### Research

The first step any retailer should take when developing a loyalty program is to do some research.

“Once the initial groundwork is done, a loyalty program can start to pay for itself,” Naylor says, recognizing the level of effort.

Find out what your customers want, how much they’re willing to spend to get it, what motivates them, and which brands they love. “Find the sweet spot between benefit to the customer and benefit to your business,” Naylor says.

Segment your existing customers as well as your target market to find demographics, purchase patterns, and other information to help guide your strategy. The more you know, the more effective you can be.

## **Make a Plan**

Once you've understood your audience, develop a strategic plan around those insights. Create specific, measurable goals and KPIs. Decide which program model and types of rewards will motivate your customers and offer them the most value. Then factor in the benefit to your business.

## **Build Your Program**

Figure out the structure of your program using the information you've already put together. Determine what the rewards are (recall the ideas mentioned before) and how customers can earn them. Here are some ideas for reward-worthy actions:

- Account registration
- Birthday
- Purchases
- Money spent
- Social engagement
- Referrals
- Email subscription sign-up
- Shopping on specific dates
- Buying specific products

Give each of these actions point values, and determine how many points are needed to earn specific rewards.

## **Market the Program**

Just because a customer loyalty program exists doesn't mean people use it or even know about it. Give the program an identity, create a landing page on your website, develop in-store tactics (educate sales associates, develop an awareness campaign, etc.) — in other words, get the word out.

Keep your program simple and user-friendly, and give rewards generously — especially at first. Your early adopters are the most important ones, as they'll have the power to spread the word.

Charlie Casey, CEO and co-founder at LoyaltyLion, says retailers should give customers points just for joining. “This encourages the second purchase and gets the shopper engaged in the loyalty program.” It's up to the retailer to maintain momentum from there.

For more ideas on getting started, check out [How to Start a Loyalty Program That Keeps Customers Coming Back](#).

## How to Measure Success of Customer Loyalty Programs

Perhaps the most important component to these programs is tracking success. But that's actually one of the most difficult aspects for retailers. In fact, a Forrester report found that 30% of companies cited “measuring the results of a loyalty program” as one of the greatest challenges they face.

So how do retailers overcome this challenge?

As stated before, make sure you've identified your specific KPIs. It's important to track the most essential metrics that indicate success.

And when you build your program, make sure you can track it. Use apps like LoyaltyLion, Klaviyo and S Loyalty, as well as social insights, CRM tools and customer

surveys.

Here are some ideas on what you can track in order to gauge success:

- Membership base
- Repeat usage
- Member spending vs. non-member spending (include amount of sales, total transactions, basket size, frequency, etc.)
- Pre-membership vs. post-membership spending
- Member referrals
- Engagement
- Cost of member enrollment and activation
- Program cost vs. profitability
- Customer retention rate
- Negative churn
- Net promoter score
- Customer effort score
- Customer lifetime value
- Sales per customer (monthly, quarterly, yearly)
- Activation rate

Your work isn't complete after you've tracked those metrics. Analyze them over time to find trends, and then *use* that information. Identify what's working, and expand upon that. Then figure out what's not working, and look for ways to modify or alleviate those shortcomings.

## Mistakes to Avoid

One of the biggest and most-overlooked opportunities is personalization. It's important to 50% of program members, but only 22% are satisfied with the level of personalization they receive.

Think about it this way: A customer who is allergic to dogs probably has no interest in a free bag of dog treats. Instead of enforcing the relationship, this becomes more of an annoyance to the customer and you run the risk of pushing them to your competitors. Instead, learn a little about each customer and give them relevant offers. This is where segmentation can also come into play.

Other common mistakes include inconsistency, not tracking member and customer behavior, putting your needs before the customers', difficult to earn and redeem, over-communication and lack of program promotion. But if you followed the steps outlined above, you're more likely to avoid these pitfalls and find success in your program.

To create a customer loyalty program that elevates your business and empowers customers, Phillipy couldn't have said it better: "[A successful customer loyalty program] is a combination of value, customer service, redemption options and experiential feeling to the end user." An effective program is always a win-win for both the retailer and the customer.

### **About the Author**

Alexandra Sheehan is a freelance writer/editor and content specialist. She's worked with retailers ranging from Fortune 100 companies to Etsy shop owners, and is always looking for innovative ways to help her clients.

# Exhibit C

Search Costco

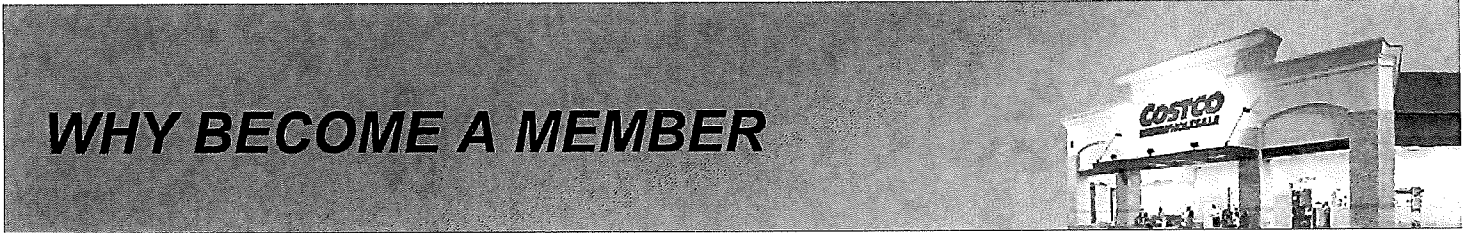
-  Warehouses
-  My Account
-  Cart

- [Shop All Departments](#)
- [Business Center](#)
- [Optical](#)
- [Pharmacy](#)
- [Services](#)
- [Photo](#)
- [Travel](#)
- [Membership](#)
- [Locations](#)

Home / Why Become a Member

Why Become A Member

Membership



## What Is Costco?

We are a membership warehouse club, dedicated to bringing our members the best possible prices on quality, brand-name merchandise. With hundreds of locations worldwide, Costco provides a wide selection of merchandise, plus the convenience of specialty departments and exclusive member services, all designed to make your shopping experience a pleasurable one.

Feedback

## View Our Welcome Video Series Below



## The History of Costco

The company's first location, opened in 1976 under the Price Club name, was in a converted airplane hangar on Morena Boulevard in San Diego. The company found it could achieve far greater buying power by serving small businesses and a select audience of non-business members. With that, the growth of the warehouse club industry was off and running. In 1983, the first Costco warehouse location opened in Seattle. Costco became the first company to grow from zero to \$3 billion in sales in less than six years. When Costco and Price Club merged in 1993 to become PriceCostco, it had 206 locations generating \$16 billion in annual sales.

Our operating philosophy has remained simple: Keep costs down and pass the savings on to our members. Our large membership base and tremendous buying power, combined with our never-ending quest for efficiency, result in the lowest possible prices for our members. Since resuming the Costco name in 1997, the company has grown worldwide. During the past fiscal year (ended August 28, 2016), total sales were \$116.1 billion. For additional information, request a Costco Story and/or a *My Costco Services* guide when you visit any Costco membership counter.

## Shop Confidently

We are committed to offering the best value to our members, with a risk-free 100% satisfaction guarantee on both your membership and merchandise. If you have questions about your membership or products you've purchased at Costco, please visit the membership counter at your local Costco or contact our Member Service Center. For more information read our return policy and Member Privileges & Conditions.

Costco offers three types of membership: Executive, Business and Gold Star. Executive Members enjoy an annual 2% Reward (up to \$750) on qualified Costco purchases. They also receive additional benefits and greater discounts on many *Costco Services*, including Costco Travel.

Terms and conditions apply. See the membership counter for details.

## How Do I Join?

You can purchase a membership online or join at your local Costco. To join online, simply select a membership type and add it to your cart. Once you've made your purchase, your new member number(s) will be emailed to you. Just bring your email to any Costco membership counter to pick up your cards.

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## We Value Our Members

You'll appreciate the quality and value of the products you find at Costco. That's our promise to you. If we fail to deliver on that promise, we'll refund your money. It's that simple.

# Costco: The Membership Club that Also Happens to Be a Retailer

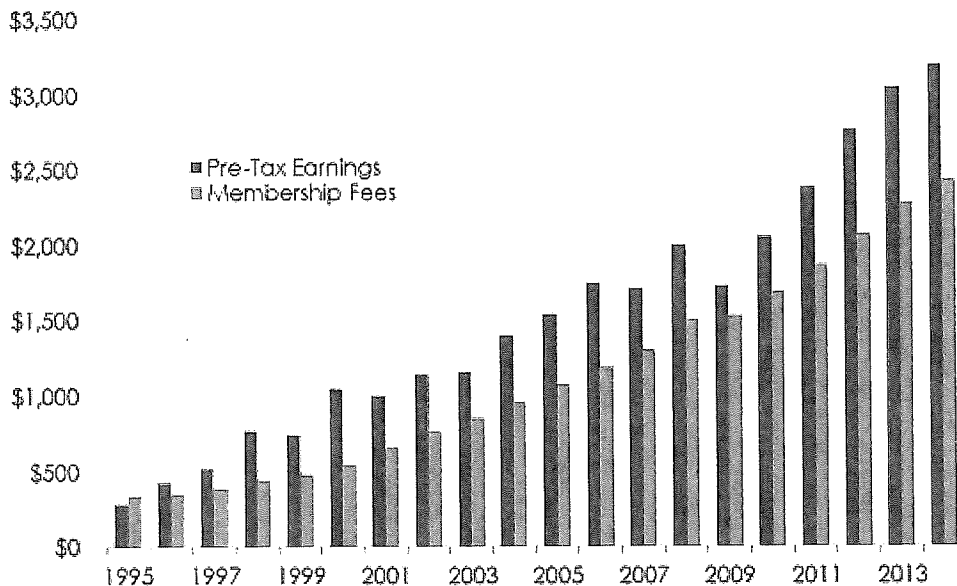
It's a mistake to analyze Costco using only traditional retail benchmarks.

John Maxfield (JohnMaxfield37)  
Jun 23, 2015 at 9:10AM

It's no secret that **Costco** ([NASDAQ:COST](#)) generates almost all of its earnings from membership fees as opposed to retail sales. Yet I think few people appreciate the impact this has when analyzing the company's stock. In short, because Costco seems to operate as a membership company first and a retailer second, traditional retail metrics like same-store sales, revenue growth, and gross margin should take a back seat in an analysis to the statistics that shed light on membership fees.

## Costco's Annual Pre-Tax Earnings vs. Membership Fees

Millions of dollars



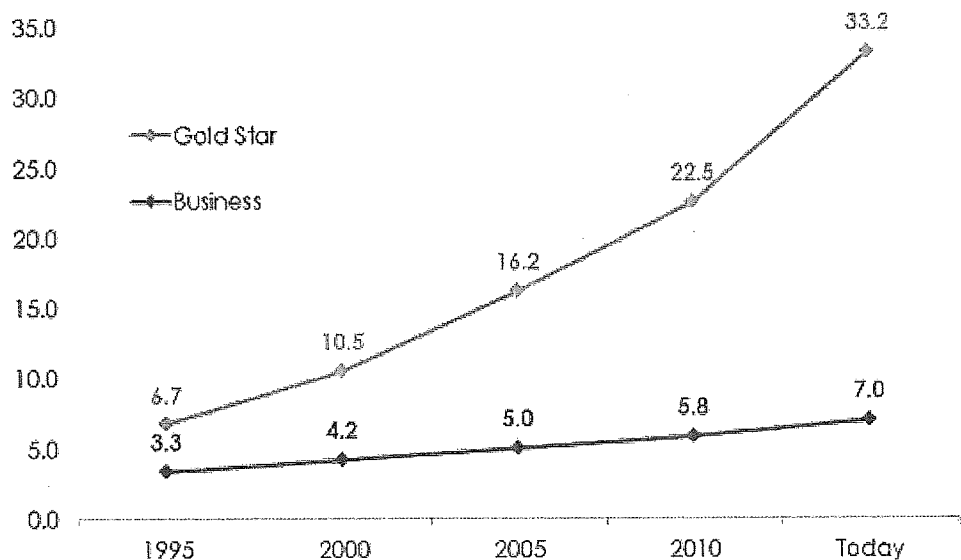
Source: The Motley Fool Analyst Report from 11/17/13 to 1/17/14

## Total number of members

The first such statistic is simply the total number of members. Since 1995, Costco has increased its membership base by a factor of four, going from 10 million primary members two decades ago to over 40 million today. Each of these households or businesses pays a minimum of \$55 a year for the privilege of shopping in Costco's warehouses.

## How Many Members\* Does Costco Have?

Millions of members

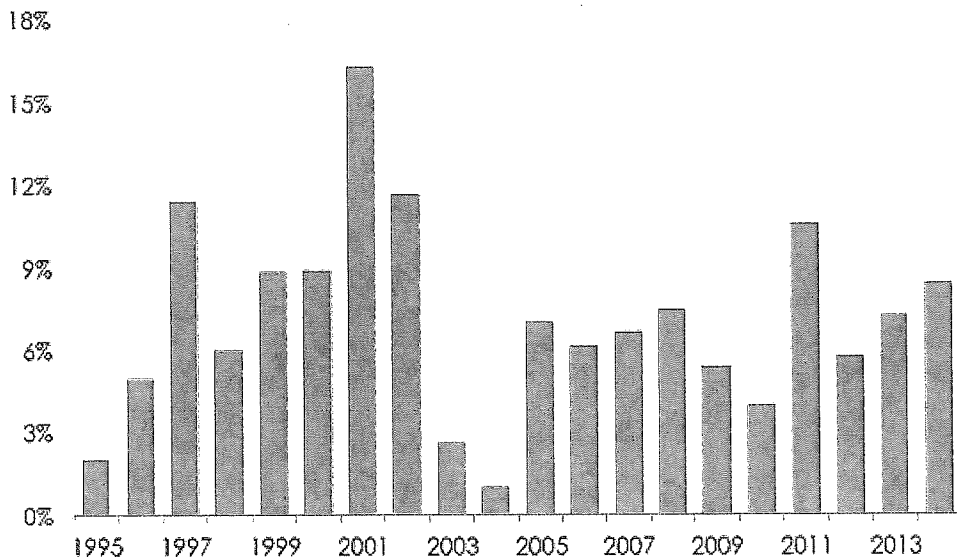


\* Excludes add-on memberships. Source: Costco's annual reports. The numbers are in millions.

There's no hard-and-fast rule governing the rate at which Costco adds new members. If you look back over the past two decades, the figure has grown at an average annual rate of 7.1%. Excluding recessions, it's 8.8%. And if you look at growth rates on a year-over-year basis, the figures are all over the board. In 2009 and 2010, for example, Costco grew its primary membership base by 5.4% and 4%, respectively. But the following year it spiked to 10.6%.

## Annual Increase in Costco's Primary Members

Primary members include Gold Star and Business memberships, but excludes add-ons



Source: Costco's annual reports. The numbers are in percent.

When a recession throttles the retail industry, you should expect the growth in Costco's membership rolls, and thus its net income, to follow suit. But far from being lost, growth is typically recaptured as the economy recovers. In all other years, Costco has tended to expand its membership base by anywhere from 6% to 9% a year.

**The composition of Costco's membership base**

In addition to the number and growth rate of members, the composition of its membership base is of nearly equal importance.

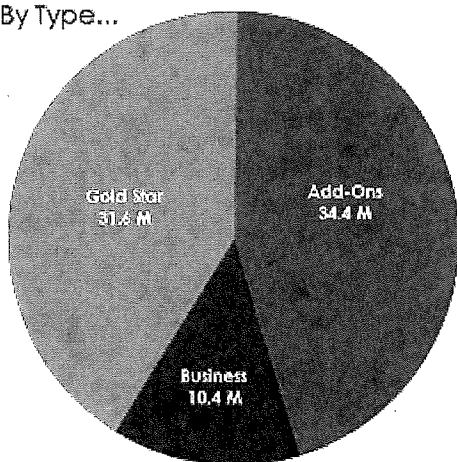
In 1998, Costco began giving Gold Star and Business members the opportunity to become Executive members. In exchange for paying twice as much in annual dues, the new program originally gave members the "opportunity to save on various services, including merchant credit card processing; auto and homeowner insurance; employee health insurance; real estate and mortgage services; and long-distance telephone services."

Costco has since added to the benefits of its premium membership. Today, beyond the services just mentioned, Executive members get what amounts to a 2% rebate on purchases made at Costco warehouses.

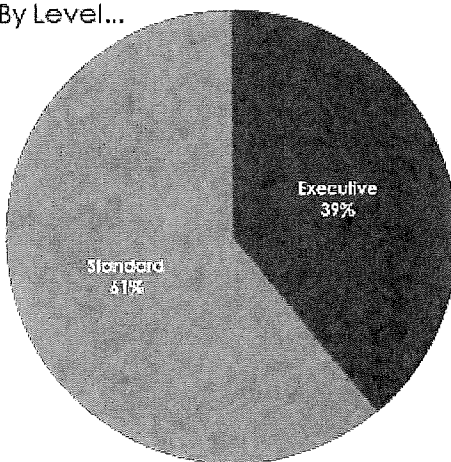
With this in mind, a second way for Costco to increase total membership fees (and thus earnings) is to encourage existing members to pay \$110 for Executive status as opposed to \$55 for its baseline Gold Star or Business memberships. And, not surprisingly, this is exactly what Costco is doing. Since 2006, its Executive members have grown from 20% of total members to 39% today.

**Costco Members by Type and Level**

By Type...



By Level...



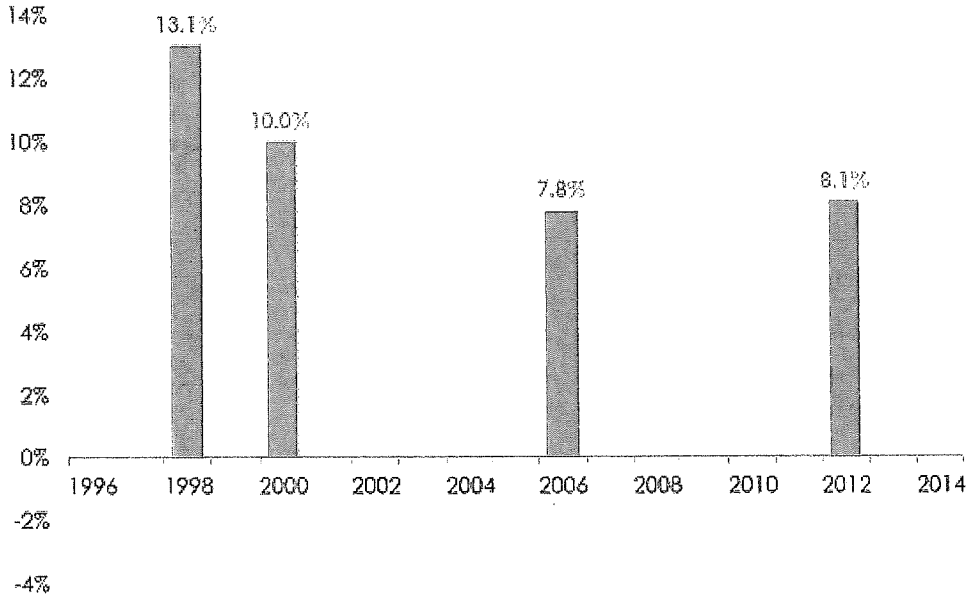
**The price of all Costco memberships**

Along these same lines, it's worth pointing out that the price level of all Costco memberships, whether regular or Executive, also factors into the company's cumulative membership fees and its bottom-line earnings.

To be clear, raising prices solely to boost revenue isn't a tactic that Costco embraces. Over the past 20 years, it's raised membership

prices only four times -- in fiscal years 1998, 2000, 2006, and 2012. These increases have only slightly more than kept pace with inflation. As the chart below illustrates, if you adjust the historical price of a Gold Star membership for changes in consumer prices, the former's real price falls in the intervening years between increases.

### Annual Inflation-Adjusted Change in the Price of a Costco Gold Star Membership



### The role of new warehouses

Finally, I'd be remiss if I didn't mention the role that new stores play in Costco's efforts to grow its membership base. While it would be oversimplifying the case to say that "if Costco builds a location, new members will come," that's largely what it amounts to.

You can infer this from two facts. The first is that Costco does little marketing aside from distributing monthly coupon books and its magazine, *The Costco Connection*. As the company noted in its latest 10-K:

Marketing activities generally include community outreach programs to local businesses in new and existing markets and direct mail to prospective new members. Ongoing promotional programs primarily relate to coupon mailers, *The Costco Connection* (a magazine we publish for our members), and emails to members promoting selected merchandise.

You also get a sense for the magnetic attraction of new warehouses from the simple fact that, even in its inaugural year, a typical new location will gross \$100 million or more in sales. The 30 warehouses opened in 2014, for instance, sold an average of \$108 million worth of goods and services in their first full year of operation. It's hard to say how many members that translates into, but as a frequent Costco shopper myself, I can tell you that it's a lot.

0257

**Tying it all together**

If I've done my job, then current and prospective investors in Costco should begin to see the company for what it truly is -- a club that makes money by selling memberships -- as opposed to what it seems to be -- a retailer that makes money hawking products and services. As such, any proper analysis should be informed first and foremost by changes to the size and composition of Costco's membership base. It's only after that that one should venture into an analysis of the traditional retail benchmarks.

**Forget Costco Wholesale: "Total conviction" buy signal issued**

The Motley Fool's co-founders, David and Tom Gardner, rarely agree on a stock. But when they do, their picks have beaten the market by 6X on average.\*

That's why many investors consider their joint stamp of approval to be a "total conviction" signal to buy. The Motley Fool recently announced a new "total conviction" stock...and it wasn't Costco Wholesale!

[Click here to learn more about the stock.](#)

*\*Returns as of March 13th, 2017.*

*John Maxfield has no position in any stocks mentioned. The Motley Fool recommends Apple and Costco Wholesale. The Motley Fool owns shares of Apple and Costco Wholesale. Try any of our Foolish newsletter services [free for 30 days](#). We Fools may not all hold the same opinions, but we all believe that [considering a diverse range of insights](#) makes us better investors. The Motley Fool has a [disclosure policy](#).*

**This Stock Could Be Like Buying Amazon in 1997**

Imagine if you had bought Amazon in 1997... a \$5,000 investment then would be worth almost \$1 million today.

You can't go back and buy Amazon 20 years ago...but we've uncovered what our analysts think is the next-best thing: A special stock with mind-boggling growth potential.

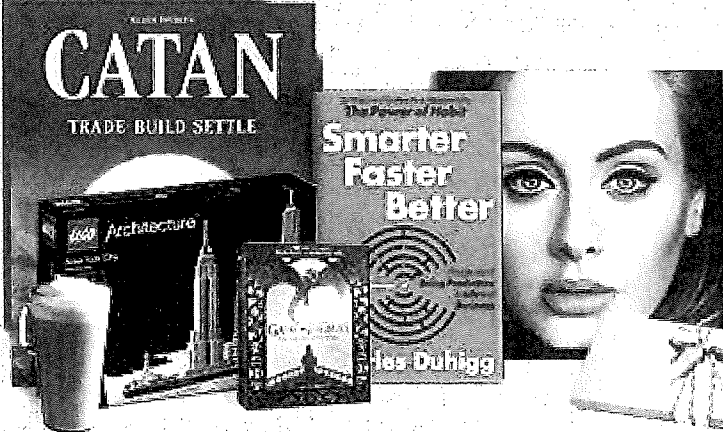
With hundreds of thousands business customers already signed up, this stock has been described as "strikingly similar to an early Amazon.com."

To learn more about it, [click here](#).

# Exhibit D

# B&N Membership

JOIN NOW • RENEW MEMBERSHIP • MANAGE YOUR PROFILE



*Save More,  
In Store, Every  
Day*  
Every Time You Shop

## Sign Up Now and Start Saving Right Away!

I accept the Terms & Conditions

**Only \$25 a year. Receive over \$50 in Bonus Coupons by email when you join.<sup>†</sup>**

JOIN TODAY

**Your Membership shall automatically renew. The fee will be automatically charged annually about 30 days prior to the expiration date. At any time prior to the charge date you may opt out of automatic renewal by managing your Member profile through your authenticated BN.com account, or by calling Member Services at 1-866-238-READ.**

**You may cancel the Membership in accordance with the Terms & Conditions.**

**See all Member Benefits >**

## What Our Members Love



**Free Shipping** "Barnes & Noble Membership allows me to order without shipping fees. That's probably why my UPS deliveryman and I are on a first name basis."

- *Ronald Wimer*



**Special Offers** "It is the one and only card I always have in my wallet. I truly love my Membership with Barnes & Noble and the benefits that come with it!"

- *Jamie Burtzloff*



**Amazing Discounts** "\$25 a year gives me an amazing amount of savings. If it is a snowy day here in Indiana, I can order on line with no shipping costs."

- *Judy Kingseed*

## How Membership Works



### Over \$50 in Bonus Coupons

That's more than the cost of the Membership!†

*For new Members only.*



### Member-Exclusive Offers

We'll send you special savings via email throughout the year.



### Automatic Renewal

Never miss a day of savings with this handy extra.\*

# Exhibit E

Menu

0

Search

**Sam's Savings | \$45****Join Now****Membership details:****Optical Discount**

\$40 off when you purchase 2 complete pairs of regularly priced Rx eyeglasses not using vision plan/ insurance benefits.

**Sam's Club® MasterCard®**

Receive 5% cash back on gas at US and Puerto Rico gas stations and on gas at Sam's Club (on first \$6,000 per year in purchases, 1% on purchases after), 3% cash back on dining and travel, and 1% cash back on other purchases. [Terms & Conditions \(/membership/termsandconditions#scmastercard\)](#)

**Instant Savings**

Receive special savings from our top suppliers that are above and beyond our members-only prices. Offers are electronically loaded to your card and automatically redeemed at checkout. Your Instant Savings book is mailed to your home several times throughout the year. [Terms & Conditions \(/membership/termsandconditions#instantsavings\)](#)

**Tire and Battery Center**

Get free flat repair, battery testing, air pressure check and wiper blade installation. Receive free rotations with any in-club tire purchase and complimentary emergency tire changing with the Premium Tire Installation Package.

**Club Pickup**

Order online by 5 pm and it will be ready for pickup at the club anytime the next day.

0263

Ex E

**Cash Rewards**

Get \$10 for every \$500 in qualifying purchases, up to \$500 annually. Use for purchases, membership fee or redeem for cash. [Terms & Conditions \(/membership/termsandconditions#cashrewards\)](/membership/termsandconditions#cashrewards)

*Available only with Sam's Plus*

**Extra Protection Service Plan**

Receive an extra year of coverage with the purchase of a service or warranty plan.

*Available only with Sam's Plus*

**Early Shopping Hours**

We'll open the doors for you at 7 am Monday–Saturday; get in and out with what you need.

*Available only with Sam's Plus & Sam's Business*

**Pharmacy Discount**

Save 40% on many generics and 8% on name-brand prescriptions when not using prescription drug coverage. In 2012, plus members using the discount saved on average \$16 per prescription versus the regular Sam's retail price.

*Available only with Sam's Plus & Sam's Business*

**Add-on Memberships**

Add-on memberships are available for businesses only - at both the business and plus membership level. Add-on members receive all business member benefits including a complimentary household card and are \$45 annually. Businesses with a plus membership can have up to 16 add-ons; business memberships can have up to 8 add-ons.

*Available only with Sam's Plus & Sam's Business*

**Plus what's included with all memberships:**

---

**100% Satisfaction Guarantee**

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**Sam's Club® Fuel Station**

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**Free Health Screenings**

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**Sam's Club Credit**

---

**Hearing Aid Center**

---

**Tech Experts**

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**Delivery and Installation**

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**Sam's Club Photo**

Join Sam's Savings \$45

Early shopping hours and more...

**Save even more with Sam's Plus | \$100**

**[Learn More](#)**  
**[\(/membership/joinlearnmore/advantage%20plus\)](/membership/joinlearnmore/advantage%20plus)**

[Terms and Conditions \(/membership/termsandconditions\)](/membership/termsandconditions)

**Sign up for email updates**

Get info on savings events, special offers, new items, in-club events and more. [Privacy Policy](#)

Email Address

**Sign up**

Email signup isn't currently available in Puerto Rico

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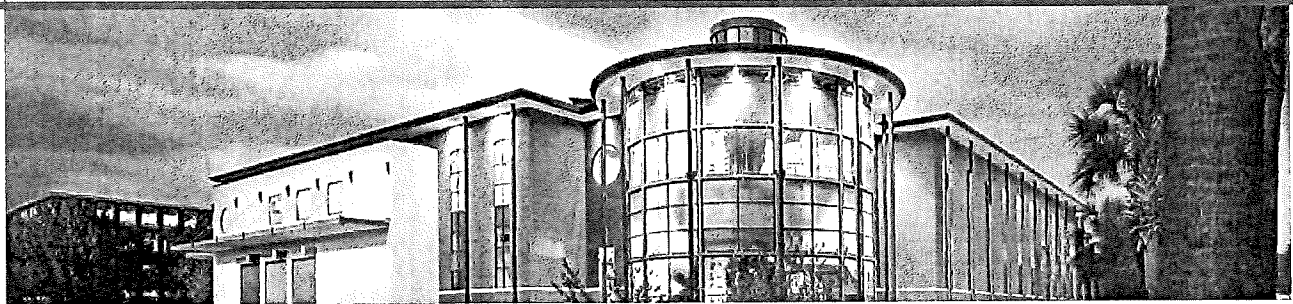
# Exhibit F

Select Language ▼



( / )

MENU



## Membership

Enjoy **BIG** savings with an annual EdVenture membership. Sure, it's a great value but what's even better are the memories you and your family are sure to make — together!

### **EdVenture Membership** **(<https://sales.edventure.org/membership.aspx>)**

Check out the benefits of membership.

- **FREE Admission!** - Unlimited free museum admission for one year (up to 2 named adults and all named children)
- **FREE Children's Meals in the Carousel Cafe!** Free children's meal for all named members' children 12 years and under, with the purchase of an adult meal

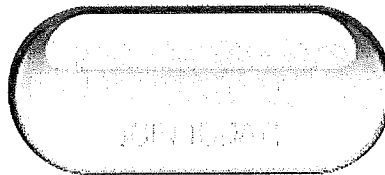
**And more...**

- 4 Guest Passes (\$46 value)
- 50% off discounts for Planet Putt and Play and the Carousel
- StoryBook Ball exclusive registration and discounts

## PLUS...

- **FREE** admission! to EdVenture's membership exclusive Toddler Takeover (September-May)
- **FREE** admission to the Children's Museum of South Carolina in Myrtle Beach
- Special member shopping discounts and events in EdCetera, the museum's gift shop
- Advanced notice of upcoming events through e-news

**Cost: \$129**



**(<https://sales.edventure.org/membership.aspx>)**

**Premier Membership**

**(<https://sales.edventure.org/membership.aspx>)**

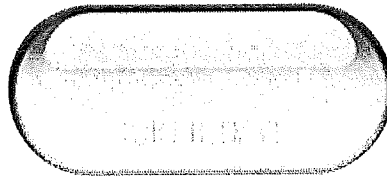
Get all the benefits of an EdVenture Membership, **PLUS...**

- Choice of **FREE** Eddie's BIG Birthday Bash (**\$200 value**) or a Kids Cook class\*
- **FREE** all-day passes to carousel and Planet Putt and Play passes

## And there's more!

- 25% off facility rental and Night in the Museum experiences
- An additional named adult member and 2 additional guest passes (6 passes total or \$69 value)
- Invitation to exclusive Premier Members-only events

**Cost: \$329**



**(<https://sales.edventure.org/membership.aspx>)**  
**Gift Memberships**

Memberships can be purchased as gifts at the front desk during regular business hours or online. A certificate of the gift membership will be mailed directly to the receiving family. The donor will receive a thank you note confirming that the gift membership has been mailed.

To purchase a gift membership online, just click the **Join Today** button at the desired level and check the box to designate the membership as a gift.

All memberships are non-refundable and are valid for one full year from date of purchase. Members need to bring and present photo identification upon each visit to the museum.

\*Restrictions apply.

**Questions about membership?**

Kae Fuller, Museum Experiences Manager  
kfuller@edventure.org, 803-400-1148

## **Membership (/membership/)**

---

### **Hours**

Monday - Sunday:  
9 a.m. - 5 p.m.

## Admission

Members	Free
Children and Adults	\$11.50
Seniors (age 62+)	\$10.50
Military (with ID)	\$10.50
Educator (with ID)	\$10.50
Groups (15+ w/RSVP)	\$8.50
Children under two	Free

### Exhibits (/exhibits/)

[EDDIE \(/exhibits/eddie/\)](#)

[Wags & Whiskers \(/exhibits/wags-whiskers/\)](#)

[Maker Works \(/exhibits/maker-works/\)](#)

[My Backyard \(/exhibits/my-backyard/\)](#)

[World of Work \(/exhibits/world-of-work/\)](#)

[Seasonal \(/exhibits/seasonal/\)](#)

[Planet Putt and Play \(/exhibits/planet-putt-and-play/\)](#)

### Calendar (/calendar/)

#### Plan Your Visit (/plan-your-visit/)

[Schedule a Visit \(/plan-your-visit/schedule-a-visit/\)](#)

[Accessibility & Inclusion \(/plan-your-visit/accessibility-inclusion/\)](#)

[Family Visits \(/plan-your-visit/family-visits/\)](#)

[Group Visits \(/plan-your-visit/group-visits/\)](#)

[Birthdays \(/plan-your-visit/birthdays/\)](#)

[General Information \(/plan-your-visit/general-information/\)](#)

[The Big News Calendar \(/plan-your-visit/the-big-news-calendar/\)](#)

[Nearby Accommodations \(/plan-your-visit/nearby-accommodations/\)](#)

[Carousel Cafe \(/plan-your-visit/carousel-cafe/\)](#)

**Educators (/educators/)**

[Professional Development \(/educators/professional-development/\)](/educators/professional-development/)

**Programs (/programs/)**

[After School \(/programs/after-school/\)](/programs/after-school/)

[Camps \(/programs/camps/\)](/programs/camps/)

[School and Group Programs \(/programs/school-and-group-programs/\)](/programs/school-and-group-programs/)

[Early Childhood \(/programs/early-childhood/\)](/programs/early-childhood/)

[Fire & Life Safety \(/programs/fire-life-safety/\)](/programs/fire-life-safety/)

[Homeschool \(/programs/homeschool/\)](/programs/homeschool/)

[EdVenture Health Team \(/programs/edventure-health-team/\)](/programs/edventure-health-team/)

[Annual Events \(/programs/annual-events/\)](/programs/annual-events/)

[EdCeptional Kids \(/programs/edceptional-kids/\)](/programs/edceptional-kids/)

[EdVenture Eats \(/programs/edventure-eats/\)](/programs/edventure-eats/)

[Youth Development \(/programs/youth-development/\)](/programs/youth-development/)

[Yes, Every Child \(/programs/yes-every-child/\)](/programs/yes-every-child/)

**About Us (/about-us/)**

[Community \(/about-us/community/\)](/about-us/community/)

[Employment Opportunities \(/about-us/employment-opportunities/\)](/about-us/employment-opportunities/)

[Facility Rental \(/about-us/facility-rental/\)](/about-us/facility-rental/)

[Staff \(/about-us/staff/\)](/about-us/staff/)

[Board \(/about-us/board/\)](/about-us/board/)

[Volunteer Opportunities \(/about-us/volunteer-opportunities/\)](/about-us/volunteer-opportunities/)

[Meet EDDIE \(/about-us/meet-eddie/\)](/about-us/meet-eddie/)

[Media Center \(/about-us/media-center/\)](/about-us/media-center/)

**Support Us (/membership/)**

[100 Men Who Cook For Kids \(/support-us/100-men-who-cook-for-kids/\)](/support-us/100-men-who-cook-for-kids/)

[Advise \(/support-us/advise/\)](/support-us/advise/)

[Donate \(/support-us/donate/\)](/support-us/donate/)

[Events \(/support-us/events/\)](/support-us/events/)

[Impact \(/support-us/impact/\)](/support-us/impact/)

[Our Supporters \(/support-us/our-supporters/\)](/support-us/our-supporters/)

[Volunteer \(/support-us/volunteer/\)](/support-us/volunteer/)

## Membership (/membership/)

803-779-3100 (tel:8037793100)

211 Gervais Street  
(<https://www.google.com/maps/place/211+Gervais+St,+Columbia,+SC+29201/>)

Connect (<mailto:info@edventure.org>)

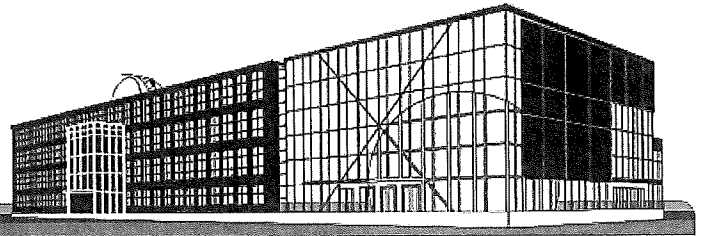
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[Home \(/\)](#)

[Privacy Policy \(/privacy-policy/\)](#)

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# Exhibit G



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[EXPLORE »](#)
[EVENTS »](#)
[EDUCATION »](#)
[ABOUT »](#)
[SUPPORT »](#)
[SHOP](#)
[BLOG](#)

Home » New Membership Updates

## New Membership Updates

# MEMBERS

Thank you for being a member and supporting your State Museum! To improve your membership experience, the museum recently introduced exciting new upgrades and options to our current levels starting February 15, 2017. Please see below for more information and if you have any questions please contact the Membership Dept. by phone at 803.898.4937 or by email at [membership@scmuseum.org](mailto:membership@scmuseum.org)

### **PAYROLL MEMBERS**

If you are a South Carolina State Employee and pay for your membership through payroll deduction, please [CLICK HERE](#).

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### **WHAT'S CHANGING**

#### **Attraction Tickets:**

- As members, after February 15, you can use the free tickets that come with your membership at any add-on attraction (4D theater, planetarium, blockbuster exhibit).
- Anytime you visit the museum, please come to the ticket desk so we can greet you and get you checked-in. New program members will need to visit the desk to get their attraction tickets for the day. Old program members can still scan their card at the attractions.

#### **+1 Guest Option (Family Basic only):**

- Family Basic members will receive the new benefit of being able to bring an unnamed guest with them at each visit for free after they renew under the new program.
- This option is great for babysitters, college-aged children not covered under your membership, grandparents or any other adult you want to bring with you.
- Members must be present to check-in their guest at each visit. Member card is not transferable to unnamed guest.

#### **ROAM Benefits (Family Plus and above levels only):**

- ROAM is the Reciprocal Organization of Associated Museums. It allows Members to take their benefits with them when they travel to other participating museums including Member general admission for two and Member discounts in stores and restaurants.
- To start receiving your ROAM benefits, please come by the museum to get your ROAM sticker. You do not have to wait

until you renew under the new program to use this benefit.

- You can get a full list of participating museums on the ROAM website.

## HOW DOES THIS AFFECT ME?

### “I Renewed Before February 15”

If you renewed your membership before Feb. 15, 2017 you will still operate under the older membership level benefits (2016) until you renew again.

### “I Will Be Renewing After February 15”

If you have not renewed your membership but plan to, simply renew your membership as you normally would and you will automatically be part of the new program.

### “I want to Renew Early to Be a Part of the New Program”

We recommend that you continue to enjoy the benefits on your current membership and renew with the new program when it is time for you to renew. If you have not used all your tickets at the time of early renewal, you will lose them.

## WHAT DO I NEED TO DO?

√ If you are OK with enjoying your membership and renewing in the new program when it’s your renewal time – nothing – just renew as you normally would. You can still renew by mail, phone, in person or online.

√ If you want to take advantage of the new program but are not up for renewal – you can renew early. In doing so, your benefits will start over and you will lose any unused benefits from the previous program. You will also get a new renewal date so that you enjoy a full year of the new benefits. Keep in mind, some benefits are going away and some are being added, so make sure renewing early is in your best interest. We can help you with this decision, just call or email us anytime.

#### EXHIBITS

SOUTH CAROLINA AND THE GREAT WAR

APP 4 THAT

ART: A COLLECTION OF COLLECTIONS

GUY LIPSCOMB: A CENTENNIAL CELEBRATION

#### CONTACT US

*Museum Information:*

803-898-4921

*Address:*

South Carolina State Museum  
301 Gervais Street  
Columbia, SC 29201

[CLICK HERE](#) to report State Agency Fraud (Office of the Inspector General)

#### AFFILIATES

#### MUSEUM HOURS

*Mon., Wed. - Fri.:* 10 a.m. - 5

*p.m. Tues.:* 10 a.m. - 8 p.m.

*Sat.:* 10 a.m. - 6 p.m.

*Sun.:* 12 - 5 p.m.

#### SOCIAL MEDIA

# Exhibit H

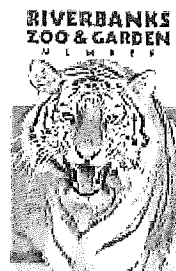


## WILD ADVENTURES BEGIN WITH MEMBERSHIP!

Join or renew today, visit today — Just Zoo It! It's the best family entertainment value around.

Receive free admission to the Zoo and Garden every day for an entire year, guest passes, discounts and a whole lot more. Plus, your membership contribution will help support our education and conservation programs, helping to make your Zoo and Garden the premier family choice for education and recreation in the Southeast.

No matter how or where you join or renew, your membership card will be available at the ticket booth on your next visit to the Zoo. All of your membership information, benefits and guest passes will be stored on a new, barcoded membership card, which will be yours, permanently. Simply join—or renew—online, at the gate or in the mail, and your permanent membership card will be activated—or reactivated—on your next trip to the Zoo. Then, just show your card at the turnstile each time you visit for a speedy entry experience!



### Primary Benefits for all membership levels.

- Free admission everyday.
- Free "green" guest passes (each guest pass is a \$16.95 value).
- Free visit to Lights Before Christmas.
- Free subscription to *Riverbanks* magazine.
- Free admission to Members' Night Out.
- Discounted admission to more than 100 participating zoos and aquariums across the country. Learn more about reciprocal admission privileges.
- Members-only discounts off Boo at the Zoo and other after-hours events.
- 10% discount in Zoo and Garden gift shops.
- Timely and informative email updates.
- Discounts off Riverbanks Backstage tours, Parents' Night Out, and Zoo Camps.
- Add cash value to your membership card and use it in the park for concessions, retail, attractions or other in-park purchases. (Membership card and picture ID will be required to redeem. Any value added is non-refundable and cannot be redeemed for cash. Lost or stolen membership cards will not be replaced, unless presented with original purchase receipt.)
- 10% discount off the 40th anniversary book Riverbanks Zoo and Garden: Forty Wild Years and all other USC Press books ordered through The Press.
- 20% OFF Entire Regularly-Priced Mast Store Branded Purchase. Cannot be combined with other offers or to purchase gift cards. Not valid on Mast Store employee purchases. In-stock items only. Not valid online.

Ex H

Limit one offer per visit. Valid Riverbanks Employee season pass required to receive offer. Offer valid 1/1/2017 thru 12/31/2017.

**Choose a Membership Level that fits you best!**

Individual—\$59

Individual Plus—\$89

Individual Explorer—\$129

Family OR Grandparent—\$99

Family Plus—\$119

- Two named adults.
- Children ages 18 and under living in household OR Grandchildren ages 18 and under.
- Twelve free guest passes.
- Primary benefits.

**\*\*PLUS\*\***

- Unlimited free visits to Lights Before Christmas.

**BEST VALUE—Family Explorer—\$189**

- Two named adults.
- Children ages 18 and under living in household OR Grandchildren ages 18 and under.
- Twelve free guest passes.
- Primary benefits.

**\*\*PLUS\*\***

- Unlimited free visits to Lights Before Christmas.
- Unlimited free rides and attractions all year long. (Guest passes do not apply. Unlimited rides and attractions apply to daytime visits only. Sky-High Safari and Zip Line are not included in unlimited rides and attractions packages.)

**Patron—\$225**

- Two named adults.
- One guest anytime.
- Children ages 18 and under living in household OR Grandchildren ages 18 and under.
- Twelve free guest passes.
- Primary benefits.

**\*\*PLUS\*\***

- Unlimited free visits to Lights Before Christmas.
- Unlimited free rides and attractions all year long. (Guest passes do not apply. Unlimited rides and attractions apply to daytime visits only. Sky-High Safari and Zip Line are not included in unlimited rides and attractions packages.)

- NEW Riverbanks Backstage tour for two.
- Two membership cards.

Curator—\$275 (GOLD MEMBERSHIP)

- Two named adults.
- One guest anytime.
- Children ages 18 and under living in household OR Grandchildren ages 18 and under.
- Sixteen free guest passes.
- Primary benefits.

**\*\*PLUS\*\***

- Unlimited free visits to Lights Before Christmas.
- Unlimited free rides and attractions all year long. (Guest passes do not apply. Unlimited rides and attractions apply to daytime visits only. Sky-High Safari and Zip Line are not included in unlimited rides and attractions packages.)
- NEW Riverbanks Backstage tour for two.
- Two membership cards.
- Private Gold Circle Event.


Director—\$500 (GOLD MEMBERSHIP)


Benefactor—\$1,000 (GOLD MEMBERSHIP)


- Two named adults.
- One guest anytime.
- Children ages 18 and under living in household OR Grandchildren ages 18 and under.
- Twenty free guest passes.
- Discounted general admission tickets.
- Primary benefits.


**\*\*PLUS\*\***


- Unlimited free visits to Lights Before Christmas.
- Unlimited free rides and attractions all year long. (Guest passes do not apply. Unlimited rides and attractions apply to daytime visits only. Sky-High Safari and Zip Line are not included in unlimited rides and attractions packages.)
- NEW Riverbanks Backstage tour for two.
- Two membership cards.
- Private Gold Circle Event.
- 25% discount on facility rentals.
- Two complimentary tickets to Wine Tasting at Riverbanks Botanical Garden.
- Two complimentary tickets to Brew at the Zoo.
- Two complimentary tickets to Riverbanks ZOOfare.


**Consider the Savings** with the best family entertainment value around! Compare and see for yourself. 

General Admission Rates—per visit per person 

Individual Membership—greater than \$108.70 value for only \$69.00! 


Family Membership—greater than \$253.50 value for only \$99.00! 

**BEST VALUE!** Family Explorer Membership—greater than \$549.20 value for only \$189.00! 

**Members' Night Out** is free, after-hours and for members only (no guest passes, please.) 

Riverbanks members can stroll through the Zoo on three Friday evenings for three extraordinary hours—when the park is normally closed to the public.


Come one evening or all. Join us May 19, June 16 and July 21. Gates open at 6:00pm. Parking at the main Zoo entrance only. Valid membership card and ID required. Guest admission: \$5 per person.

**Reciprocal Admission Privileges** for more than 100 participating zoos and aquariums nationwide. 

Riverbanks members are entitled to discounted admission into more than 100 participating zoos and aquariums nationwide. Reciprocity applies only for admission to the main facility on normal operating days/hours and may exclude exhibits or events requiring an additional fee. Members must be prepared to show a current Riverbanks membership card, new travel passport\* and a picture ID. It is highly recommended that you contact the institution you plan to visit ahead of time to verify reciprocity and to review the specific admission/membership policies, parking fees, guest privileges and discounts to that facility.

[View the latest Reciprocal Admissions List. \(PDF\)](#)

\*To request our new travel passport: Call the [Membership Office](#) at 803.779.8717 (and press 11) between 8:30am and 5:00pm, Monday through Friday. [View Passport Sample. \(PDF\)](#)

**Give a Gift of Membership** 

Memberships make great gifts and may be purchased at any Riverbanks ticket booth, over the phone or by mail. You can either pick up your gift of membership at any Riverbanks ticket booth and hand-deliver it to your gift recipient, or we can send your gift recipient notification of the gift.

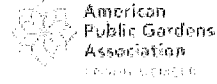
To purchase or renew a Gift of Membership: [Download a printable mail-in form. \(PDF\)](#) or call the [Membership Office](#) at 803.779.8717 (and press 11) between 8:30am and 5:00pm, Monday through Friday.

## About Riverbanks Society



Established in 1978 by a group of concerned citizens, Riverbanks Society started out with a base of 200 members and has grown far beyond expectations with nearly 40,000 member households representing 190,000 individuals, making it one of the largest nonprofit zoo societies per capita in the United States. Members and donors provide important resources for the research, education and conservation efforts of the Zoo and Garden, strengthening Riverbanks' position as a world-class zoo and leader in wildlife conservation.

It is the mission of Riverbanks Zoo and Garden to foster appreciation and concern for all living things. Riverbanks Society is the registered 501(c)(3) nonprofit organization supporting the needs of Riverbanks Zoo and Garden.



@Riverbanks Zoo & Garden • 500 Wildlife Parkway, Columbia, SC 29210 • 803.779.8717

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