

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

UNITED STATES OF AMERICA,)	
)	
Plaintiff,)	
)	
v.)	
)	
APPLE, INC.,)	Civil Action No. 1:12-CV-2826
HACHETTE BOOK GROUP, INC.,)	
HARPERCOLLINS PUBLISHERS L.L.C.,)	
VERLAGSGRUPPE GEORG VON)	
HOLTZBRINCK GMBH,)	
HOLTZBRINCK PUBLISHERS, LLC)	
d/b/a MACMILLAN,)	
THE PENGUIN GROUP,)	
A DIVISION OF PEARSON PLC,)	
PENGUIN GROUP (USA), INC., and)	
SIMON & SCHUSTER, INC.,)	
)	
Defendants.)	
)	

STIPULATION

It is hereby stipulated and agreed by and between the undersigned parties, subject to approval and entry by the Court, that:

1. The Court has jurisdiction over the subject matter of this action and over each of the parties hereto, and venue of this action is proper in this Court.

2. The parties stipulate that a Final Judgment in the form attached hereto may be filed with and entered by the Court, upon the motion of any party or upon the Court's own motion, at any time after compliance with the requirements of the Antitrust Procedures and Penalties Act, 15 U.S.C. § 16, and without further notice to any party or other proceedings, provided that the United States has not withdrawn its consent, which it may do at any time before

the entry of the proposed Final Judgment by serving notice thereof on the Defendants and by filing that notice with the Court. The Defendants agree to arrange, at their expense, publication as quickly as possible of the newspaper notice required by the APPA, which shall be drafted by the United States in its sole discretion. The publication shall be arranged no later than three (5) business days after the Defendants' receipt from the United States of the text of the notice and the identity of the newspaper within which the publication shall be made. The Defendants shall promptly send to the United States (a) confirmation that publication of the newspaper notice has been arranged, and (b) the certification of the publication prepared by the newspaper within which the notice was published.

3. The Defendants shall abide by and comply with the provisions of the proposed Final Judgment, pending the Judgment's entry by the Court, or until expiration of time for all appeals of any Court ruling declining entry of the proposed Final Judgment, and shall, from the date of the signing of this Stipulation by the parties, comply with all the terms and provisions of the proposed Final Judgment as though the same were in full force and effect as an order of the Court.

4. This Stipulation shall apply with equal force and effect to any amended proposed Final Judgment agreed upon in writing by the parties and submitted to the Court.

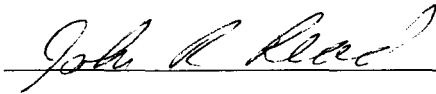
5. In the event (a) the United States has withdrawn its consent, as provided in Paragraph 2 above, or (b) the proposed Final Judgment is not entered pursuant to this Stipulation, the time has expired for all appeals of any Court ruling declining entry of the proposed Final Judgment, and the Court has not otherwise ordered continued compliance with the terms and provisions of the proposed Final Judgment, then the defendants are released from all further

obligations under this Stipulation, and the making of this Stipulation shall be without prejudice to any party in this or any other proceeding.

6. The Defendants represent that the actions the Defendants are required to perform pursuant to the proposed Final Judgment can and will be performed, and that the Defendants will later raise no claim of mistake, hardship or difficulty of compliance as grounds for asking the Court to modify any of the provisions contained therein.

Dated: April 10, 2012

FOR PLAINTIFF
UNITED STATES OF AMERICA
John R. Read
United States Department of Justice
Antitrust Division
Litigation III Section
450 Fifth Street, N.W., Suite 4000
Washington, DC 20530
(202) 305-9969
john.read@usdoj.gov



FOR DEFENDANT
HACHETTE BOOK GROUP, INC.
Paul Yde
Freshfields Bruckhaus Deringer US LLP
701 Pennsylvania Ave., NW
Suite 600
Washington, DC 20004-2692
(202) 777-4500
paul.yde@freshfields.com

FOR DEFENDANT
HARPERCOLLINS PUBLISHERS L.L.C.
Clifford H. Aronson
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, NY 10036
(212) 735-2644
clifford.aronson@skadden.com

obligations under this Stipulation, and the making of this Stipulation shall be without prejudice to any party in this or any other proceeding.

6. The Defendants represent that the actions the Defendants are required to perform pursuant to the proposed Final Judgment can and will be performed, and that the Defendants will later raise no claim of mistake, hardship or difficulty of compliance as grounds for asking the Court to modify any of the provisions contained therein.

Dated: April 10, 2012

FOR PLAINTIFF
UNITED STATES OF AMERICA
John R. Read
United States Department of Justice
Antitrust Division
Litigation III Section
450 Fifth Street, N.W., Suite 4000
Washington, DC 20530
(202) 305-9969
john.read@usdoj.gov

FOR DEFENDANT
HACHETTE BOOK GROUP, INC.
Paul Yde
Freshfields Bruckhaus Deringer US LLP
701 Pennsylvania Ave., NW
Suite 600
Washington, DC 20004-2692
(202) 777-4500
paul.yde@freshfields.com



FOR DEFENDANT
HARPERCOLLINS PUBLISHERS L.L.C.
Clifford H. Aronson
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, NY 10036
(212) 735-2644
clifford.aronson@skadden.com

obligations under this Stipulation, and the making of this Stipulation shall be without prejudice to any party in this or any other proceeding.

6. The Defendants represent that the actions the Defendants are required to perform pursuant to the proposed Final Judgment can and will be performed, and that the Defendants will later raise no claim of mistake, hardship or difficulty of compliance as grounds for asking the Court to modify any of the provisions contained therein.

Dated: April 10, 2012

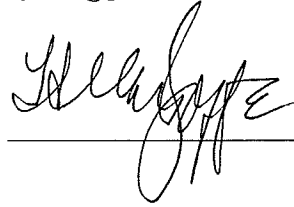
FOR PLAINTIFF
UNITED STATES OF AMERICA
John R. Read
United States Department of Justice
Antitrust Division
Litigation III Section
450 Fifth Street, N.W., Suite 4000
Washington, DC 20530
(202) 305-9969
john.read@usdoj.gov

FOR DEFENDANT
HACHETTE BOOK GROUP, INC.
Paul Yde
Freshfields Bruckhaus Deringer US LLP
701 Pennsylvania Ave., NW
Suite 600
Washington, DC 20004-2692
(202) 777-4500
paul.yde@freshfields.com

FOR DEFENDANT
HARPERCOLLINS PUBLISHERS L.L.C.
Clifford H. Aronson
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, NY 10036
(212) 735-2644
clifford.aronson@skadden.com

 (CSL)

FOR DEFENDANT
SIMON & SCHUSTER, INC.
Helene D. Jaffe
Proskauer Rose LLP
Eleven Times Square
New York, NY 10036-8299
(212) 969-3305
hjaffe@proskauer.com



CERTIFICATE OF SERVICE

I, Stephen T. Fairchild, hereby certify that on April 11, 2012, I caused a true and correct copy of the foregoing Stipulation and attached Proposed Final Judgment to be served via electronic mail on:

For Defendant Apple, Inc.:

Richard Parker
O'Melveny & Myers LLP
1625 Eye Street, NW
Washington, DC 20006
rparker@omm.com

For Defendant Hachette Book Group, Inc.:

Paul Yde
Freshfields Bruckhaus Deringer LLP
701 Pennsylvania Avenue, NW
Suite 600
Washington, DC 20004-2692
paul.yde@freshfields.com

For Defendant HarperCollins Publishers L.L.C.:

Clifford H. Aronson
Skadden, Arps, Slate, Meagher
& Flom LLP
Four Times Square
New York, NY 10036-6522
clifford.aronson@skadden.com

For Defendants Verlagsgruppe Georg von
Holtzbrinck GmbH & Holtzbrinck Publishers,
LLC d/b/a Macmillan:

Joel M. Mitnick
Sidley Austin LLP
787 Seventh Avenue
New York, NY 10019
jmitnick@sidley.com

For Defendants The Penguin Group, A
Division of Pearson PLC & Penguin Group
(USA) Inc.:

Daniel F. McInnis
Akin Gump Strauss Hauer & Feld LLP
1333 New Hampshire Avenue, NW
Washington, DC 20036-1564
dmcinnis@akingump.com

For Defendant Simon & Schuster, Inc.:

Helene D. Jaffe
Proskauer Rose LLP
Eleven Times Square
New York, NY 10036-8299
hjaffe@proskauer.com

s/ Stephen T. Fairchild

Stephen T. Fairchild
United States Department of Justice
Antitrust Division
450 Fifth Street, NW, Suite 4000
Washington, D.C. 20530