

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

_____)	
UNITED STATES OF AMERICA,)	
)	
Plaintiff,)	
)	Civil Action No. 1:12-CV-2826
v.)	
)	ECF Case
APPLE, INC., <i>et al.</i> ,)	
)	
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 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 ("APPA"), 15 U.S.C. § 16, and without further notice to any party or other proceedings, provided that the United States has not withdrawn its consent, which it may do at any time before the entry of the proposed Final Judgment by serving notice thereof on Penguin Group (USA), Inc. and The Penguin Group, a division of Pearson PLC (those two entities collectively referred to herein as "Penguin") and by filing that notice with the Court. Penguin agrees to arrange, at its 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 five (5) business days after Penguin's receipt from the United States of the text of the notice and the identity of the newspaper within which the publication shall be made. Penguin 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. Penguin 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 that: (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 Penguin is 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. Penguin represents that the actions it is required to perform pursuant to the proposed Final Judgment can and will be performed, and that it 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.

7. Penguin agrees that it will cooperate in the United States' ongoing prosecution of this case, including substantially complying with the United States' requests for production, responding reasonably to requests to authenticate Penguin documents, making Penguin employees identified by the United States on December 7, 2012 as likely deponents available for deposition in the United States upon notice by the United States, and reasonably accommodating requests by the United States to make Penguin employees, wherever located, available for testimony at trial as needed.

Dated: December 18, 2012

FOR PLAINTIFF
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