UNITED STATES DISTRICT COURT FOR THE SOUTHERN DISTRICT OF NEW YORK

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UNITED STATES OF AMERICA,
Plaintiff,
v.
APPLE, INC.,
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.

Civil Action No. 12-CV-2826 (DLC)

DECLARATION OF STEPHANIE A. FLEMING IN SUPPORT OF MOTION FOR ENTRY OF FINAL JUDGMENT

STEPHANIE A. FLEMING, declares:

1. I am an attorney representing Plaintiff United States of America ("United States")

and am authorized to practice before this Court. I make this declaration in support of the United

States' Motion for Entry of Final Judgment, pursuant to the Antitrust Procedures and Penalties

Act, 15 U.S.C. § 16(b)-(h) ("Tunney Act"), and Fed. R. Civ. P. 54(b).

Case 1:12-cv-02826-DLC Document 89 Filed 08/03/12 Page 2 of 3

2. Attached as Exhibit 1 is a Certificate of Compliance, confirming that all parties have complied with the requirements that must be met under the Tunney Act prior to entry of the proposed Final Judgment.

3. Attached as Exhibit 2 is a true and correct copy of the proposed Final Judgment, which was originally filed April 11, 2012. (Docket No. 4).

In accordance with 28 U.S.C. § 1746, I declare under penalty of perjury that the

foregoing is true and correct to the best of my knowledge and belief.

Dated: August 3, 2012

/s/

Stephanie A. Fleming United States Department of Justice Antitrust Division 450 Fifth Street, N.W., Suite 4000 Washington, DC 20530 (202) 514-9228 Stephanie.Fleming@usdoj.gov

Attorney for Plaintiff United States of America

CERTIFICATE OF SERVICE

I, Stephanie A. Fleming, hereby certify that on August 3, 2012, I caused a copy of the Declaration of Stephanie A. Fleming, in Support of Plaintiff United States' Motion for Entry of Final Judgment and attached exhibits, to be served by the Electronic Case Filing System on all parties to this action. Additionally, courtesy copies were provided electronically to the following individuals:

For the State of Connecticut: W. Joseph Nielsen Assistant Attorney General Antitrust Division Office of the Attorney General 55 Elm Street Hartford, CT 06106 (860) 808-5040 Joseph.Nielsen@ct.gov

For the Private Plaintiffs: Jeff D. Friedman Hagens Berman 715 Hearst Ave., Suite 202 Berkeley, CA 94710 (510) 725-3000 jefff@hbsslaw.com For the State of Texas: Gabriel R. Gervey Assistant Attorney General Antitrust Division Office of the Attorney General of Texas 300 W. 15th Street Austin, Texas 78701 (512) 463-1262 gabriel.gervey@oag.state.tx.us

/s/

Stephanie A. Fleming United States Department of Justice Antitrust Division 450 Fifth Street, N.W., Suite 4000 Washington, DC 20530 (202) 514-9228 Stephanie.Fleming@usdoj.gov

Attorney for Plaintiff United States of America