

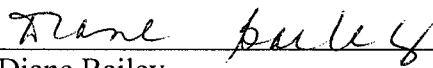
MEMORANDUM OF UNDERSTANDING made as of the 18th day of April, 2012, between **HARPERCOLLINS PUBLISHERS L.L.C.** (the "Employer") and **THE ASSOCIATION OF HARPERCOLLINS EMPLOYEES** (the "Union"), Affiliated with Technical Office and Professional Union ("T.O.P."), Local 2110, United Auto Workers.


The Employer and the Union acknowledge and agree that their respective bargaining committees have reached full, final and complete agreement on a new collective bargaining agreement, a true and correct copy of which is attached hereto at Appendix A (the "New CBA"). The Union represents that it will submit the New CBA to a vote by its members for ratification and that it will endorse and recommend to its members that they vote for ratification of the New CBA.

The Employer and the Union further agree if ratified, one year from the date of ratification, the Employer will create two vacancies on the Merit Review Panel (Section 7.6 of the New CBA) and submit to the Union two names for each such vacancy for the Union to choose among.

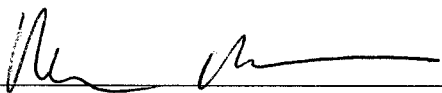
IN WITNESS WHEREOF, the parties have executed this Agreement to be effective as of the date first above written.

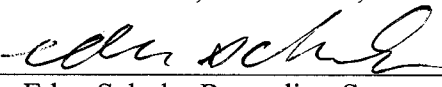
HARPERCOLLINS PUBLISHERS L.L.C.

By 
Diane Bailey
Senior Vice President, Human Resources

By 
Beth Silfin
Vice President and Deputy General Counsel

THE ASSOCIATION OF HARPERCOLLINS EMPLOYEES
(Technical Office and Professional Union, Local 2110, U.A.W.)

By 
Maida Rosenstein, President
T.O.P. Union, Local 2110, U.A.W.

By 
Eden Schulz, Recording Secretary
T.O.P. Union, Local 2110, U.A.W.

APPENDIX A

Accounting Clerk I
Accounting Clerk II
Administrative Assistant
Administrative Associate
Administrative Coordinator
Advertising & Marketing Coordinator
Advertising & Promotion Assistant
Advertising & Promotion Assistant I
Advertising & Promotion Assistant II
Advertising & Promotion Associate
Advertising & Promotion Coordinator
Advertising Assistant II
Advertising Coordinator
Agency Plan/Convention Coordinator
Art and Design Coordinator
Art Consultant
Art Designer
Assistant Business Analyst
Assistant Designer
Assistant Editor
Assistant Editorial Production Manager
Assistant Manager - Academic & Library Marketing
Assistant Manager - Advertising & Promotion
Assistant Manager - Copyrights
Assistant Manager - Electronic Production
Assistant Manager - Foreign Rights
Assistant Manager - Inventory
Assistant Manager - Manufacturing
Assistant Manager - Permissions
Assistant Manager - Publishing Technology
Assistant Manager - Reprint
Assistant Manager - Subsidiary Rights
Assistant Managing Editor
Assistant Marketing Manager
Assistant Paper Purchaser
Assistant Producer
Assistant Production Editor
Assistant Production Editorial Manager
Assistant Production Manager
Assistant Project Editor
Assistant Publicist
Assistant Special Sales Coordinator
Assistant Supervisor - Mailroom
Assistant to Director, Contracts/Copyrights/Permissions
Assistant to Director, Marketing/Sales
Assistant to Director, Reference Books
Assistant to Director, Special Markets

Assistant to Inventory Manager
Assistant to Manager, Permissions
Assistant to Manager, Publicity/Sales/Promotion/Subsidiary Rights
Assistant to Managing Editor
Assistant to Senior Editor
Assistant to Special Sales Coordinator/Product Development Manager
Assistant to Supervisors of Editing
Associate Editor
Associate Managing Editor
Associate Publicist
Audio Coordinator
Book Designer I
Book Designer II
Business Information Coordinator
Clerk
Clerk I
Clerk II
Clerk/Typist
Computer Clerk
Computer Production Editor
Contracts Administrator
Contracts Assistant
Contracts Assistant I
Contracts Assistant II
Contracts Associate
Contracts Coordinator
Convention Administrator
Convention Coordinator
Coop Advertising Assistant
Cooperative Advertising Coordinator
Copyeditor Coordinator
Copyeditor I
Copyeditor I/Reprint Coordinator
Copyeditor II
Copyeditor Trainee
Copyrights/Permissions Administrator
Copyrights/Permissions Assistant I
Copyrights/Permissions Assistant II
Copywriter
Copywriter I
Copywriter II
Copywriter/Marketing Coordinator
Copywriter/Promotion Coordinator
Corporate Librarian
Corporate Services Assistant
Corporate Services Assistant I
Corporate Services Assistant II
Corporate Services Associate
Corporate Services Coordinator

Cost Accounting Clerk
Database Coordinator
Database Project Coordinator
Design Administrative Assistant
Design and Production Coordinator
Design Assistant
Design Assistant I
Design Assistant II
Design Assistant Trainee
Design Associate
Design Coordinator
Design Secretary
Design Technical Advisor
Designer
Desktop Design Assistant
Desktop Project Administrator I
Desktop Project Administrator II
Desktop Project Associate
Desktop Project Coordinator
Desktop Publishing Assistant
Desktop Publishing Assistant I
Desktop Publishing Assistant II
Direct Mail Promotion Coordinator
Distribution Coordinator
Editorial Administrative Assistant
Editorial Administrative Coordinator
Editorial Assistant
Editorial Assistant I
Editorial Assistant II
Editorial Coordinator
Editorial Production Assistant I
Editorial Production Assistant II
Engineer
Executive Receptionist
Foreign Rights Assistant I
Foreign Rights Assistant II
Foreign Rights Associate
Foreign Rights Coordinator
Full Service Project Editor
Graphic Designer I
Information Processing Operator
International Operations Assistant
International Sales Coordinator
Inventory Administrator
Inventory Analyst
Inventory and Sales Systems Administrator
Inventory Assistant
Inventory Assistant I
Inventory Assistant II

Inventory Associate
Inventory Clerk
Inventory Control Assistant
Inventory Coordinator
Librarian/Exhibits Coordinator
Library Assistant
Library Promotions & Exhibits Coordinator
Library Services Coordinator
Library/Exhibits Administrator
Mail Meter Clerk
Mail Order Assistant
Mail/Stock Clerk
Mailroom Assistant
Mailroom Messenger/Clerk
Mailroom Sorter
Maintenance & Stockroom Clerk
Maintenance & Utility Assistant
Maintenance & Utility Assistant I
Maintenance & Utility Assistant II
Maintenance & Utility Coordinator
Maintenance & Utility I
Maintenance & Utility II
Managing Editorial Assistant
Managing Editorial Assistant I
Managing Editorial Assistant II
Managing Editorial Associate
Managing Editorial Pubtech Assistant
Manufacturing Administrator
Manuscript Assistant
Map Coordinator
Marketing Administrative Assistant
Marketing Administrator
Marketing Assistant
Marketing Assistant I
Marketing Assistant II
Marketing Associate
Marketing Communication Coordinator
Marketing Coordinator
Marketing Information Coordinator
Marketing Support Clerk
Marketing/Conference Coordinator
Marketing/Customer Relations Assistant
Marketing/Systems Assistant
Media Development Assistant I
Media Development Assistant II
Media Policy Coordinator
Merchandise and Overstock Operations Coordinator
Merchandise Sales Coordinator
Messenger

Micro Computer Assistant
National Accounts Sales Administrator
National Accounts Sales Coordinator
On-Line Coordinator
On-Line Marketing Administrator
Online Marketing Assistant
On-Line Marketing Associate
Online Marketing Coordinator
Operations Assistant
Operations Assistant I
Operations Assistant II
Packer
Paper Inventory Coordinator
Paper Purchaser
Paper Purchasing Assistant I
Paper Purchasing Assistant II
Permissions Administrator
Permissions Assistant
Permissions Assistant I
Permissions Assistant II
Personal Computer Coordinator
Pipeline Coordinator
PIX Coordinator
Premium Sales Representative
Production & Manufacturing Planner
Production Administrator
Production Assistant
Production Assistant I
Production Assistant II
Production Assistant Trainee
Production Associate
Production Coordinator
Production Design Coordinator
Production Editor
Production Editor Reprint Coordinator
Production Editor Trainee
Production Editorial Assistant
Production Editorial Assistant I
Production Editorial Assistant II
Production Engineer
Production Estimator/Planner
Production Systems Coordinator
Project Editor
Project Editorial Assistant I
Project Editorial Assistant II
Project Editorial Coordinator
Promotion Assistant I
Promotion Assistant II
Promotion Coordinator

Promotion Copywriter
Promotion Design Assistant
Promotion Design Associate
Promotion Design Coordinator
Promotion/Copywriter Administrator
Publicist
Publicity & Marketing Coordinator
Publicity Assistant
Publicity Assistant I
Publicity Assistant II
Publicity Coordinator
Publicity Operations Associate
Publishing Coordinator
Purchasing Assistant
Purchasing Assistant I
Purchasing Assistant II
Purchasing Coordinator
Reader
Receptionist
Receptionist/Clerk Typist
Receptionist/Secretary
Reprint Assistant
Reprint Assistant I
Reprint Assistant II
Reprint Associate
Reprint Coordinator
Reprint Editor
Reprint Production Coordinator
Rights & Foreign Sales Coordinator
Rights and Publicity Assistant I
Rights and Publicity Assistant II
Rights and Publicity Coordinator
Rights Assistant
Rights Assistant I
Rights Assistant II
Rights Associate
Rights Coordinator
Sales & Marketing Associate
Sales Administrative Coordinator
Sales and Marketing Assistant
Sales and Marketing Coordinator
Sales Assistant
Sales Associate
Sales Information Administrator
Sales Production Assistant
Sales Promotion Coordinator
Sales Service Assistant
Sales Support Administrator
Sales Support Assistant

Sales Support Assistant I
Sales Support Assistant II
Sales Support Associate
Sales Support Clerk
Sales Support Coordinator
Secretary
Secretary/Assistant
Secretary/Design Assistant
Senior Advertising & Promotion Associate
Senior Communications Coordinator
Senior Contracts Administrator
Senior Contracts Assistant
Senior Copyeditor
Senior Copywriter
Senior Designer
Senior Engineer
Senior Graphic Designer
Senior Inventory Associate
Senior Marketing Associate
Senior Production Associate
Senior Production Editor
Senior Promotion Design Coordinator
Senior Publicist
Senior Reader
Senior Reprint Associate
Senior Rights Associate
Senior Sales Support Associate
Software Administrator
Software Assistant
Software Associate Editor
Software Coordinator
Software Production Assistant
Software Production Coordinator
Special Projects Coordinator
Special Sales Associate
Staff Designer
Statistical Clerk I
Statistical Clerk II
Subsidiary Rights Assistant I
Subsidiary Rights Assistant II
Subsidiary Rights Associate
Supplements Associate
Supplements Coordinator
Systems Coordinator
Technical Project Editor
Telecommunications Assistant
Telephone Operator
Traffic Clerk
Word Processing Operator

Appendix B

Effective 3/6/2001 titles in Levels 1 and 2 were consolidated into Level 3

Level 3

Advertising & Promotion Assistant
Assistant Publicist
Clerk
Contracts Assistant
Corporate Services Assistant
Design Assistant
Desktop Publishing Assistant
Editorial Assistant
ETM Assistant
Inventory Assistant
Library Assistant
Mailroom Sorter
Maintenance & Utility Assistant
Managing Editorial Assistant
Manuscript Assistant
Marketing Assistant
Online Marketing Assistant
Operations Assistant
Permissions Assistant
Production Assistant
Production Editorial Assistant
Purchasing Assistant
Receptionist/Secretary
Reprint Assistant
Rights Assistant
Sales Support Assistant
Secretary/Assistant
Speaker's Bureau Assistant
Telecommunications Assistant

Level 4

Administrative Assistant
Advertising & Promotion Coordinator
Assistant Designer
Assistant Production Editor
Associate Publicist
Audio Archivist
Audio Coordinator
Contracts Coordinator

Copywriter
Corporate Services Coordinator
Desktop Project Coordinator
Distribution Coordinator
Editorial Coordinator
Executive Receptionist
Inventory Coordinator
Managing Editorial Coordinator
Marketing Coordinator
Online Marketing Coordinator
PIX Coordinator
Production Coordinator
Purchasing Coordinator
Reader
Reprint Coordinator
Rights Coordinator
Sales Support Coordinator
Speaker's Bureau Coordinator

Level 5

Administrative Coordinator
Advertising & Promotion Associate
Assistant Editor
Contracts Administrator
Database Coordinator
Design Technical Advisor
Designer
Engineer
ETM Associate
Inventory Associate
Maintenance & Utility Coordinator
Managing Editorial Associate
Map Coordinator
Marketing Associate
Permissions Administrator
Production Associate
Production Editor
Publicist
Reprint Associate
Rights Associate
Sales Support Associate
Software Production Coordinator
Speaker's Bureau Associate

Level 6

Administrative Associate
Assistant Managing Editor
Associate Editor
Corporate Librarian
Corporate Services Associate
Desktop Project Associate
On-Line Marketing Associate
Senior Advertising & Promotion Associate
Senior Contracts Administrator
Senior Copywriter
Senior Designer
Senior Engineer
Senior Inventory Associate
Senior Marketing Associate
Senior Production Associate
Senior Production Editor
Senior Publicist
Senior Reprint Associate
Senior Rights Associate
Senior Sales Support Associate