

Effective 1/21/09



**U.S. RETAIL DISCOUNT SCHEDULE (RETURNABLE)
FOR TRADE AND MASS MARKET BOOKS AND PRODUCTS**

**Farrar, Straus and Giroux (“FSG”), Feiwel & Friends, Henry Holt and Company (“Holt”), Macmillan Audio,
Picador, Square Fish, St. Martin’s Press (“SMP”) and Tom Doherty Associates (“Tor/Forge”)**

I. IMPRINTS

Feiwel & Friends.

FSG: Farrar, Straus & Giroux, North Point Press, Hill & Wang, Faber & Faber, FSG Books For Young Readers.

Holt: First Second Books, Henry Holt, Metropolitan Books, Owl Books, Roaring Brook Press, Times Books, Books for Young Readers and W.H. Freeman trade.

Macmillan Audio

Picador.

Square Fish.

SMP: St. Martin’s Press hardcover, St. Martin’s Griffin trade paperbacks, St. Martin’s Paperbacks mass market, St. Martin’s Minotaur, Let’s Go® travel guides and Priddy Books. (These discounts also apply to Palgrave Macmillan scholarly and reference books when sold by SMP as trade books.)

Tor/Forge: Tor® hardcover, Forge® hardcover, Tor® trade paperbacks, Forge® trade paperbacks, Orb trade paperbacks, Tor® mass market, Forge® mass market, Tor® Seven Seas.

All trade and mass market distribution lines.

II. DISCOUNTS

Trade Books & Audio These discounts apply to all trade and audio products (other than short discount titles and limited editions¹). Walker Library Binding titles and Roaring Brook Library Binding titles receive a 35% discount. All other products when ordered in quantities of less than 16 units (assorted) will receive a 40% discount, and when ordered in quantities of 16 or more units (assorted) will receive the following discounts:

Hardcover & Trade Paperback	46%
Audio	50%
Priddy Books ²	49%
College Board	52%
Let’s Go® travel guides	49%

Mass Market Books These discounts apply to all books sold as mass market books. Orders of less than 24 units (assorted) will receive a 40% discount. Orders of 24 or more units (assorted) will receive the following discounts:

Mass market books (other than TOR Classics)	44%
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¹ Short discount titles receive a 20% discount. FSG also offers an agency plan for short discount titles. Purchases under FSG’s agency plan receive a 40% discount. Limited editions receive a 40% discount and are not returnable.

² Unless otherwise announced for a particular title, Priddy Books titles with a suggested retail price below \$10 must be ordered in multiples of three. If the order quantity of any title with a suggested retail price below \$10 is not a multiple of three, the order quantity will be automatically rounded up to the nearest multiple of three.

TOR Classics 54%

Calendars

All calendars except College Board SAT Calendars receive a 55% discount. College Board SAT Calendars receive a 53% discount.

STOP Orders

Prepaid STOP orders receive a 40% discount and customers will be charged for freight.

III. TERMS

All trade products, calendars and audio products combine for trade, calendar and audio discounts. All mass market titles combine for mass market discount.

Macmillan reserves the right to ship loose copies of titles included in displays and prepacks if the displays and prepacks are not available.

Trade, mass market, audio and calendar products ship free freight on outgoing orders to established retailer accounts to destinations within the United States. (Macmillan controls carrier and routing and reserves the right to consolidate or ship orders in part). Books and other products remain the property of the publisher until delivered by the carrier. Retailers who request expedited shipping or shipping outside of Macmillan regular shipping cycles will be charged for freight.

Payments for books should be made to MPS; MPS payment terms apply.

Returns policies are available online and upon request.³

Retailers who are able to meet the requirements may receive additional discount on their retail distribution center orders. See Retail Distribution Center Discount Schedule for details.

Additional discount is also available to retailers who waive their right to return FSG, Holt, Macmillan Audio, Picador, SMP and Tor/Forge books and other products. A retailer may give the waiver at any time to receive the additional discount on purchases after the waiver. See returns policies for details.

Retailer eligibility for a particular discount is subject to verification. Retailer agrees to provide Macmillan with whatever documents or information it reasonably requests for the purposes of verification.

This discount schedule supersedes any earlier schedule. Feiwel & Friends, FSG, Holt, Macmillan Audio, Picador, Square Fish, SMP and Tor/Forge reserve the right to change their discounts and other policies at any time.

³ Returns made during February through December of a calendar year (“Year 1”) and during January of the next calendar year will be credited at the average discount received by the customer on purchases of that class of books or products during the calendar year prior to Year 1.