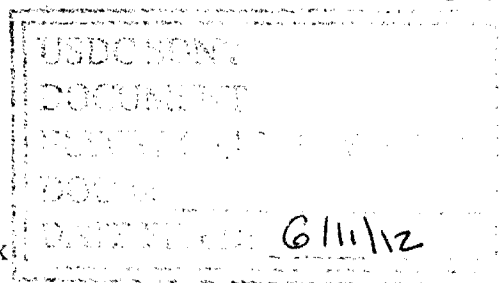


Chin, 5

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



----- x
The Authors Guild, Inc., Associational Plaintiff,
Betty Miles, Joseph Goulden, and Jim Bouton,
individually and on behalf of all others similarly
situated,

Plaintiffs,

v.

Google Inc.,

Defendant.

----- x

Case No. 05 CV 8136-DC

DC

**~~PROPOSED~~ ORDER GRANTING
PLAINTIFFS' MOTION FOR CLASS CERTIFICATION**

THIS MATTER HAVING BEEN SUBMITTED TO THE COURT on Plaintiffs'
motion for an Order pursuant to Rule 23 of the Federal Rules of Civil Procedure:

1. Certifying the following class ("the Class"):

All persons residing in the United States who hold a United States copyright interest in one or more Books reproduced by Google as part of its Library Project, who are either (a) natural persons who are authors of such Books or (b) natural persons, family trusts or sole proprietorships who are heirs, successors in interest or assigns of such authors. "Books" means each full-length book published in the United States in the English language and registered with the United States Copyright Office within three months after its first publication. Excluded from the Class are the directors, officers and employees of Google; personnel of the departments, agencies and instrumentalities of the United States Government; and Court personnel;

2. Designating Betty Miles, Joseph Goulden, and Jim Bouton as Representative Plaintiffs for the Class; and

3. Appointing Boni & Zack LLC as Lead Counsel, and Milberg LLP and Kohn, Swift & Graf, PC as Class Counsel.

AND THE COURT HAVING READ AND CONSIDERED all the papers filed in support of and in opposition to the motion, and finding that the members of the Class are so numerous that joinder of all members is impracticable, there are questions of law or fact common to the Class, the claims or defenses of the representative parties are typical of the claims or defenses of the Class, the representative parties will fairly and adequately protect the interests of the Class, questions of law or fact common to Class members predominate over any questions affecting only individual members, and a class action is superior to any other available method for the fair and efficient adjudication of this controversy,

IT IS HEREBY ORDERED:

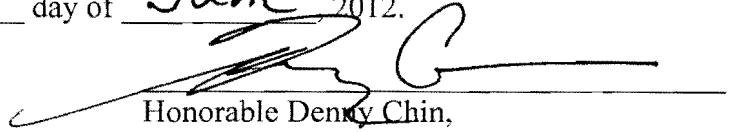
1. The Class is certified, defined as follows:

All persons residing in the United States who hold a United States copyright interest in one or more Books reproduced by Google as part of its Library Project, who are either (a) natural persons who are authors of such Books or (b) natural persons, family trusts or sole proprietorships who are heirs, successors in interest or assigns of such authors. "Books" means each full-length book published in the United States in the English language and registered with the United States Copyright Office within three months after its first publication. Excluded from the Class are the directors, officers and employees of Google; personnel of the departments, agencies and instrumentalities of the United States Government; and Court personnel;

2. Betty Miles, Joseph Goulden, and Jim Bouton are designated as Representative Plaintiffs for the Class; and

3. Boni & Zack LLC is appointed Lead Counsel, and Milberg LLP and Kohn, Swift & Graf, P.C. are appointed Class Counsel.

DATED this 11th day of June, 2012.



Honorable Denny Chin,
United States Circuit Judge

Sitting By Designation