EXHIBIT C

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February 27, 2009

VIA EMAIL AND US MAIL

Kristen A. Swift, Esq.
King & Spalding
1180 Peachtree Street, NE
Atlanta, GA 30309-3521

Re: Cambridge University Press, et al., United States District Court for the Northern District of Georgia Case NO. 1:08-CV-1425-ODE

Dear Kristen:

We are constrained briefly to respond to several aspects of your February 25, 2009 letter that go beyond proposing dates for the depositions of Mr. Potter and Ms. Seamans that have now been scheduled.

Most significant is your mischaracterization of "the only relief [our] clients seek" as consisting of "satisfactory copyright guidelines." We frankly cannot conceive how you or your clients might have arrived at this mistaken assumption. As the Amended Complaint in this action makes clear, Plaintiffs seek to bring to an end "Georgia State's systematic, widespread, and unauthorized copying and distribution of a vast amount of copyrighted works." The relief requested includes "enjoining Defendants or any individuals in their employ or control, now or in the future, without seeking the appropriate authorization from Plaintiffs, from copying, displaying or distributing electronic copies of any of Plaintiffs' copyrighted works to Georgia State students or anyone else..."

Stated in simple terms, it is the massive ongoing infringements of Plaintiffs' copyrighted works that lie at the heart of this lawsuit – not the policies *per se* that may have spawned, enabled, facilitated or even authorized such conduct. It follows that while an overhaul of statewide and/or Georgia State University policies that could be seen to encourage ongoing infringement of the type addressed by the lawsuit is a necessary element in arriving at a solution, in and of itself any such new policies are

meaningless unless they result in prompt and meaningful reform of the copying activities of the type cited in the Amended Complaint. The new policy presented to us as a *fait accompli* last Friday utterly fails to present such promise.

Our clients have attempted, beginning well prior to initiation of this lawsuit, to open a meaningful dialogue focusing on remediating current practice. Continuing since commencement of litigation, we have urged the Defendants and their counsel to work with us to revise the existing guidelines to avoid the prospect of a situation precisely of the sort we now confront – namely, a unilateral attempt by Georgia State University and/or the Regents at a policy "fix" that provides no basis whatsoever for assuring that there will, in fact, be a meaningful change in existing practice. Indeed, our perusal of the new policies – including the apparent delegation of copyright compliance determinations to individual faculty members based on a legally flimsy Fair Use Checklist – causes us concern that, if anything, even more egregious infringements of the works of Plaintiffs and countless other publishers may result in their wake.

Given the outright refusal of the Defendants to date to invite the collaborative process we invited, as well as the substance of the resulting new policies – which, as it appears, have already been disseminated – we have difficulty discerning the value of providing after-the-fact "feedback" on them, as you invite. We frankly find the new policies and guidelines so deeply flawed both as a matter of law and intended manner of implementation as not to lend themselves to tweaks at their margins.

If in light of these reactions your clients are willing to revisit in potentially fundamental fashion certain aspects of the approaches reflected in the new policy, you will find us ready to meet. Else, we believe that the only fruitful course is to proceed with the litigation.

Second, we appreciate that you are working to collect the requested documents pertaining to the new policy and look forward to receiving them sufficiently in advance of the Potter and Seamans depositions. Concerning your advice as to the intent to withhold certain information reflecting legal advice pursuant to the attorney-client privilege, we trust that you will not be adopting the position that the mere presence of counsel in discussions or its being a copyee on email communications automatically

renders all such discussions or communications privileged. That, of course, is not the law.

Sincerely,

R. Bruce Rich

cc: John H. Raines, IV, Esq. (via email)
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