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**UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF GEORGIA,
ATLANTA DIVISION**

CAMBRIDGE UNIVERSITY PRESS,
OXFORD UNIVERSITY PRESS, INC.,
and SAGE PUBLICATIONS, INC.,

Plaintiffs,

- v. -

MARK P. BECKER, in his official
capacity as Georgia State University
President, et al.,

Defendants.

Civil Action No. 1:08-CV-1425-ODE

DECLARATION OF R. BRUCE RICH

I, R. Bruce Rich, declare as follows:

1. I am a member of the law firm Weil, Gotshal & Manges LLP, co-counsel to Plaintiffs in this action. I submit this declaration in support of Plaintiffs' Motion for an early Pretrial Conference. I make this declaration based upon my own knowledge.

2. Since the Court's March 3, 2011 order setting the April 29, 2011, deadline for submission of the pretrial order in this case, counsel for Plaintiffs and for Defendants have engaged in several conversations regarding the most efficient means of presenting the case to the Court at trial. Following the

parties' March 15, 2011 submission to the Court, which detailed ninety-nine instances of alleged infringement of Plaintiffs' works at GSU during the three representative 2009 academic periods on which the trial will focus (the "Alleged Infringement List"), and the Court's March 17, 2011 order setting down a May 16, 2011 trial date, my colleagues and I have spoken by phone with Defendants' counsel to address the subject of trial presentation on at least four occasions.

3. On March 23, 2011, I spoke by phone with Tony Askew and Steve Schaetzel of King & Spalding. On that call, I suggested that the parties jointly stipulate that the trial testimony of a limited number of GSU professors (perhaps five to ten) be accepted as representative of practice at GSU under the new copyright policy so as to allow the Court to make its determination as to whether that practice constitutes fair use – or whether an injunction is merited – based on that representative testimony. My suggestion was consistent with the position taken by Defendants throughout discovery in this case: that depositions should be limited to a very small number of GSU professors because their conduct is representative of that of the faculty as a whole.

4. The bases for proposing this streamlined approach were not only that it would lead to a more efficient trial presentation, but also that it would be consistent with the facts that (a) Plaintiffs are not seeking damages for each infringed work but, rather, injunctive relief applicable to a demonstrated pattern

and practice of infringement at GSU; (b) injunctive relief in copyright cases merely requires a demonstration that infringement is ongoing and likely to continue – a showing routinely made in based on a limited sample of representative works; (c) even if Defendants were successful in demonstrating defects in some of Plaintiffs’ ninety-nine claimed infringements, it would have no bearing on the pattern of ongoing infringement entitling Plaintiffs to an injunction; and (d) the fair-use defense for each work on the Alleged Infringement List would be largely similar from work to work, such that testimony from numerous professors addressing every work on the list (essentially ninety-nine mini-trials) would be cumulative and thus a waste of judicial resources. I advised Defendants’ counsel of our view that a streamlined approach would be consistent with the Court’s suggestion, at the parties’ November 5, 2011 conference, that Your Honor might not want to hear from a large number of professors who are “all going to be saying the same thing.”

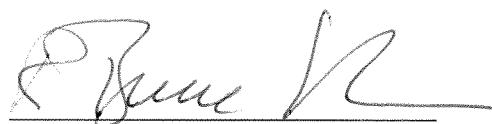
5. I also suggested on March 23 that if the parties were unable to agree to an approach that could be memorialized in a stipulation, we should jointly seek an immediate pretrial conference before the Court to discuss our different approaches and to seek the Court’s guidance as to how to proceed. Defendants’ Counsel indicated that they did not believe such a conference was necessary (at least prior a conference on the eve of trial) and that they would take the suggestion as to a stipulation under advisement and get back to us.

6. On March 29, 2011, Mr. Askew called to inform me that Defendants did not agree to Plaintiffs' suggested streamlining of the trial and that they intended instead to call every professor on the Alleged Infringement List (by our count thirty-three professors; by their count, twenty-nine professors) to testify at trial. Mr. Askew indicated that Defendants would undertake to make as many of these professors as they could available for brief depositions.

7. On the morning of April 1, 2011, my partner Randi Singer and I spoke again with Mr. Askew and Mr. Schaezel. I explained that in light of the gulf between in the parties' positions, with obviously divergent implications for the length and conduct of the trial as well as for each side's trial preparation (notably, the possibility that Plaintiffs might need to depose twenty-plus professors during the next three to four weeks), Plaintiffs wished to seek an early conference with the Court to obtain the Court's assistance in determining how to structure the trial. I invited Defendants to join a motion seeking such a conference.

8. On the afternoon of April 1, 2011, Mr. Schaezel called to inform me that Defendants would not join such a motion, necessitating this application.

Dated: New York, New York
April 4, 2011



R. Bruce Rich