

EXHIBIT A

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DRAFT

July 17, 2008

George S. Zier, Esq.
State of Georgia Office of the Attorney General
Senior Assistant Attorney General
40 Capitol Square, SW
Atlanta, GA 30334

Re: Cambridge University Press et al. v. Patton et al.

Dear George:

This letter serves to memorialize the understandings reached between and among Cambridge University Press, Oxford University Press, Inc., Sage Publications, and the Association of American Publishers (the "Publishers"), on the one hand, and Carl Patton, Ron Henry, Charlene Hurt, and J.L. Albert ("Defendants"), in their official capacities, on the other, for the purpose of enabling settlement discussions aimed at resolving *Cambridge University Press, et al. v. Patton, et al.*, Civ. Action No. 08-1425 (the "Litigation"), to move forward.

The above-named parties to this agreement ("Parties") recognize both the seriousness of the issues raised by the Complaint in the Litigation as well as the desirability, if at all possible, of resolving those issues in a prompt and amicable fashion. Given that Georgia State University ("GSU") operates as one of 36 units of the broader University System of Georgia ("University System"), and further given that we have been advised that the Board of Regents of the University System acts as the policy body for GSU as well as the remaining units of the University System, another objective of pursuing settlement discussions at this juncture is to arrive at a set of forward-looking practices and procedures respecting the copyright issues raised by the Litigation that would be adopted across the entire Georgia University System.

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The Publishers have agreed to join Defendants in seeking a six-month stay of the Litigation on the express understandings that Defendants and the Board of Regents acknowledge:

(i) that the acts of unauthorized electronic copying and distribution of the works of the Plaintiffs as described in the Complaint have occurred within GSU's electronic course reserves system;

(ii) that the Defendants desire to bring an end to such practices, on the electronic reserves system as well as on GSU's electronic course management systems (Blackboard/WebCT Vista, etc.) and other online systems;

(iii) that the Defendants desire to ensure that GSU practices with respect to hard-copy reading materials such as "coursepacks" are likewise in compliance with copyright law;

(iv) that as part of a broader re-examination of the prevailing Board of Regents guidelines for copyright and educational fair use, Defendants [and the Board of Regents] are prepared to undertake, in conjunction with representatives of the Publishers, a review of GSU's existing policies, practices and procedures with the objectives of (a) promptly bringing an end to unauthorized uses of Publishers' and other publishers' copyrighted works of the type described in the Complaint, and (b) formulating new guidelines and procedures designed to foster and enhance copyright compliance on the GSU campus [and on all University System campuses] in all hard-copy and electronic media; and

(v) that while the Parties hereto recognize the vitality of the fair use doctrine in the educational setting, the same principles as apply to the use of copyrighted works in the paper environment apply to use of copyrighted works in electronic environments such as GSU's electronic course reserves system, whereby uses of copyrighted course content that would require permission from the copyright owner when made available in paper format would likewise require the copyright owner's permission when made available in an electronic format.

The Parties further agree that the implementation of any agreed-upon new policies and procedures ("Guidelines") adopted by the Board of Regents or at GSU or any other institution will include: (a) an appropriate communication from senior administrators to faculty, students and administrators emphasizing the importance of the new Guidelines and of adherence to them, (b) educational seminars and other training events at which the Guidelines are discussed, and (c) appointment of a monitoring group, including a senior administrator with expertise in copyright law, to serve as an ongoing resource to faculty and a screening mechanism to ensure that electronic course materials comport with the Guidelines.

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As a part of any settlement of the Litigation, GSU shall enable the monitoring by the Publishers of compliance with the GSU Guidelines.

If, at the conclusion of a six-month settlement period ending on January 15, 2009, the Parties have not reached terms of a settlement or otherwise have not mutually agreed to extend the settlement period, Plaintiffs retain the right to reactivate the Litigation. If, in the estimation of Plaintiffs, satisfactory progress towards settlement has not been made in the first three months of settlement discussions, Plaintiffs additionally reserve the right to so notify the Defendants, and, following an additional 30 days from such notification, reactivate the Litigation.

In the event that the Litigation is reinstated, it is agreed that none of the substance of the negotiations, any processes discussed, or any positions adopted by the Parties shall be admissible. [The Parties will at such point also discuss whether to add and/or drop one or more defendants from the Complaint.]

The Parties reserve for later discussion or, if the Litigation were to be reinstated, court determination, reimbursement of Plaintiffs' reasonable attorneys' fees.

The parties shall be free to communicate the terms of these understandings publicly.

Please indicate Defendants' consent to these understandings by countersigning this letter below.

Sincerely yours,

R. Bruce Rich

AGREED:

George S. Zier