UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF MICHIGAN

ENTERTAINMENT SOFTWARE
ASSOCIATION, VIDEO SOFTWARE
DEALERS ASSOCIATION, and MICHIGAN
RETAILERS ASSOCIATION,

           Plaintiffs,

vs.

JENNIFER M. GRANHOLM, in her official
capacity as Governor of the State of Michigan;
MICHAEL A. COX, in his official capacity as
Attorney General of the State of Michigan; and
KYM L. WORTHY in her official capacity as
Wayne County Prosecuting Attorney,

           Defendants.

_____ /

Case No: 05-73634

Hon. George Caram Steeh

Magistrate Judge Steven D. Pepe

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_____ /

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REPLY IN SUPPORT OF PLAINTIFFS' MOTION FOR SUMMARY JUDGMENT

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Plaintiffs respectfully submit this reply in support of their motion for summary judgment. Plaintiffs filed their motion for summary judgment and memorandum in support on December 23, 2005. Defendants Granholm and Cox ("State Defendants"), after obtaining an extension of time and leave to file excess pages, filed a 30-page consolidated response and cross-motion for summary judgment on January 23, 2006. On January 25, 2006, this Court ordered the State Defendants to file a separate cross-motion for summary judgment that incorporated the arguments made in the State Defendants' response.

Because the arguments in Plaintiffs' reply and cross-response are essentially identical, and in light of this Court's January 25, 2006 order, Plaintiffs are filing separately a Reply in Support of Plaintiffs' Motion for Summary Judgment, and a Cross-Response to the Defendants' Cross-Motion for Summary Judgment. Plaintiffs hereby adopt in this Reply the arguments made in their Response to Defendants' Cross-Motion for Summary Judgment.

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Respectfully submitted,

ENTERTAINMENT SOFTWARE ASSOCIATION,
VIDEO SOFTWARE DEALERS ASSOCIATION,
and MICHIGAN RETAILERS ASSOCIATION

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February 21, 2006

UNITED STATES DISTRICT COURT
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        Defendants.   /

PROOF OF SERVICE

      Alicia J. Blumenfeld certifies that she is an employee of Bodman LLP, that on

February 21, 2006 she caused to be served a copy of **REPLY IN SUPPORT OF**

PLAINTIFFS' MOTION FOR SUMMARY JUDGMENT and this Proof of Service upon the

person(s) listed below via electronic filing:

Denise C. Barton, Esq.
Jason R. Evans, Esq.
Assistant Attorney General
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     I declare under penalty of perjury that the foregoing statement is true and correct to the

best of my information, knowledge and belief.

                __/s/ Alicia J. Blumenfeld_____
                    Alicia J. Blumenfeld