



Uniform Law Commission

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September 3, 2009

Attention: The Honorable Judge Denny Chin

Office of the Clerk
J. Michael McMahon
U.S. District Court for the Southern District of New York
500 Pearl Street
New York, New York, 10007

Re: *The Authors Guild et al. v Google, Inc.*, Case No. 1:05-CV-8136-DC (S.D.N.Y.)
Objections of NCCUSL and ALI to the GBS

Dear Judge Chin:

The Uniform Law Commission ("ULC"), also known as the National Conference of Commissioners on Uniform State Laws, does not wish to opt out of the proposed Google Book Settlement ("GBS"). However, the ULC joins with the American Law Institute ("ALI") in objecting to the GBS with respect to its application to the Uniform Commercial Code ("UCC") and all commentary, drafts, annotations, and other materials related thereto. The ULC has Class Member standing as a member of both the Provisionally Certified Publisher Sub-Class and the Provisionally Certified Author Sub-Class. ULC is a non-profit state governmental organization based in Chicago, Illinois.

The ULC does not object to inclusion in the settlement generally, and this notice of objection is limited to titles and works relating to the UCC.

I. About the ULC

Founded in 1892, the ULC provides states with non-partisan, well-conceived and well-drafted legislation that brings clarity and stability to critical areas of the law. NCCUSL's work supports the federal system and facilitates the movement of individuals and the business of organizations with rules that are consistent from state to state.

Uniform Law Commissioners must be lawyers, qualified to practice law. They are lawyer-legislators, attorneys in private practice, state and federal judges, law professors, and legislative staff attorneys, who have been appointed by state governments as well as the District of Columbia, Puerto Rico and the U.S. Virgin Islands to research, draft and promote enactment of uniform state laws in areas where uniformity is desirable and practical.

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II. The GBS generally

The work of the ULC, at its core, is to research and draft state laws on a wide variety of subject, and to develop commentary, forms, and other supplemental materials for use by states and legal practitioners. On the whole, we welcome the possibility of Google providing a broad, additional, and nonexclusive distribution channel for our copyrighted works, and thus we do not object to the application of the GBS to the majority of our acts, drafts, commentaries, and other materials.

III. Application of the GBS to the UCC

However, with respect to application of the GBS to the UCC, we are compelled to join in the objections of the ALI. The ULC and the ALI have worked together on the UCC since the mid 1940's. As specified in several agreements between our two organizations, the copyright for the UCC is to be jointly held, with proceeds supporting the ongoing work of the Permanent Editorial Board for the UCC and the participation of representatives from both entities in the development of that body of work. These are not "commercially unavailable" products; all of the articles of the UCC have been revised in the past 15 years, and a number of current development projects are currently underway. While we are not urging the GBS to be rejected as a whole, we do agree with the ALI that any settlement should be fair and equitable to all members of the Class, avoid unintended consequences to third parties, and limit any reordering of fundamental intellectual property rights. For that reason we join in the ALI's concerns with respect to the works of the UCC.

IV. Conclusion

While the ULC does not wish to opt-out of the settlement, and are generally satisfied with the application of the GBS to most of our included works, we share the concerns of the ALI with respect to the Uniform Commercial Code.

Respectfully submitted,



Robert A. Stein, President
Uniform Law Commission
September 3, 2009

cc: Roberta Cooper Ramo, President
American Law Institute