

thousands of potential class members, and the creation of a claims website and paper claim forms, each translated into dozens of languages. The time required to assure that this comprehensive Notice plan is successfully implemented, and to assure that the Final Fairness Hearing involves the orderly presentation of all issues to the Court for final resolution, strongly counsels against any shortening of the June 11, 2009 Final Fairness Hearing date.

Second, we regret that the date of the Final Fairness Hearing is inconvenient for the movant, but there are undoubtedly other class members for whom it is convenient, and still other class members for whom movant's suggested date of June 1, 2009 also would be inconvenient. There is absolutely no prejudice to the movant's right to raise any objection because one is not required to personally appear at the Final Fairness Hearing in order to object.

Finally, even under the current schedule, the Final Fairness Hearing takes place only 37 days after the Opt-Out Deadline; the date for Counsel to file their final brief is June 5, 2009, only one month after the Opt-Out Deadline. That leaves Counsel with a very tight window in which to respond to any objections and otherwise prepare their brief in support of approval. That is particularly true because, in class actions, most objections and opt-outs are submitted at or near the Opt-Out Deadline. (Briefing objections after the Final Fairness Hearing, as suggested by the movant, would result in a piecemeal and unwieldy presentation of issues.) Moving the date to June 1, 2009 would leave Counsel even less time to review the objections and prepare a comprehensive brief for the Court responding to all objections, as well as to create a complete list of all opt-outs.

For the foregoing reasons, Counsel respectfully request that the Court deny the motion to change the date of the Final Fairness Hearing.

Dated: December 4, 2008

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CERTIFICATE OF SERVICE

I, James J. Pastore, Jr., associated with Debevoise & Plimpton LLP, attorneys for Plaintiffs The McGraw-Hill Companies, Inc., Pearson Education, Inc., Penguin Group (USA) Inc., Simon & Schuster, Inc., John Wiley & Sons, Inc., the Association of American Publishers, Inc. and the Publisher Sub-Class herein certify:

I am over eighteen (18) years of age. On the 4th day of December, 2008, I caused a copy of the foregoing JOINT OPPOSITION BY PLAINTIFFS AND DEFENDANT TO MOTION REQUESTING CHANGE OF DATE FOR FINAL FAIRNESS HEARING to be served by Federal Express overnight mail upon Claudia H. Pearson at the home address she provided to counsel.

I certify under penalty of perjury that the foregoing is true and correct. Executed on December 4, 2008 at New York, New York.

/s/ James J. Pastore, Jr.
James J. Pastore, Jr.