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**UNITED STATES DISTRICT COURT  
 SOUTHERN DISTRICT OF NEW YORK**

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The Authors Guild, Inc., Association of American	:	
Publishers, Inc., et al.,	:	
	:	
Plaintiffs,	:	
	:	Case No. 05 CV 8136 (DC)
v.	:	
	:	<b>FILED</b>
Google Inc.,	:	<b>ELECTRONICALLY</b>
	:	
Defendant.	:	
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**DECLARATION OF MICHAEL J. BONI IN SUPPORT OF  
 PLAINTIFFS' MOTION FOR PRELIMINARY APPROVAL OF  
AMENDED SETTLEMENT AGREEMENT**

Michael J. Boni hereby declares as follows:

1. I am a member of the law firm Boni & Zack LLC, one of the Class Counsel in this action, and am admitted to the bar of this Court *pro hac vice*. This declaration is submitted in support of Plaintiffs' Motion for Preliminary Approval of Amended Settlement Agreement.

2. Two actions pending before this Court were coordinated for discovery and other related purposes soon after their filing: (a) *The Authors Guild, Inc., et al. v. Google*

*Inc.*, No. 05 CV 8136 and (b) *The McGraw-Hill Companies, Inc., et al. v. Google Inc.*, No. 05 CV 8881. Both actions are being settled, as explained in more detail in the accompanying Memorandum of Law in Support of Plaintiffs’ Motion for Preliminary Approval of Amended Settlement Agreement, as part of the resolution of the *Authors Guild* class action.

3. Attached as Exhibit 1 is a true and correct copy of the Amended Settlement Agreement (“ASA”) among (a) The Authors Guild, Inc., Herbert Mitgang, Betty Miles, Daniel Hoffman, Paul Dickson, Joseph Goulden, Maureen Duffy, Daniel Jay Baum, Margaret Drabble, and Robert Pullan; (b) The McGraw-Hill Companies, Inc., Pearson Education, Inc., Penguin Group (USA) Inc., Simon & Schuster, Inc., John Wiley & Sons, Inc., Harlequin Enterprises Limited, Macmillan Publishers Limited, Melbourne University Publishing Limited, The Text Publishing Company, and Association of American Publishers, Inc.; and (c) Google Inc., executed on November 13, 2009.

4. Attached as Exhibit 2 is a true and correct copy of the ASA that identifies the changes made to the original Settlement Agreement filed with the Court on October 28, 2008.

I declare under penalty of perjury that the foregoing is true and correct.

/s/ Michael J. Boni  
Michael J. Boni

Dated: New York, New York  
November 13, 2009