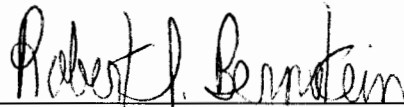


PLEASE TAKE NOTICE that upon the annexed affidavit of Robert J. Bernstein and the annexed declaration of Alex S. Fonoroff in support of this motion and the Certificates of Good Standing annexed thereto we will move this Court before the Honorable John E. Sprizzo, Judge of the United States District Court for the Southern District of New York, at the United States Courthouse, 40 Centre Street, New York, New York, for an order pursuant to Rule 1.3(c) of the Rules of this Court allowing the admission of Alex S. Fonoroff, a member of the firm of Kilpatrick Stockton LLP and a member in good standing of the Bar of the State of Georgia, as attorney pro hac vice for defendant Google, Inc. to argue or try this case in whole or in part as counsel. There are no pending disciplinary proceedings against Alex S. Fonoroff in any State or Federal Court.

DATED: This 14th day of December, 2005
New York, New York

Respectfully submitted,



Robert J. Bernstein (RB 4230)
THE LAW OFFICE OF ROBERT J. BERNSTEIN
488 Madison Avenue, 9th Floor
New York, NY 10022
(212) 705-4811

Attorneys for Defendant Google, Inc.

Robert J. Bernstein (RB 4230)
THE LAW OFFICE OF ROBERT J. BERNSTEIN
488 Madison Avenue, 9th Floor
New York, NY 10022
(212) 705-4811

Attorneys for Defendant Google, Inc.

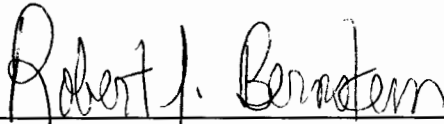
UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

	X	
THE MCGRAW-HILL COMPANIES, INC.,	:	
PEARSON EDUCATION, INC., PENGUIN	:	
GROUP (USA) INC., SIMON & SCHUSTER,	:	
INC., and JOHN WILEY & SONS, INC.,	:	
	:	CIV. NO: 05-CV-8881 (JES)
Plaintiffs,	:	
	:	AFFIDAVIT OF ROBERT
v.	:	J. BERNSTEIN IN SUPPORT
	:	OF MOTION FOR
GOOGLE, INC.,	:	ADMISSION PRO HAC VICE
	:	
Defendant.	:	
	X	

ROBERT J. BERNSTEIN, being duly sworn, deposes and says:

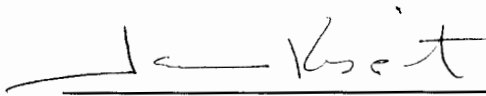
1. I am a member in good standing of the bar of this Court.
2. This affidavit is made in support of a motion seeking admission *pro hac vice* in this action, pursuant to Rule 1.3(c) of the Rules of the United States District Court for the Southern District of New York, of Alex S. Fonoroff.
3. I am aware Alex S. Fonoroff is an Associate of the law firm Kilpatrick Stockton LLP, and practices in its Atlanta office. I am advised that he is a member in good standing of the bar of the State of Georgia (admitted in 2000).

4. I believe that Alex S. Fonoroff will conduct himself in a manner required of attorneys admitted to practice in this Court *pro hac vice*, and I therefore respectfully request that he be allowed to practice *pro hac vice* in this manner for the purposes of representing defendant Google, Inc. in this action.



Robert J. Bernstein

Sworn to and subscribed before me,
this 14TH day of December, 2005.



Notary Public
My commission expires:

JEANNE KISPERT
Notary Public, State of New York
No. 31-4516960
Qualified in New York County
Commission Expires December 31, 2006

Robert J. Bernstein (RB 4230)
THE LAW OFFICE OF ROBERT J. BERNSTEIN
488 Madison Avenue, 9th Floor
New York, NY 10022
(212) 705-4811

Attorneys for Defendant Google, Inc.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

THE MCGRAW-HILL COMPANIES, INC.,	:	X
PEARSON EDUCATION, INC., PENGUIN	:	
GROUP (USA) INC., SIMON & SCHUSTER,	:	
INC., and JOHN WILEY & SONS, INC.,	:	
	:	
Plaintiffs,	:	
	:	
v.	:	
	:	
GOOGLE, INC.,	:	
	:	
Defendant.	:	
	:	X

CIV. NO: 05-CV-8881 (JES)

**DECLARATION OF
ALEX S. FONOROFF IN
SUPPORT OF MOTION FOR
ADMISSION PRO HAC VICE**

ALEX S. FONOROFF hereby declares as follows:

1. I am a member of the law firm of Kilpatrick Stockton LLP, 1100 Peachtree Street, Suite 2800, Atlanta, Georgia 30309-4530, telephone number (404) 815-6500.
2. I submit this Declaration in support of my motion for admission to practice *pro hac vice* as counsel to defendant Google, Inc. in the above-captioned matter, for the purpose of appearing on behalf of defendant and to try this case in whole or in part on behalf of defendant.
3. I am a member in good standing of the Bar of the State of Georgia, where I was admitted to practice in 2000.
4. Attached hereto as Exhibit A are original certificates of good standing from the Supreme Court of Georgia, issued on April 29, 2002; the United States District Court for the


Northern District of Georgia, issued on February 5, 2001; and the State Bar of Georgia, issued on November 21, 2000.

5. I hereby certify that I have read and am familiar with the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York.

6. I respectfully request that I be permitted to appear as counsel and advocate *pro hac vice* on behalf of defendant Google, Inc. in this case.

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

Executed on November 21, 2005.



Alex S. Fonoroff



**Supreme Court
State of Georgia**

STATE JUDICIAL BUILDING
Atlanta 30334

LEAH WARD SEARS, CHIEF JUSTICE
CAROL W. HUNSTEIN, PRESIDING JUSTICE
ROBERT BENHAM
GEORGE H. CARLEY
HUGH P. THOMPSON
P. HARRIS HINES
HAROLD D. MELTON
JUSTICES

SHERIE M. WELCH, CLERK
JEAN RUSKELL, REPORTER

November 15, 2005

I hereby certify that Alex Seth Fonoroff, Esq., was admitted on the 29th day of April, 2002, as a member of the bar of the Supreme Court of Georgia, the highest court of this State; and, since that date he has been and is now a member of this bar in good standing, as appears from the records and files in this office.

Witness my signature and the seal of this Court hereto
affixed the day and year first above written.

A handwritten signature in cursive script that reads "Sherette Edson".

Deputy Clerk, Supreme Court of Georgia



CERTIFICATE OF GOOD STANDING

UNITED STATES OF AMERICA

}

} ss.

}

NORTHERN DISTRICT OF GEORGIA

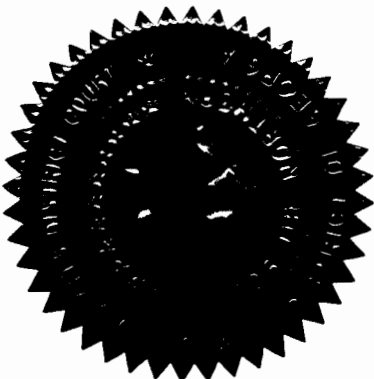
I, Luther D. Thomas, Clerk of the United States District Court for the Northern District of Georgia,

DO HEREBY CERTIFY that **ALEX SETH FONOROFF, 267457**, was duly admitted to practice in said Court on February 5, 2001 and is in good standing as a member of the bar of said Court.

Dated at Atlanta, Georgia, this 15th day of November, 2005.

LUTHER D. THOMAS
CLERK OF COURT

By: *Eugene T. Thornton*
Eugene T. Thornton
Deputy Clerk



STATE BAR OF GEORGIA



Supporting Lawyers' Service to the Public and the Justice System

Mr. Alex Seth Fonoroff
Kilpatrick Stockton LLP
1100 Peachtree St., N.E., Suite 2800
Atlanta, GA 30309-4530

CURRENT STATUS: Active Member-Good Standing

DATE OF ADMISSION TO PRACTICE: 11/21/2000

Attorney Bar Number: 267457

Today's Date: November 16, 2005

Listed below are the disciplinary actions, if any, which have been taken against this member:

Supreme Court Docket #	State Disciplinary Board Docket #	Disposition
NA	NA	N/A

The prerequisites for practicing law in the State of Georgia are as follows:

- Must be certified by the Office of Bar Admissions, either by Exam, or on Motion (Reciprocity).
- Sworn in to the Superior Court in Georgia, which is the highest court needed for individuals to practice law in the State of Georgia.
- Enrolled with the State Bar of Georgia, which is an arm of the Supreme Court of Georgia.

Attorneys licensed in Georgia and whose membership is current are eligible to practice law in Superior Court. The Attorney may upon application, if they so choose apply for admission to the Supreme, District and the Georgia Court of Appeals.

Under the privacy/confidentiality provision of the Bar Rule 4-221(d), any complaint against a member resolved prior to the filing and docketing of a disciplinary case in the Supreme Court is not a matter of public record, and may not be revealed without a waiver from the member. It is the policy of the State Bar of Georgia to answer any inquiry about a member by disclosing only those complaints that have been docketed in the Supreme Court. With respect to matters that are currently pending as active, undocketed cases, when an inquiry is received, the State Bar of Georgia shall not disclose the existence of those complaints. Such non-disclosure should not be construed to confirm the existence of confidential complaints since the vast majority of members in good standing are not the subjects of such confidential complaints.

This member is currently in "good standing" as termed and defined by **State Bar Rule 1-204**. The member is current in license fees and is not suspended or disbarred as of the date of this letter.

This document hereby certifies that the above-mentioned individual is a registered member of the State Bar of Georgia and is currently in good standing.

STATE BAR OF GEORGIA

Brinda Lovvorn

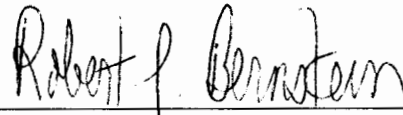
Brinda Lovvorn

Official Representative of State Bar of Georgia

CERTIFICATE OF SERVICE

I declare, under penalty of perjury, that on December 14, 2005, I served the attached Notice of Motion to Admit Counsel Pro Hac Vice and supporting papers by email upon counsel for plaintiff at their email addresses listed below:

Bruce P. Keller (bpkeller@debevoise.com)
Jeffrey Cunard (jpcunard@debevoise.com)
James J. Pastore, Jr. (jjpastore@debevoise.com)
Debevoise & Plimpton LLP
919 Third Avenue
New York, New York 10022



Robert J. Bernstein