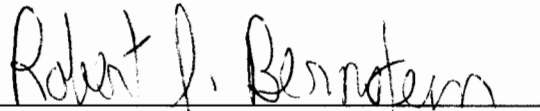


Courthouse, 40 Centre Street, New York, New York, for an order pursuant to Rule 1.3(c) of the Rules of this Court allowing the admission of Ronald L. Raider, a member of the firm of Kilpatrick Stockton LLP and a member in good standing of the Bar of the State of Georgia, as attorney pro hac vice for defendant Google Inc. to argue or try this case in whole or in part as counsel. There are no pending disciplinary proceedings against Ronald L. Raider in any State or Federal court.

DATED: This 12th day of April, 2006.
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

<hr/>		
THE MCGRAW-HILL COMPANIES, INC.	:	x
PEARSON EDUCATION, INC., PENGUIN	:	
GROUP (USA) INC.,	:	
SIMON & SCHUSTER, INC., and	:	
JOHN WILEY & SONS, INC.,	:	
	:	Civil Action No. 05 CV 8881
	:	
Plaintiffs,	:	
	:	AFFIDAVIT OF
v.	:	ROBERT J. BERNSTEIN IN
	:	SUPPORT OF MOTION FOR
GOOGLE INC.,	:	ADMISSION OF ATTORNEY
	:	PRO HAC VICE
	:	
	:	
Defendant.	:	
<hr/>		x

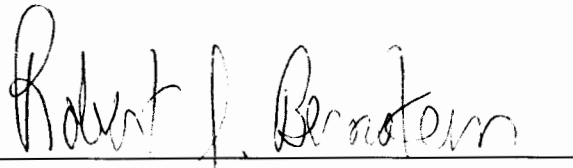
ROBERT J. BERNSTEIN, being duly sworn, deposes and says:

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 Ronald L. Raider.

3. I am aware that Ronald L. Raider is a Partner 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 2003).

4. I believe that Ronald L. Raider 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 12TH day of APRIL, 2006.



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.,	:	
	:	Civil Action No. 05 CV 8881
Plaintiffs,	:	
	:	DECLARATION OF
v.	:	RONALD L. RAIDER IN
	:	SUPPORT OF MOTION FOR
GOOGLE INC.,	:	ADMISSION PRO HAC VICE
	:	
Defendant.	:	
	X	

RONALD L. RAIDER hereby declares as follows:

1. I am a member of the law firm of Kilpatrick Stockton LLP, 1100 Peachtree Street, Suite 2800, Atlanta, GA 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 New York, where I was admitted to practice in 1986; the Bar of the District of Columbia, where I was admitted to practice in 1988, and the Bar of the State of Georgia, where I was admitted to practice in 2003.

4. Attached hereto as Exhibit A are original certificates of good standing from the Supreme Court of the State of Georgia, issued on March 20, 2006; the United States District Court for the Northern District of Georgia, issued on March 20, 2006; the State Bar of Georgia, issued on March 21, 2006; the Bar of District of Columbia, issued March 14, 2006; and the State Bar of New York, issued March 13, 2006.

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 March 30, 2006.



Ronald L. Raider



**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

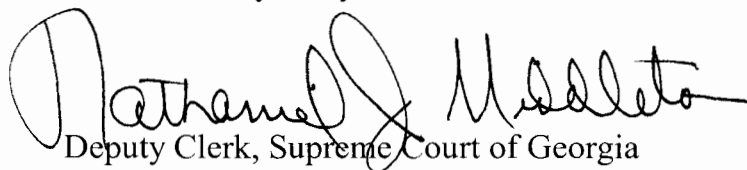
SHERIE M. WELCH, CLERK
JEAN RUSKELL, REPORTER

March 20, 2006

I hereby certify that Ronald Lee Raider, Esq., was admitted on the 12th day of November, 2003, 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.


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 **RONALD LEE RAIDER, State Bar No. 592192**, was duly admitted to practice in said Court on November 12, 2003, and is in good standing as a member of the bar of said Court.

Dated at Atlanta, Georgia, this 20th day of March, 2006.

LUTHER D. THOMAS
CLERK OF COURT

By:

Luis Perez
Deputy Clerk



STATE BAR OF GEORGIA



Lawyers Serving the Public and the Justice System

Mr. Ronald Lee Raider
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: 04/14/2003

Attorney Bar Number: 592192

Today's Date: March 21, 2006

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

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

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

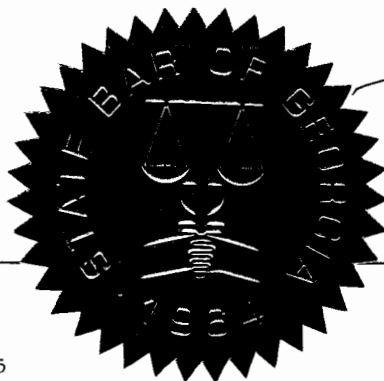
- Must be certified by the Office of Bar Admissions, either by Exam, or on Motion (Reciprocity).
- Sworn in to the Superior Court in Georgia, which is the highest court needed for individuals to practice law in the State of Georgia.
- Enrolled with the State Bar of Georgia, which is an arm of the Supreme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

Toni Peterson
Toni Peterson
Official Representative of State Bar of Georgia

HEADQUARTERS

104 Marietta Street, Suite 100
Atlanta, Georgia 30303
(404) 527-8700 ■ (800) 334-6865
FAX (404) 527-8717
www.gabar.org

SOUTH GEORGIA

244 E. Second Street (Zip 31794)
P.O. Box 1390
Tifton, Georgia 31793-1390
(229) 387-0446 ■ (800) 330-0446
FAX (229) 382-7435



District of Columbia Court of Appeals
Committee on Admissions
500 Indiana Avenue, N.W. — Room 4200
Washington, D. C. 20001
202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia Court of Appeals, do hereby certify that

RONALD L. RAIDER

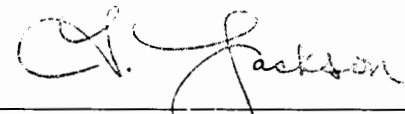
was on the 29TH day of FEBRUARY, 1988

duly qualified and admitted as an attorney and counselor and entitled to practice before this Court and is, on the date indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have hereunto subscribed my name and affixed the seal of this Court at the City of Washington, D.C., on March 14, 2006.

GARLAND PINKSTON, JR., CLERK

By: _____


Deputy Clerk



Appellate Division of the Supreme Court
of the State of New York
Second Judicial Department

I, James Edward Pelzer, Clerk of the Appellate Division of the Supreme Court of the State of New York, Second Judicial Department, do hereby certify That **Ronald Lee Raider** was duly licensed and admitted to practice as an Attorney and Counselor at Law in all the courts of the State, according to the laws of the State and the court rules and orders, on the **19th** day of **March 1986** has duly taken and subscribed the oath of office prescribed by law, has been enrolled in the Roll of Attorneys and Counselors at Law on file in my office, has duly registered with the administrative office of the courts, and according to the records of this court is in good standing as an attorney and counselor at law.

In Witness Whereof, I have hereunto set my hand and affixed
the seal of said Appellate Division on **March 13, 2006**



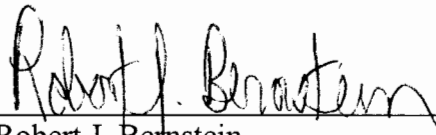
James Edward Pelzer

Clerk

CERTIFICATE OF SERVICE

I hereby certify that on April 12, 2006, I served the foregoing Notice of Motion to Admit Counsel Pro Hac Vice and supporting papers ("Notice of Motion") by electronic mail, pursuant to consent of plaintiffs' counsel, by emailing a pdf file containing the Notice of Motion to counsel for plaintiffs 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