

Rules of this Court allowing the admission of Adam H. Charnes, a member of the firm of Kilpatrick Stockton LLP and a member in good standing of the Bars of the State of North Carolina and the District of Columbia, 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 Adam H. Charnes in any State or Federal court.

DATED: This 7th day of November, 2005.
New York, New York

Respectfully submitted,

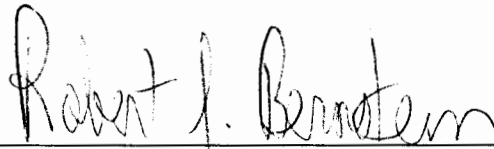
A handwritten signature in cursive script that reads "Robert J. Bernstein". The signature is written in black ink and is positioned above a horizontal line.

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.

standing of the bars of the State of North Carolina (admitted in 2003) and the District of Columbia (admitted in 1994).

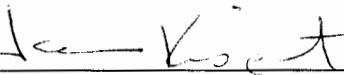
4. I believe that Adam H. Charnes will conduct himself in a manner required of attorneys admitted to practice in this Court *pro hac vice*, and I therefore respectfully request that he be allowed to practice *pro hac vice* in this manner for the purposes of representing defendant Google Inc. in this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



Robert J. Bernstein

Sworn to and subscribed before me,

this 7th day of November, 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)
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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.,	:	
	:	CIV. NO: 05-CV-8881 (JES)
Plaintiffs,	:	
	:	DECLARATION OF
v.	:	ADAM H. CHARNES IN
	:	SUPPORT OF MOTION FOR
GOOGLE INC.,	:	ADMISSION PRO HAC VICE
	:	
Defendant.	:	
	X	

ADAM H. CHARNES hereby declares as follows:

1. I am a member of the law firm of Kilpatrick Stockton LLP, 1001 West Fourth Street, Winston-Salem, North Carolina 27101-2400, telephone number (336) 607-7300.
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 Bars of the State of North Carolina, where I was admitted to practice in 2003, and the District of Columbia, where I was admitted to practice in 1994.

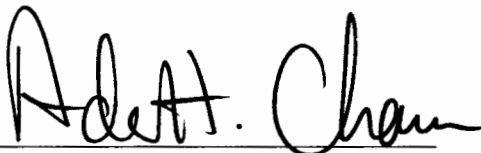
4. Attached hereto as Exhibit A are original certificates of good standing from the State of North Carolina and the District of Columbia, both issued on October 27, 2005.

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 1, 2005.


Adam H. Charnes



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

ADAM H. CHARNES

was on the 2ND day of MAY, 1994

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 October 27, 2005.

GARLAND PINKSTON, JR., CLERK

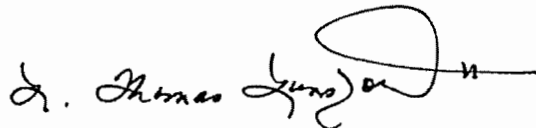
By: 
Deputy Clerk

The North Carolina State Bar

I, L. Thomas Lunsford, II, Secretary of the North Carolina State Bar, do hereby certify that Adam Howard Charnes (32039) is an active member of the North Carolina State Bar in good standing as of this date, and was duly licensed to practice law in this state on November 26, 2003.

I further certify that as of this date the above named attorney has not been subject to any public disciplinary action by the North Carolina State Bar.

Given over my hand and the Seal of the North Carolina State Bar, this 27th day of October, 2005.

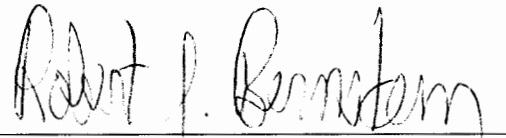


Secretary of the North Carolina State Bar

CERTIFICATE OF SERVICE

I declare, under penalty of perjury, that on November 7, 2005, the attached Notice of Motion to Admit Counsel Pro Hac Vice was served by hand upon counsel for plaintiff at their address listed below:

Bruce P. Keller
Jeffrey Cunard
James J. Pastore, Jr.
Debevoise & Plimpton LLP
919 Third Avenue
New York, New York 10022

A handwritten signature in cursive script that reads "Robert J. Bernstein". The signature is written in black ink and is positioned above a horizontal line.

Robert J. Bernstein