

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,	:	CIV. NO: 05-CV-8881 (JES)
v.	:	<u>NOTICE OF MOTION</u>
GOOGLE INC.,	:	<u>TO ADMIT COUNSEL</u>
Defendant.	:	<u>PRO HAC VICE</u>

The McGraw-Hill Companies, Inc. et al. v. Google Inc.

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

Counsel for Plaintiffs

PLEASE TAKE NOTICE that upon the annexed affidavit of Robert J. Bernstein and the annexed declaration of Adam H. Charnes in support of this motion and the Certificate 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 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,



Robert J. Bernstein (RB 4230)
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488 Madison Avenue, 9th Floor
New York, NY 10022
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 SOUTHERN DISTRICT OF NEW YORK

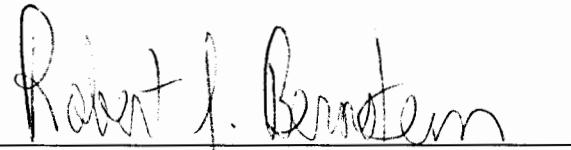
THE MCGRAW-HILL COMPANIES, INC.,	:	x
PEARSON EDUCATION, INC., PENGUIN	:	
GROUP (USA) INC., SIMON & SCHUSTER,	:	
INC., AND JOHN WILEY & SONS, INC.,	:	
Plaintiffs,	:	CIV. NO: 05-CV-8881 (JES)
v.	:	
GOOGLE INC.,	:	AFFIDAVIT OF
Defendant.	:	ROBERT J. BERNSTEIN IN
	x	SUPPORT OF MOTION FOR
		ADMISSION OF ATTORNEY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

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 Adam H. Charnes.
3. I am aware Adam H. Charnes is a Partner of the law firm Kilpatrick Stockton LLP, and practices in its Winston-Salem office. I am advised that he is a member in good

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

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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,	:	
v.	:	
GOOGLE INC.,	:	DECLARATION OF
	:	ADAM H. CHARNES IN
Defendant.	:	SUPPORT OF MOTION FOR
	x	ADMISSION PRO HAC VICE

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.

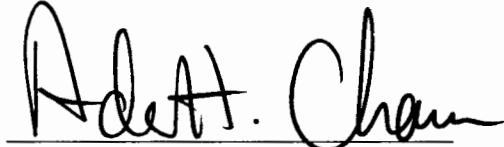
4. Attached hereto as Exhibit A are original certificates of good standing from the State of North Carolina and the District of Columbia, both issued on October 27, 2005.

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: C. Jackson
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 addressee listed below:

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



Robert J. Bernstein