

# EXHIBIT B

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IN THE UNITED STATES COURT OF APPEALS  
FOR THE ELEVENTH CIRCUIT

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CASE NO. 01-122-00-HH

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SUNTRUST BANK as Trustee of the Stephens  
Mitchell Trusts, f/b/o Eugene Muse Mitchell  
and Joseph Reynolds Mitchell,

Plaintiff-Appellee,

v.

HOUGHTON MIFFLIN COMPANY,

Defendant-Appellant.

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On appeal from the United States District Court  
for the Northern District of Georgia

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**AMICI CURIAE BRIEF OF THE NEW YORK TIMES COMPANY, DOW  
JONES & COMPANY, INC., THE TRIBUNE COMPANY, MEDIA  
GENERAL, INC., CABLE NEWS NETWORK LP, LLLP, AND COX  
ENTERPRISES, INC. IN SUPPORT OF DEFENDANT/APPELLANT,  
HOUGHTON MIFFLIN COMPANY, FOR REVERSAL**

HOLLAND & KNIGHT LLP  
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James B. Lake  
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P.O. Box 1288  
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(813) 227-8500

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**CERTIFICATE OF INTERESTED PERSONS  
AND CORPORATE DISCLOSURE STATEMENT**

Pursuant to 11th Cir. R. 26.1-1, I certify that the following persons or entities have an interest in the outcome of this case:

Miles J. Alexander, counsel for Appellant

Joseph M. Beck, counsel for Appellant

David S. Bralow, Esq., counsel for Amicus Curiae Tribune Company

Cable News Network LP, LLLP, Amicus Curiae

An indirect subsidiary of AOL Time Warner, Inc.; affiliates are:

America Online, Inc.

AOLTV, Inc.

AOL Asia Limited

AOL GP Holdings LLC

AOL Australia Pty Ltd

AOL International Finance CV

EJV Reorganization, Inc.

AOL Luxembourg SARL

AOL Europe SA

AOL (UK) Limited

CompuServe Interactive Services Limited

AMSE France SARL

Netfin Online Verwaltungsgesellschaft mbH

AOL SVC GmbH & Co. KG

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AOL America Online (Deutschland)

AOL Bertelsmann Online GmbH & Co.

AOL Nederland BV

Cyberfin Online UK Holding Limited

AOL Bertelsmann Service Operations

AOL Technologies Ireland Limited

CompuServe Interactive Services, Inc.

Digital City, Inc.

Digital Marketing Services, Inc.

DoCoMo AOL, Inc.

ICQ Limited

MapQuest.com, Inc.

MovieFone, Inc.

Netscape Communications Corporation

Netscape Communications Canada, Inc.

AOL Canada, Inc.

Netscape Communications Europe SARL

Quack.com, Inc.

Spinner Networks, Inc.

Tegic Communications Corporation

Time Warner Inc.

Turner Broadcasting System, Inc.

Turner Arena Productions and Sales, Inc.

Atlanta Hockey Club, Inc.

Atlanta National League Baseball Club, Inc.

Hawks Basketball, Inc.

CNN Investment Company, Inc.

Cable News International, Inc.

CNN America, Inc.

CNN Newsource Sales, Inc.

Castle Rock Entertainment, Inc.

Castle Rock Entertainment

Goodwill Games, Inc.

HB Holding Co.

Hanna-Barbera Entertainment Co., Inc.

New Line Cinema Corporation

Turner Entertainment Group, Inc.

Turner Entertainment Networks, Inc.

Superstation, Inc.

Turner Entertainment Networks Asia, Inc.

TEN Investment Company, Inc.

Turner Network Television LP, LLLP

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The Cartoon Network LP, LLLP

Turner Classic Movies LP, LLLP

Turner Pictures Group, Inc.

Turner Home Entertainment, Inc.

Turner Broadcasting Sales, Inc.

Turner Broadcasting System Asia Pacific, Inc.

Turner Home Satellite, Inc.

Turner Broadcasting System (Holdings) Europe Ltd.

Turner International, Inc.

Turner Sports, Inc.

Time Warner Companies, Inc.

American Television and Communications Corporation ('ATC')

Asiaweek Limited

Time International Inc.

Time Inc.

Book-of-the-Month Club, Inc.

Book-of-the-Month Club Holdings LLC

BD Book Clubs G.P.

Entertainment Weekly, Inc.

Time Distribution Services, Inc.

Time Inc. Ventures

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Time Publishing Ventures, Inc.

Southern Progress Corporation

Sunset Publishing Corporation

The Parenting Group Inc.

Times Mirror Magazines, Inc.

Time Life Inc.

Time Warner Trade Publishing Inc.

Little, Brown and Company (Inc.)

Warner Books, Inc.

Warner Publisher Services Inc.

TWI Cable Inc.

Summit Communications Group, Inc.

WCI Record Club Inc.

The Columbia House Company

Warner Communications Inc.

Elektra Entertainment Group Inc.

DC Comics

Warner-Tamerlane Publishing Corp.

WB Music Corp.

Warner/Chappell Music, Inc.

Warner Bros. Music International Inc.

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Warner Bros. Publications U.S. Inc.  
New Chappell Inc.  
CPP/Belwin, Inc.  
E.C. Publications, Inc.  
Warner Music Group Inc.  
London-Sire Records Inc.  
Warner Bros. Records Inc.  
WBR/Sire Ventures Inc.  
SR/MDM Venture Inc.  
Maverick Recording Company  
Atlantic Recording Corporation  
Rhino Entertainment Company  
Warner-Elektra-Atlantic Corporation  
WEA International Inc.  
Warner Music Canada Ltd.  
The Columbia House Company (Canada)  
Warner Music Newco Limited  
Embleton Ltd.  
London Records 90 Limited  
Warner Special Products Inc.  
WEA Manufacturing Inc.



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Ivy Hill Corporation

Time Warner Entertainment Company, L.P.

Time Warner Entertainment-Advance/Newhouse Partnership

CV of Viera

Texas Cable Partners, L.P.

Century Venture Corporation

Erie Telecommunications Inc.

Kansas City Cable Partners

Queens Inner Unity Cable System

Comedy Partners, L.P.

Courtroom Television Network LLC

DC Comics

Classwell Learning Group, Inc., affiliate of Appellant

Computer Adaptive Technologies, Inc., affiliate of Appellant

Cox Enterprises, Inc.

Subsidiaries are:

Cox Newspapers, Inc.

The Atlanta Journal-Constitution

Cox Texas Publications, Inc.

Dayton Newspapers, Inc.

Springfield Newspapers, Inc.

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Grand Junction Newspapers, Inc.

Cox Broadcasting Inc.

Cox Radio, Inc.

Bing Crosby Productions, Inc.

ASCO Music

BeePee Music

Georgia Television Company

KFI, Inc.

KKBQ-AM-FM

KTVU Inc.

Miami Valley Broadcasting Corporation

TeleRep, Incorporated

WFTV, Inc.

WHIO, Inc.

WPXI Inc.

WSB, Inc.

WSOC Television, Inc.

WTOV, Inc.

WTVR-AM/FM

WWRM, Inc.

Cox Communications, Inc.

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Cox Communications-Amherst  
Cox Communications-Ashland  
Cox Communications-Bakersfield  
Cox Communications-Cedar Rapids  
Cox Communications-Cleveland  
Cox Communications-Gainesville/Ocala  
Cox Communications-Greater Hartford  
Cox Communications-Humboldt Bay  
Cox Communications-Lafayette  
Cox Communications-Louisiana  
Cox Communications-Lubbock  
Cox Communications-Meriden  
Cox Communications-Middle Georgia  
Cox Communications-Midland  
Cox Communications-Myrtle Beach  
Cox Communications-New Orleans  
Cox Communications-Oklahoma City  
Cox Communications-Omaha  
Cox Communications-Orange County  
Cox Communications-Palos Verdes  
Cox Communications-Pensacola/Ft. Walton

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Cox Communications-Phoenix  
Arizona Sports Programming Network  
Cox Communications-Providence/Weymouth  
Cox Communications-Quad Cities  
Cox Communications-Rhode Island  
Cox Communications-Roanoke  
Cox Communications-Saginaw  
Cox Communications-San Diego  
Cox Communications-Santa Barbara  
Cox Communications-Spokane  
Cox Communications-Springfield  
Cox Communications-Vista  
Cox Communications-Washington  
Cox Communications-Williamsport  
CableRep, Inc.  
Cox Cable Greater Ocala, Inc..  
Cox Cable Hampton Roads, Inc.  
Cox Cable University City, Inc.  
Cox Communications of Northern Virginia  
TWC Cable Partners  
Video Service Company

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Emerald Coast Cable Television  
Manheim Auctions, Inc.  
Albuquerque Auto Auction Inc.  
Aloha Auto Auction  
American Auto Auction, Inc.  
Arena Auto Auction Inc.  
Arizona Auto Auction Services  
Atlanta Auto Auction, Inc.  
Auction Transport Inc.  
Aycock Auto Auction  
Baltimore-Washington Auto Exchange Inc.  
Butler Auto Auction  
California Auto Dealers Exchange, Inc.  
Bay Cities Auto Auction  
Los Angeles Dealers Auto Auctions  
Southern California Auto Auction  
Clanton's Auto Auction  
Colorado Auction Services Corporation  
Dallas Auto Auction Inc.  
Denver Auto Auction  
Detroit Auto Auction, Inc.

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Dothan Auto Auction  
Florida Auto Auction of Orlando, Inc.  
Fort Wayne Vehicle Auction Inc.  
Fresno Auto Dealers Auction  
Georgia Dealers Auto Auction  
    Bishop Brothers Auto Auction  
Greater Chicago Auto Auction  
Greater Tampa Bay Auto Auction  
Harrisonburg Auto Auction  
Hatfield Auto Auction  
Imperial Auto Auction  
Kansas City Auto Auction  
Lakeland Auto Auction  
Lauderdale-Miami Auto Auction Inc.  
Manheim's Greater Orlando Auto Auction  
Manheim's Omaha Auto Auction  
Metro Milwaukee Auto Auction  
Mid-America Auto Auction  
Minneapolis Auto Auction  
Mississippi Auto Auction Inc.  
Missouri Auction Services Corp.

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Nashville Auto Auction Inc.  
National Auto Dealers Exchange  
Newburgh Auto Auction  
Northstar Auto Auction Inc.  
Ohio Auto Auction  
Portland Auto Auction  
St. Louis Auto Auction  
St. Pete Auto Auction  
San Diego Auto Auction Inc.  
Skyline Auto Exchange  
Skyline Port Newark Facility  
South Seattle Auto Auction  
Statesville Auto Auction  
Texas Auto Auction Services, Inc.  
    Fort Worth Auto Auction  
    San Antonio Auto Auction  
    Texas Hobby Auto Auction  
Utah Auto Auction  
West Palm Beach Auto Auction, Inc.  
Manheim's Oshawa Dealers Exchange  
Toronto Auto Auction

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Trader Publishing Company

Dow Jones and Company, Inc., Amicus Curiae

Subsidiaries are:

DJBI, LLC

Dow Jones & Company (Australia) Pty Limited

Dow Jones & Company (Singapore) Pte Limited

Dow Jones AER Company, Inc.

Economic Research Company, Inc.

Dow Jones BD Services, Inc.

Dow Jones Broadcasting (Asia), Inc.

Dow Jones Broadcasting (Europe), Inc.

Dow Jones Broadcasting (USA), Inc.

Dow Jones Canada, Inc.

Dow Jones Consulting (Shanghai) Limited

Dow Jones Distribution Co. (Asia), Inc.

Dow Jones Financial Publishing Corp.

Dow Jones Information Publishing, Inc.

Dow Jones Information Services International (HK) Ltd.

Dow Jones International GmbH

Dow Jones International Ltd.

Dow Jones International Marketing Services



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Dow Jones (Japan) K.K.

Dow Jones, L.P.

Dow Jones Newsprint Company, Inc.

Dow Jones Newswires Holdings, Inc.

Dow Jones Printing Company (Asia), Inc.

Dow Jones Publishing Company (Asia), Inc. (90% owned)

Dow Jones Publishing Company (Europe), Inc.

Dow Jones Southern Holding Company, Inc.

Dow Jones Ventures V, Inc.

Dow Jones Ventures VI, Inc.

Dow Jones Cash Management, Inc.

Ottaway Newspapers, Inc.

Essex County Newspapers, Inc.

News-Sun, Inc.

ONI Press, Inc.

Research and Marketing Solutions, Inc.

The Inquirer & Mirror, Inc.

Portuguese-American Publications, Inc.

Seacoast Newspapers, Inc.

Federal Filings, Incorporated

IDD LP Holdings, Inc.