

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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THE AUTHORS GUILD, INC., et al., :
 :
Plaintiffs, :
 :
- against - : Index No. 11 Civ. 6351 (HB)
 :
HATHITRUST, et al., :
 :
Defendants. :
 :
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SECOND DECLARATION OF JEREMY S. GOLDMAN

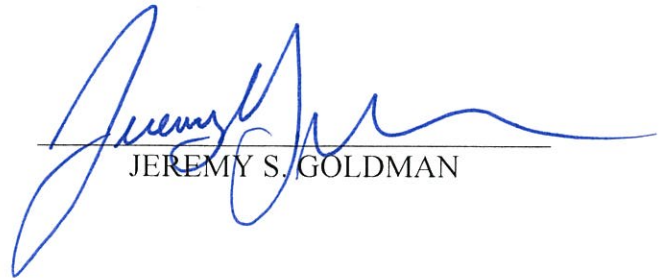
JEREMY S. GOLDMAN hereby declares as follows:

1. I am an associate at Frankfurt Kurnit Klein & Selz, P.C., attorneys for the Plaintiffs in the above-captioned action.
2. I submit this declaration in further support of Plaintiffs' motion for summary judgment. I have personal knowledge of the facts set forth in this Declaration and could testify competently at a hearing or trial if called upon to do so.
3. Attached hereto as Exhibit A is CD-ROM containing the membership lists of the following Associational Plaintiffs, current as of the approximate date set forth below:

EXHIBIT	ASSOCIATIONAL PLAINTIFF	BATES RANGE	MEMBERSHIP LIST DATE
A-1	Authors' Licensing and Collecting Society	AG 0000158-1833	01/25/2012
A-2	The Authors Guild, Inc.	AG 0001834-2009	01/23/2012
A-3	Norsk Faglitteraer Forfatter-OG Oversetterforening	AG 0002010-2121	01/04/2012
A-4	Sveriges Forfattarforbund	AG 0002122-2175	01/24/2012
A-5	The Writers' Union of Canada	AG 0002176-2187	01/26/2012
A-6	Union Des Ecrivaines Et Des Ecrivains Quebecois	AG 0002188-2215	01/30/2012
A-7	Australian Society of Authors	AG 0002231-2298	02/29/2012

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

Dated: New York, New York
July 27, 2012



JEREMY S. GOLDMAN

SECOND DECLARATION OF
JEREMY S. GOLDMAN

EXHIBIT A

CD-ROM

FILED UNDER SEAL