



ATTORNEY GENERAL OF TEXAS
GREG ABBOTT

September 12, 2012

The Honorable Denise L. Cote
United States District Judge
Southern District of New York
500 Pearl Street, Room 1610
New York, NY 10007-1312

Via Email

**Re: *State of Texas, et al. v. Hachette Book Group, Inc., et al.*, Case No. 12-cv-6625
(DLC) (consolidated with *In re Electronic Books Antitrust Litig.*, No. 11-md-
02293(DLC))**

Dear Judge Cote:

Liaison Counsel for Plaintiff States would like to thank you for your thorough and thoughtful review of the documents we filed in support of preliminary approval for three settlements in the above-noted case. In response to comments you made during our conference call on Monday, September 10th, we have revised and attach (to the cover email for this letter) the following:

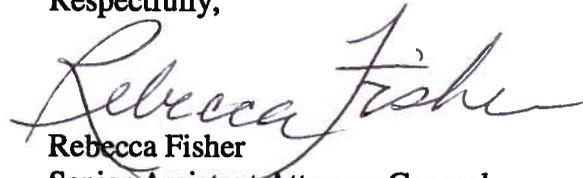
- 1) Exhibits A, B, and D to the Notice Plan which is Appendix H to our Memo in Support;
- 2) The Proposed Order for Preliminary Approval (Appendix J to our Memo); and
- 3) A Claim Form and an Exclusion Form, neither of which were originally included in our filed documents.

We have also revised and attach the Distribution Plan (Appendix F to our memo) to both make the per book distribution amounts consistent throughout the documents and to reflect a slight change to the procedures applicable to Google which will simplify the claims process.

With one exception, we have intended to add or edit the information provided in these documents to address your comments or concerns. The exception is that I believe you requested that all Exclusion Forms be sent both to the Claims Administrator and to the Court. We respectfully suggest consumers send Exclusion Forms only to the Claims Administrator (and have so drafted the notices). To do otherwise will needlessly cause additional administrative burden on the Court and the clerk's office during the notice period. The Claims Administrator will distribute Exclusion Forms to Liaison Counsel and counsel for settling defendants as they are submitted. Plaintiff States' will then include a summary of all exclusions when filing their Motion for Final Approval. We believe this will provide the Court with timely, adequate information for your final review of the settlements. If you do not agree with this suggested exception, please advise and we will forward revised notices reflecting the changes to direct consumers to file with both the Court and the Claims Administrator.

Finally, we would like to clarify an issue that arose on the call regarding our decision to file these settlements in a case separate from the earlier-filed case against Penguin, Macmillan and Apple. It is important to note that the earlier-filed complaint against the non-settling defendants included fulsome allegations as to all alleged conspirators as is appropriate for a litigation pleading. This complaint was joined by Attorneys General from thirty-three states. The complaint filed against the three settling defendants, on the other hand, was a more limited complaint, naming only the three settling parties “and others” and was filed with the expectation of settlement rather than litigation. This complaint was joined by fifty-five Attorneys General. It is because of these important differences in the lawsuits that, hopefully, we have drafted language in the notices to accurately inform consumers about these related, but distinctly different, cases.

Respectfully,



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cc: Counsel for Plaintiff States
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