

**IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

**IN RE ELECTRONIC BOOKS ANTITRUST ) 11-md-02293 (DLC)**  
**LITIGATION ) ECF Case**

**This Document Relates to:**

**THE STATE OF TEXAS; et al., )**  
**)**  
**Plaintiffs, )**  
**v. ) Civil Action No. 12-cv-03394 (DLC)**  
**PENGUIN GROUP (USA) INC.; )**  
**HOLTZBRINCK PUBLISHERS, LLC )**  
**d/b/a MACMILLAN; and )**  
**APPLE INC.; )**  
**)**  
**Defendants. )**

**UNOPPOSED MOTION FOR LEAVE TO FILE SECOND AMENDED COMPLAINT**

The States of Texas, Connecticut, Alabama, Alaska, Arizona, Arkansas, Colorado, Delaware, Idaho, Illinois, Indiana, Iowa, Kansas, Louisiana, Maryland, Michigan, Missouri, Nebraska, New Mexico, New York, North Dakota, Ohio, South Dakota, Tennessee, Utah, Vermont, West Virginia, and Wisconsin, the District of Columbia, and the Commonwealths of Massachusetts, Pennsylvania, Puerto Rico, and Virginia (the "Plaintiff States"), by and through their Attorneys General, respectfully submit this motion for leave to file a second amended complaint. A copy of the proposed Second Amended Complaint is attached hereto as Exhibit 1.

Counsel for the Plaintiff States have conferred with Counsel for all Defendants, and have been advised that Defendants do not oppose this motion.

For the reasons set forth herein and in the memorandum in support of Plaintiff States' motion, filed herewith, Plaintiff States respectfully request that the Court enter an Order granting this motion.

Respectfully submitted,

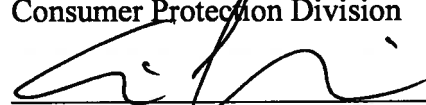
GREG ABBOTT  
Attorney General of Texas

DANIEL HODGE  
First Assistant Attorney General

JOHN B. SCOTT  
Deputy Attorney General for Civil Litigation

JOHN T. PRUD'HOMME  
Chief, Consumer Protection Division

KIM VAN WINKLE  
Section Chief, Antitrust Section  
Consumer Protection Division



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ERIC LIPMAN  
SDNY Bar No. EL-6300  
Telephone: 512-463-1579  
eric.lipman@texasattorneygeneral.gov

GABRIEL R. GERVEY  
Telephone: 512-463-1262  
gabriel.gervey@texasattorneygeneral.gov

DAVID ASHTON  
Telephone: 512-936-1781  
david.ashton@texasattorneygeneral.gov

Assistant Attorneys General  
Office of the Attorney General  
P.O. Box 12548  
Austin, Texas 78711-2548  
Facsimile: 512-320-0975

**ATTORNEYS FOR THE STATE OF TEXAS  
ON BEHALF OF THE PLAINTIFF STATES**