

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

IN RE ELECTRONIC BOOKS ANTITRUST LITIGATION)	No. 11-md-02293 (DLC)
)	
)	ECF CASE
)	
THE STATE OF TEXAS, et al.,)	
)	
Plaintiffs,)	
)	
v.)	No. 12-cv-03394 (DLC)
)	
PENGUIN GROUP (USA) INC., et al.,)	ECF CASE
)	
Defendants.)	
)	

**PLAINTIFF STATES' RESPONSE TO DEFENDANT APPLE INC.'S MOTION
TO EXCLUDE OPINIONS OFFERED BY DR. ROGER NOLL**

Plaintiffs have retained Dr. Roger Noll to testify as an expert at the damages trial in these actions. Dr. Noll has submitted a declaration in which he opines on issues related to both damages and class certification. Apple has moved to exclude Dr. Noll's opinions to the extent such opinions are offered in support of Class Plaintiffs' motion for class certification. *See* ECF Nos. 444, 445 in Case No. 11-md-02293. Apple's motion was filed only in the Consolidated Class Action (Case No. 11-md-02293), and not the State Action (Case No. 12-cv-03394).

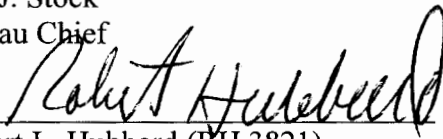
Because the Court's ruling in the Consolidated Class Action could have a collateral impact on the State Action, Plaintiff States submit this response joining the arguments made by Class Plaintiffs in opposition to Apple's motion to exclude Dr. Noll's opinions. For the reasons set forth in Class Plaintiffs' memorandum in opposition to

Apple's motion, Dr. Noll's opinions are reliable and meet all applicable standards for admissibility. Plaintiff States adopt Class Plaintiffs' arguments to that effect, submit that Apple's motion should be denied, and request that Dr. Noll's testimony be admitted at trial in this matter for all purposes relevant to the State Action.

Dated: December 18, 2013
New York, New York

Respectfully submitted,

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