

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE ELECTRONIC BOOKS ANTITRUST
LITIGATION

No. 11-md-02293 (DLC)

This Document Relates to:

ECF Case

ALL ACTIONS

Electronically Filed

**PUBLISHER DEFENDANTS' MOTION TO DISMISS THE
CONSOLIDATED AMENDED CLASS ACTION COMPLAINT**

Pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure, Defendants Hachette Book Group, Inc., Hachette Digital, Inc., HarperCollins Publishers, L.L.C., Holtzbrinck Publishers, LLC d/b/a Macmillan, Penguin Group (USA) Inc., Simon & Schuster, Inc. and Simon & Schuster Digital Sales, Inc. (collectively, "Publisher Defendants") hereby move to dismiss Plaintiffs' Consolidated Amended Class Action Complaint. The grounds for the motion are set forth in the Publisher Defendants' Memorandum of Law, which is submitted herewith.

Dated: March 2, 2012

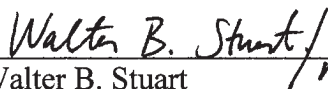
Respectfully submitted,

/s/ Shepard Goldfein

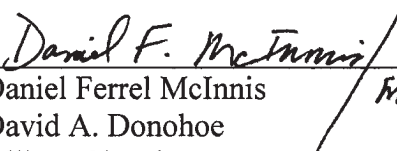
Shepard Goldfein (shepard.goldfein@skadden.com)
Clifford H. Aronson (clifford.aronson@skadden.com)
Paul M. Eckles (paul.eckles@skadden.com)
C. Scott Lent (scott.lent@skadden.com)
Matthew M. Martino (matthew.martino@skadden.com)
**SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP**

Four Times Square
New York, New York 10036-6522
Telephone: (212) 735-3000
Facsimile: (212) 735-2000

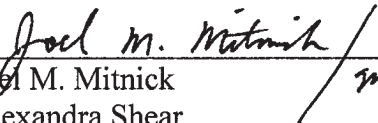
*Attorneys for Defendant HarperCollins Publishers
L.L.C.*


Walter B. Stuart
Samuel J. Rubin
**FRESHFIELDS BRUCKHAUS
DERINGER US LLP**
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 277-4000
Facsimile: (212) 277-4001
walter.stuart@freshfields.com
samuel.rubin@freshfields.com

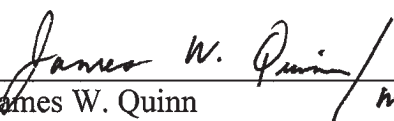
*Attorneys for Defendants Hachette Book
Group, Inc. and Hachette Digital, Inc.*


Daniel Ferrel McInnis
David A. Donohoe
Allison Sheedy
**AKIN GUMP STRAUSS HAUER &
FELD LLP**
1333 New Hampshire Avenue, N.W.
Washington, D.C. 20036-1564
Telephone: (202) 887-4000
Facsimile: (202) 887-4288
dmcinnis@akingump.com
ddonohoe@akingump.com
asheedy@akingump.com

*Attorneys for Defendant Penguin Group
(USA), Inc.*


Joel M. Mitnick
Alexandra Shear
SIDLEY AUSTIN LLP
787 Seventh Avenue
New York, New York 10019
Telephone: (212) 839-5300
jmitnick@sidley.com
ashear@sidley.com

*Attorneys for Defendant Holtzbrinck Publishers, LLC
d/b/a Macmillan*


James W. Quinn
Yehudah L. Buchweitz
WEIL, GOTSHAL, & MANGES LLP
767 Fifth Avenue
New York, New York 10153-0119
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
james.quinn@weil.com
yehudah.buchweitz@weil.com

Helene D. Jaffee
PROSKAUER ROSE LLP
Eleven Times Square
New York, New York 10036-8299
Telephone: (212) 969-3000
Facsimile: (212) 969-2900
hjaffe@proskauer.com

Martha E. Gifford
LAW OFFICE OF MARTHA E. GIFFORD
137 Montague Street #220
Brooklyn, New York 11201
Telephone: (718) 858-7571
giffordlaw@mac.com

*Attorneys for Defendants Simon & Schuster, Inc. and
Simon & Schuster Digital Sales, Inc.*