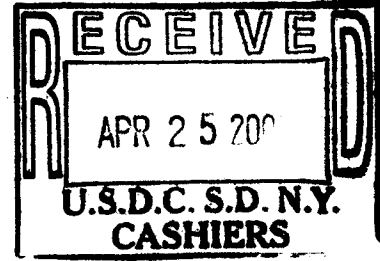


UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK



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PEARSON EDUCATION, INC., :
JOHN WILEY & SONS, INC., :
CENGAGE LEARNING INC., AND :
THE MCGRAW-HILL COMPANIES, INC., :

Plaintiffs, :

-against- :

07 Civ. 6914 (GEL)
ECF CASE

RAMKUMAR CHANDRASEKARAN AND :
SOUNDAR RAJAN BOTH D/B/A :
RK SELLERS D/B/A SILVERPLUS :
AND JOHN DOE NOS. 1-5, :

Defendants. :

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SECOND AMENDED COMPLAINT

Plaintiffs Pearson Education, Inc. ("Pearson"), John Wiley & Sons, Inc. ("Wiley"), Cengage Learning Inc. and The McGraw-Hill Companies, Inc. ("McGraw-Hill"), by their undersigned attorneys, for their second amended complaint against defendants Ramkumar Chandrasekaran and Soundar Rajan both d/b/a RK Sellers d/b/a Silverplus ("RK Sellers") and John Doe Nos. 1 through 5, aver:

Nature of the Action

1. Plaintiffs are bringing this action to enforce their copyrights and trademarks against defendants' unlawful sale in the United States of non-United States versions of plaintiffs' educational books.

Jurisdiction and Venue

2. This Court has subject matter jurisdiction over the first two claims in this action pursuant to 28 U.S.C. §§ 1331 and 1338 because they arise under the Copyright Act, 17 U.S.C. § 101 et seq., or the Lanham Act, 15 U.S.C. § 1051 et seq. This Court has subject matter jurisdiction over the third claim in this action pursuant to 28 U.S.C. § 1367 because it is so related to the claims within the original jurisdiction of this Court that they form part of the same case or controversy within the meaning of Article III of the United States Constitution.

3. Upon information and belief, venue is proper in this District pursuant to 28 U.S.C. § 1391.

Parties

4. Pearson is a corporation organized and existing under the laws of the State of Delaware with its principal place of business at One Lake Street, Upper Saddle River, New Jersey 07458.

5. Wiley is a corporation organized and existing under the laws of the State of New York with its principal place of business at 111 River Street, Hoboken, New Jersey 07030.

6. Cengage is a corporation organized and existing under the laws of the State of Delaware with its principal place

of business at 200 First Stamford Place, Stamford, Connecticut 06902.

7. McGraw-Hill is a corporation organized and existing under the laws of the State of New York with its principal place of business at 1221 Avenue of the Americas, New York, New York 10020.

8. Upon information and belief, defendant Ramkumar Chandrasekaran is a natural person residing at 13705 NE 9th Place Apartment C-204, Bellevue, Washington 98005-2867.

9. Upon information and belief, defendant Soundar Rajan is a natural person residing at 706, Ram Residency, S Gunta Palya, CV Raman Nagar, Bangalore 560093, India.

10. Upon information and belief, defendants John Doe Nos. 1-5 are associates of RK Sellers whose identities are presently unknown to plaintiffs.

The Businesses of Plaintiffs

11. Each plaintiff publishes a variety of works, including educational books.

12. As a standard practice, each plaintiff requires its authors to assign the copyright to them or grant them the exclusive rights of reproduction and distribution in the United States. This practice enables each plaintiff to maximize dissemination of each work.

13. Plaintiffs invest significant monies to publish their copyrighted works. Plaintiffs, for example, make substantial investments in royalties, content creation, licensing, copyediting, proofreading, typesetting, layout, printing, binding, distribution, and promotion.

14. Plaintiffs earn a substantial portion of their revenue from the publication of their copyrighted works and would suffer serious financial injury if their copyrights were not enforced. A substantial decline in their income could cause plaintiffs to cease publishing one or more deserving books or journals. This would adversely impact the creation of new works, scholarly endeavor, and scientific progress.

15. Plaintiffs' educational books authorized for sale in the United States are of the highest quality (the "United States Editions"). These books are generally printed on strong, hard-cover bindings with glossy protective coatings and, in some cases, contain extra features such as sewn ribbon bookmarks. Plaintiffs frequently offer academic supplements, such as CD-ROMs, computer passwords that provide purchasers with access to academic websites corresponding to the textbooks, and study guides with the United States Editions.

16. Plaintiffs generally create different versions of their educational books that are intended for sale in specific geographic markets outside of the United States (the "Foreign

Editions"). The Foreign Editions materially differ from the United States Editions. The Foreign Editions have thinner paper and different bindings, different cover and jacket designs, fewer internal ink colors, if any, lower quality photographs and graphics, and generally lower prices than the United States Editions. Also, the Foreign Editions often lack academic supplements, such as CD-ROMs, website passwords, or study guides. The Foreign Editions are generally marked to indicate their lower cost by a legend indicating, in substance, that the title is a "Low Price Edition" and/or authorized for sale only in a particular country or geographic region. The Foreign Editions are uniformly manufactured outside of the United States.

Plaintiffs' Copyrights and Trademarks

17. Plaintiffs routinely register their copyrights. Pearson has generally registered its copyrights in its works (the "Pearson Copyrights"), including those identified on Schedule A. Wiley has generally registered its copyrights in its works (the "Wiley Copyrights"), including those identified on Schedule B. Cengage has generally registered its copyrights in its works (the "Cengage Copyrights"), including those identified on Schedule C. McGraw-Hill has generally registered its copyrights in its works (the "McGraw-Hill Copyrights"), including those identified on Schedule D.

18. Plaintiffs also own, themselves or through their parent or affiliate companies, trademarks that they use to differentiate their products from those of their competitors.

19. Pearson PLC, Pearson's ultimate parent company, is the owner of and Pearson is an exclusive licensee of, with the accompanying right and duty to protect and enforce Pearson's rights therein, the well-known trademarks "Pearson," "Pearson Education" and "Prentice Hall." Pearson is the direct holder of the well-known trademark "Benjamin Cummings." Pearson's affiliate corporation Addison Wesley Longman, Inc., is the owner of, and Pearson is the exclusive licensee of, with the accompanying right and duty to protect and enforce its and its affiliate company's rights therein, the well-known trademarks "Addison Wesley" or "Addison-Wesley" (the "Pearson Trademarks"). The United States Registrations for the Pearson Trademarks are identified on Schedule E.

20. Among Wiley's well-known trademarks are "John Wiley & Sons," "Wiley," and the "John Wiley Colophon" (the "Wiley Trademarks"). The United States Registrations for the Wiley Trademarks are identified on Schedule F.

21. Among McGraw-Hill's well-known trademarks are "McGraw Hill," "The McGraw-Hill Companies" and "Irwin" (the "McGraw-Hill Trademarks"). The United States Registrations for the McGraw-Hill Trademarks are identified on Schedule G.

The Infringing Acts of Defendants

22. Defendants have without permission purchased Foreign Editions of plaintiffs' books manufactured outside of the United States and resold them to purchasers in the United States through, among other ways, www.abebooks.com using the usernames RK Sellers and Silverplus and the e-mail addresses seller.rk@gmail.com, silverplus@gawab.com, and skr_silver@yahoo.com.

FIRST CLAIM FOR RELIEF
(Copyright Infringement - 17 U.S.C. § 501)

23. Plaintiffs repeat the averments contained in paragraphs 1 through 22 as if set forth in full.

24. Pearson has received United States Certificates of Copyright Registration for the Pearson Copyrights.

25. Wiley has received United States Certificates of Copyright Registration for the Wiley Copyrights.

26. Cengage has received United States Certificates of Copyright Registration for the Cengage Copyrights.

27. McGraw-Hill has received United States Certificates of Copyright Registration for the McGraw-Hill Copyrights.

28. The Pearson, Wiley, Cengage and McGraw-Hill Copyrights are valid and enforceable.

29. Defendants have infringed the Pearson, Wiley, Cengage and McGraw-Hill Copyrights in violation of 17 U.S.C. § 501.

30. Defendants' acts have irreparably damaged and, unless enjoined, will continue to irreparably damage plaintiffs. Plaintiffs have no adequate remedy at law for these wrongs and injuries. Plaintiffs are, therefore, entitled to a preliminary and permanent injunction restraining and enjoining defendants and their agents, servants, employees, and attorneys and all persons acting in concert with them, from infringing the Pearson, Wiley, Cengage and McGraw-Hill Copyrights.

31. Defendants have willfully infringed the Pearson, Wiley, Cengage and McGraw-Hill Copyrights.

32. Plaintiffs are entitled to recover all damages sustained as a result of defendants' unlawful conduct including (1) defendants' profits, or (2) plaintiffs' damages, or alternatively (3) statutory damages.

SECOND CLAIM FOR RELIEF

(Trademark Infringement - 15 U.S.C. § 1114(a))

33. Plaintiffs repeat the averments contained in paragraphs 1 through 32 above as if set forth in full.

34. Pearson is the exclusive licensee of the Pearson Trademarks, with the accompanying right and duty to protect and enforce Pearson's rights therein. Pearson's licensor parent and

affiliate companies have obtained United States Trademark Registrations for the Pearson Trademarks.

35. Wiley owns the Wiley Trademarks, for which it has obtained United States Trademark Registrations.

36. McGraw-Hill owns the McGraw-Hill Trademarks, for which it has obtained United States Trademark Registrations.

37. The Pearson, Wiley and McGraw-Hill Trademarks are valid and enforceable.

38. Defendants have infringed the Pearson, Wiley and McGraw-Hill Trademarks in violation of 15 U.S.C. § 1114(a) by using them on and/or in connection with the works that they have sold.

39. Defendants' acts complained of herein have irreparably damaged plaintiffs and may continue to do so. The damage to plaintiffs includes harm to their good will and reputation in the marketplace for which money cannot compensate. Plaintiffs have no adequate remedy at law for these wrongs. Plaintiffs are, therefore, entitled to a preliminary and permanent injunction restraining and enjoining defendants, their agents, servants, employees, and attorneys and all persons acting in concert with them from using the Pearson, Wiley and McGraw-Hill Trademarks or any colorable imitation of them.

40. Defendants have willfully infringed the Pearson, Wiley and McGraw-Hill Trademarks.

41. Plaintiffs are entitled to recover (1) defendants' profits from the infringing books, (2) plaintiffs' damages, (3) the costs of the suit, and (4) reasonable attorneys' fees.

THIRD CLAIM FOR RELIEF

(Common Law Unfair Competition Under State Law)

42. Plaintiffs repeat the averments contained in paragraphs 1 through 41 above as if set forth in full.

43. Defendants' acts complained of herein have damaged and may continue to damage plaintiffs irreparably. The damage to plaintiffs includes harm to their goodwill and reputation in the marketplace for which money cannot compensate. Plaintiffs have no adequate remedy at law for these wrongs and injuries. Plaintiffs are, therefore, entitled to a preliminary and permanent injunction restraining and enjoining defendants, their agents, servants, employees, and attorneys and all persons acting in concert with them from using the Pearson, Wiley and McGraw-Hill Trademarks or any colorable imitation of them, to restitution of defendants' ill-gotten gains, and to punitive damages in an amount to be determined by the trier of fact in this action.

WHEREFORE, plaintiffs demand judgment:

A. Preliminarily and permanently enjoining defendants, their agents, servants, employees, and attorneys and

all those acting in concert with them from infringing the Pearson, Wiley, Cengage and McGraw-Hill Copyrights in violation of 17 U.S.C. § 501;

B. Awarding plaintiffs their damages or defendants' profits, or alternatively, at plaintiffs' election, statutory damages, as a result of defendants' willful infringement of the Pearson, Wiley, Cengage and McGraw-Hill Copyrights;

C. Preliminarily and permanently enjoining defendants, their agents, servants, employees, and attorneys and all those acting in concert with them from infringing the Pearson, Wiley and McGraw-Hill Trademarks in violation of 15 U.S.C. § 1114(a);

D. Awarding plaintiffs their damages and/or defendants' profits from their willful infringement of the Pearson, Wiley and McGraw-Hill Trademarks pursuant to 15 U.S.C. § 1117(a);

E. Directing that defendants engage in such additional activities, including, but not limited to, recalls of products and corrective advertising, as may be necessary and appropriate to mitigate the damage defendants have caused;

F. Awarding plaintiffs their costs in this action, including their reasonable attorneys' fees pursuant 17 U.S.C. § 505 and 15 U.S.C. § 1117;

G. Awarding plaintiffs punitive damages in an amount to be determined by the trier of fact in this action; and

H. Granting such other and further relief as to this Court seems just and proper.

Dated: New York, New York
April 9, 2008

DUNNEGAN LLC

By William Dunnegan
William Dunnegan (WD9316)
Megan L. Martin (MM4396)
Attorneys for Plaintiffs
Pearson Education, Inc.,
John Wiley & Sons, Inc.,
Cengage Learning Inc., and
The McGraw Hill Companies, Inc.
350 Fifth Avenue
New York, New York 10118
(212) 332-8300

Schedule A
"Pearson Copyrights"

Title

Date of Registration

Registration Number

1. Consumer Behavior and
Managerial Decision Making
August 29, 2001
TX0005423447
 2. The Z80 Microprocessor:
Architecture, Interfacing,
Programming, and Design
August 11, 2000
TX0005257129
 3. Probability and Random
Processes for Electrical
Engineering
August 3, 1993
TX0003590606
 4. Mechanics and Thermodynamics
of Propulsion
December 19, 1991
TX0003220282
-
5. Organizational Behavior
February 1, 2005
TX0006103180
 6. Miller & Freund's Probability
and Statistics for Engineers
April 7, 2005
TX0006140441
 7. Mineralogy
January 28, 2002
TX0005466885
 8. Introduction to Environmental
Engineering and Science
September 4, 1997
TX0004621716

9. An Experiential Approach To
Organization Development
February 16, 2001
TX0005347679
10. Introduction to Chemical
Principles
May 12, 2004
TX0005963688; TX0005963688
11. Fundamentals of Management:
Essential Concepts and
Applications
February 1, 2005
TX0006126727
12. Antenna Theory & Design
May 7, 1981
TX0000685168
13. Microprocessor Architecture,
Programming, and Applications
April 22, 2002
TX0005541636
14. Essentials Of Entrepreneurship
And Small Business Management
April 16, 2004
TX0005961571

15. Introduction to Quantum
Mechanics
May 4, 2004
TX0005959250
16. Business Ethics: Concepts & Cases
October 31, 2005
TX0006239649
17. Knowledge Management
March 24, 2003
TX0005720736

18. Introduction to Materials
Management
July 20, 2000
TX0005138465

 19. Management of Organizational
Behavior: Leading Human
Resources
January 5, 2001
TX0005323917
-

Schedule B
"Wiley Copyrights"

Title

Date of Registration

Registration Number

1. Medical Instrumentation:
Application and Design
May 14, 1998
TX0004737716
2. Combinatorics
October 10, 2003
TX0005823888
3. Fundamentals of Fluid
Mechanics
October 14, 2003
TX0005811029
4. Advanced Engineering
Mathematics
December 19, 2005
TX0006287796
5. Advanced Mechanics of
Materials

January 21, 2003
TX0005706066
6. Fundamentals of Heat and
Mass Transfer
October 25, 2001
TX0005457784
7. Microwave Engineering
March 12, 2004
TX0005939958
8. Interaction Design: Beyond
Human-Computer Interaction
April 7, 2004
TX0005954665

9. Chemical, Biochemical And
Engineering Thermodynamics
April 25, 2006
TX0006328844
 10. Thermodynamics and an Introduction
to Thermostatistics
October 28, 1985
TX0001684782
 11. Systems Engineering Principles
and Practice
February 7, 2003
TX0005671870
 12. Elementary Numerical Analysis
December 05, 2003
TX0005839199
 13. Global Operations and Logistics:
Text and Cases
August 13, 1998
TX0004835959
 14. Systems Analysis and Design
March 7, 2000
TX0005152449
-
15. Fields and Waves in
Communication Electronics
July 22, 1994
TX0003857813
 16. Global Strategy and
Organization
July 1, 2003
TX0005755018
 17. Stochastic Processes
March 28, 1996
TX0004217487
 18. Device Electronics for
Integrated Circuits
January 16, 2003
TX0005654600

19. Transport Phenomena
October 11, 2001
TX0005459935
20. Semiconductor Devices:
Physics and Technology
November 23, 2001
TX0005461970
21. Strategic Management
January 2, 2001
TX0005304984
22. Applied Regression Analysis
July 17, 1998
TX0004800470
23. Introductory Mycology
March 28, 1996
TX0004217474
24. Materials and Processes
in Manufacturing
February 20, 2004
TX0005875263
25. Linear Algebra
February 24, 1997
TX0004486872

26. International Business
January 19, 2006
TX0006274479
27. Operating System Concepts
June 25, 2003
TX0005739634
28. The Systematic Identification
of Organic Compounds
October 14, 2003
TX0005811922
29. Digital Communications
July 22, 1988
TX0002365224

30. Principles of Unit Operations
September 22, 1980
TX0000554371
 31. Product and Process Design
Principles: Synthesis, Analysis,
and Evaluation
September 4, 2003
TX0005786409
 32. Design and Analysis of Lean
Production System
January 10, 2002
TX0005475899
 33. Continuous Univariate
Distributions - Vol. 1
December 22, 1994
TX0003953793
 34. Continuous Univariate
Distributions - Vol. 2
July 14, 1995
TX0004097696
 35. Human Resource Management
December 17, 2001
TX0005469916
-
36. Analog Signal Processing
April 21, 1999
TX0004971708
 37. Process Dynamics and Control
December 12, 2003
TX0005834334

Schedule C
"Cengage Copyrights"

Title

Date of Registration

Registration Number

1. Principles of Biostatistics
May 8, 2000
TX0005206416
2. An Introduction to Derivatives
& Risk Management
January 3, 2006
TX0006305776
3. Selling Destinations: Geography
for the Travel Professional
April 15, 1999
TX0004967688
4. Power System Analysis and Design
with Personal Computer Applications
February 9, 1987
TX0002027195
5. Fundamentals of Financial
Management
March 15, 2006
TX0006328846

6. A First Course in Mathematical
Modeling
October 3, 2002
TX0005603426
7. Operations Management
August 3, 2001
TX0005367660

Schedule D
"McGraw-Hill Copyrights"

Title

Date of Registration

Registration Number

1. Human Resource Strategy: A Behavioral Perspective for the General Manager
March 15, 2001
TX0005359597
2. Psychology: The Science of Mind and Behavior
June 22, 2006
TX0006402511
3. Essentials of Economics
March 17, 2006
TX0006323752
4. Risk Management and Insurance
August 1, 2003
TX0005756928
5. Adolescence
March 17, 2006
TX0006312437

6. Design of Machinery: An Introduction to the Synthesis of Mechanisms and Machines
December 15, 2004
TX0006079800
7. Thermodynamics: An Engineering Approach
July 6, 2001
TX0005344497
8. Digital Signal Processing: A Computer-Based Approach
September 5, 2000
TX0005266507

9. Biology
April 26, 2004
TX0005953607
 10. Introduction to Radar Systems
September 5, 2000
TX0005266505
 11. Consumer Behavior and Marketing
Strategy
August 24, 2004
TX0006017699
 12. Concrete Microstructure,
Properties and Materials
January 3, 2006; TX0006272323
 13. Fluid Mechanics: Fundamentals
And Applications
February 8, 2005
TX0006164685
 14. Managerial Accounting
January 14, 2003
TX0005671624
 15. A Topical Approach to Life-Span
Development
March 17, 2006
TX0006312113
 16. Corrosion Engineering
December 16, 1985
TX0001713877
 17. Essentials of Investments
February 10, 1998
TX0004715420
 18. Organizational Behavior:
Human Behavior at Work
June 14, 2001
TX0005360845
-

19. Accounting: Text and Cases
June 22, 2006
TX0006405523

 20. Basic Marketing: A
Global-Managerial Approach
November 13, 2002
TX0005635533

 21. Probability, Random Variables
and Stochastic Processes
February 14, 1991
TX0003010182
-

Schedule E
"Pearson Trademarks"

<u>U.S. Trademark</u>	<u>Registration Number</u>	<u>Class</u>
1. "Pearson"	2,599,724	009, 016, 035, 042
2. "Pearson"	2,600,081	041
3. "Pearson"	2,652,792	009, 016
4. "Pearson"	2,679,355	016
5. "Pearson"	2,691,830	041
6. "Pearson"	2,694,359	009
7. "Prentice-Hall"	1,332,044	016
8. "Prentice-Hall"	1,332,639	042
9. "Prentice-Hall"	1,375,654	009
10. "Addison Wesley"	2,188,798	016
11. "Addison-Wesley"	2,400,130	016
12. "Benjamin Cummings"	2,674,589	016
13. "Benjamin Cummings"	2,671,773	041
14. "Benjamin Cummings"	2,671,772	041
15. "Benjamin Cummings"	2,621,299	016
16. "Benjamin Cummings"	1,189,279	016

Schedule F
"Wiley Trademarks"

	<u>U.S. Trademark</u>	<u>Registration Number</u>	<u>Class</u>
1.	"JW" Colophon	2,168,941	009, 042
2.	"Wiley"	1,003,988	009, 016, 036, 038
3.	"Wiley"	2,159,987	009, 042

Schedule G
"McGraw-Hill Trademarks"

<u>U.S. Trademark</u>	<u>Registration Number</u>	<u>Class</u>
1. "McGraw-Hill"	1,350,345	16
2. "McGraw-Hill"	2,899,528	16, 41
3. "The McGraw-Hill Companies"	3,103,212	9, 16, 35, 36, 37, 38, 39, 40, 41, 42
4. "Irwin"	1,718,118	16

Declaration of Service

LAURA J. SCILEPPI hereby declares pursuant to 28
U.S.C. § 1746:

1. I am an associate at the firm of Dunnegan
LLC.
2. On April 23, 2008, I caused to be served by
U.S. Mail a true copy of the SECOND AMENDED COMPLAINT and
JUDGE ORDER ALLOWING PLAINTIFFS TO FILE THE SECOND AMENDED
COMPLAINT on defendant Ramkumar Chandrasekaran at:

Ramkumar Chandrasekaran
13705 NE 9th Place, Apartment C-204
Bellevue, Washington 98005-2867

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

Executed this 23rd day of April 2008.



Laura J. Scileppi