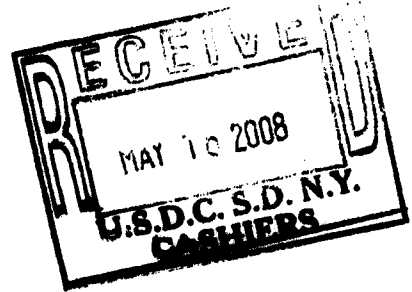


UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK



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

Plaintiffs, :

-against- :

07 Civ. 9399 (CSH)
ECF Case

VINOD KUMAR, VIRENDER YADAV, :
SUKHWINDER SINGH AND :
DART AIR, INC. ALL D/B/A :
MODERN BOOKS D/B/A EXPRESS BOOKS :
D/B/A UNIQUE BOOKS D/B/A :
JHON BOOK STORE D/B/A :
EXPRESSBOOKS06 D/B/A :
QUALITYINSTRUMENTS400 :
AND JOHN DOES NOS. 1-5, :

Defendants. :

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AMENDED COMPLAINT

Plaintiffs Pearson Education, Inc. ("Pearson"), John Wiley & Sons, Inc. ("Wiley"), Cengage Learning Inc. ("Cengage") and The McGraw-Hill Companies, Inc. ("McGraw-Hill"), by their undersigned attorneys, for their amended complaint against defendants Vinod Kumar, Virender Yadav, Sukhwinder Singh and Dart Air, Inc. all d/b/a Modern Books d/b/a Express Books d/b/a Unique Books d/b/a Jhon Book Store d/b/a ExpressBooks06 d/b/a QualityInstruments400 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, 4th Floor, 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 Vinod Kumar is a natural person residing at 39/4 Mohmad Pur, Near Bikaji Cama Place, New Delhi 110066, India.

9. Upon information and belief, defendant Virender Yadav is a natural person residing at 10433 92nd Avenue, South Richmond Hill, New York 11418-2923.

10. Upon information and belief, defendant Sukhwinder Singh is a natural person residing at 94-18 109th Street, South Richmond Hill, New York 11419.

11. Upon information and belief, defendant Dart Air, Inc. is a corporation located at 155 West 29th Street, Suite 9B, New York, New York 10001.

12. Upon information and belief, defendants John Doe Nos. 1-5 are associates of Vinod Kumar, Virender Yadav, Sukhwinder Singh, and Dart Air, Inc. whose identities are presently unknown to plaintiffs.

The Businesses of Plaintiffs

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

14. 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.

15. 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.

16. 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.

17. Plaintiffs' educational books authorized for sale in the United States are of the highest quality (the "United States Editions"). These books are generally printed with 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.

18. 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

19. 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.

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

21. 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.

22. 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.

23. 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

24. 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 the Internet at the websites including, but not limited to, AbeBooks.com, Alibris.com, AlBooks.com, A Book Company, LLC, Bookbyte.com, ValoreBooks.com, and Textbookx.com using the usernames including, but not limited to, "Modern Books," "Express Books," "Unique Books," "Jhon Book Store," "ExpressBooks06," and "QualityInstruments400."

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

25. Plaintiffs repeat the averments contained in paragraphs 1 through 24 as if set forth in full.

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

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

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

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

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

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

32. 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.

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

34. 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))

35. Plaintiffs repeat the averments contained in paragraphs 1 through 34 above as if set forth in full.

36. 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.

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

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

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

40. 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.

41. 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.

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

43. 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)

44. Plaintiffs repeat the averments contained in paragraphs 1 through 43 above as if set forth in full.

45. 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 28, 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 #

1. Electronic Commerce:
A Managerial Perspective
December 2, 1999
TX0005110454
2. Probability and Random
Process for Electrical
Engineering
August 3, 1993
TX0003590606
3. Organic Chemistry
July 20, 2000
TX0005141194
4. Training in Interpersonal Skills:
Tips for Managing People at Work
November 7, 1996
TX0004405435
5. Compensation Management in a
Knowledge-Based World
April 7, 1997
TX0004511421
6. Process Control: Modeling,
Design and Simulation
April 29, 2003
TX0005736756
7. From ASICs to SOCs: A
Practical Approach
August 12, 2003
TX0005806238
8. Strategic Human Resource
Management
April 26, 2001
TX0005374633

9. Marketing Management
February 13, 1997
TX0004478935
10. Understanding Financial
Statements
December 10, 1997
TX0004674181
11. Linear Algebra with
Applications
April 7, 1997
TX0004511390
12. Operating System Concepts
December 7, 1993
TX0003699560
13. Security in Computing
February 4, 2003
TX0005677562
14. A First Course in Abstract
Algebra
February 11, 1999
TX0004939856
15. Advertising: Principles and
Practice
March 23, 2001
TX0005368142
16. Data Structures and Algorithm
Analysis in C++
December 3, 1993
TX0003678100
17. Operations Management
May 5, 2003
TX0005748096
18. Fashion Retailing: A
Multi-Channel Approach
March 9, 2005
TX0006119688

19. Semiconductor Device
Fundamentals
February 28, 1996
TX0004201811
20. Corporate Computer and
Network Security
April 29, 2003
TX0005738767
21. Event Management
October 1, 2004
TX0006037669
22. Introduction to Hydrology
October 31, 2002
TX0005643126
23. Elements of Chemical
Reaction Engineering
June 16, 1999
TX0004938289
24. Quality Control,
Seventh Edition
October 10, 2003
TX0005960545
25. Discovering Genomics,
Proteomics and Bioinformatics
October 29, 2002
PA0001111777
26. An Introduction to the
Mechanics of Solids
March 7, 1980
TX0000425326
27. Organic Chemistry
June 27, 2006
TX0006400788
28. Essentials of Strategic
Management
July 30, 2002
TX0005588793

29. Algorithm Design
March 29, 2005
TX0006145191
30. Hartmann and Kester's Plant
Propagation Principles and
Practices
January 15, 2002
TX0005460783
31. Media Ethics: Cases and
Moral Reasoning
February 20, 1998
TX0004727444
32. A History of Psychology:
Main Currents in Psychological
Thought
August 19, 2003
TX0005808783
33. Consumer Behavior In Fashion
March 24, 2003
TX0005719039
34. Business Ethics: Concepts
and Cases
July 26, 2001
TX0005361630
35. Microeconomics
March 21, 2005
TX0006156330
36. Leadership in Organizations
March 29, 1994
TX0003790540
37. Marketing Research:
An Applied Orientation
December 15, 2006
TX0006494520
38. Consumer Behavior
April 7, 1997
TX0004511384

39. Aerodynamics for Engineers
January 15, 2002
TX0005475774
40. Introduction to Logic
August 22, 2001
TX0005429425
41. Operations Management
July 1, 2002
TX0005563556
42. Quality Management:
Creating and Sustaining
Organizational Effectiveness
June 1, 2004
TX0005967702
43. Retail Management:
A Strategic Approach
December 2, 1997
TX0004674080
44. Marketing Research
January 19, 2000
TX0005031651
45. Introduction to Econometrics
December 20, 2002
TX0005659183
46. Statistics for Psychology
August 24, 1998
TX0004838804
47. Adaptive Control (2nd Edition)
May 2, 1995
TX0004042910
48. Market-Based Management
January 17, 2003
TX0005673666
49. International Management:
Managing Across Borders
March 9, 2005
TX0006124995

50. Speech and Language Processing
March 15, 2000
TX0005070379
51. Abnormal Psychology:
The Problem of Maladaptive Behavior
August 30, 2004
TX0006018766
52. The C Answer Book
January 23, 1989
TX0002494608
53. Management
December 8, 2004
TX0006082707
54. Digital Fundamentals
July 30, 2002
TX0005581507
55. Water Works Engineering:
Planning, Design, and Operation
May 30, 2000
TX0005236267
56. Human Resource Management
September 26, 2001
TX0005446188
57. Knowledge Management
March 24, 2003
TX0005720736
58. Enterprise Resource Planning
December 8, 2004
TX0006084449
59. Marketing Of High-technology
Products And Innovations
August 27, 2004
TX0006018157

60. Logistics Engineering
and Management
October 15, 2003
TX0005822830
61. Manufacturing Organization
and Management
December 22, 1992
TX0003453188
62. Continuous and Discrete
Signals and Systems
January 15, 1998
TX0004700761
63. Essentials of Computer
Architecture
October 13, 2004
TX0006028951
64. Modern C++ Design
April 13, 2001
TX0005286330
65. Entrepreneurship:
Strategies and Resources
April 22, 2002
TX0005584353
66. International Organizational
Behavior: Text, Cases, and
Exercises
October 15, 2004
TX0006055255
67. E-marketing
January 17, 2003
TX0005673663
68. Organization Development
January 6, 1999
TX0004925649
69. Linear Algebra And It's
Applications
December 20, 2002
TX0005659182

70. Understanding And Managing
Diversity: Readings, Cases,
and Exercises
March 15, 2006
TX0006326758
71. High-Speed Digital Design:
A Handbook of Black Magic
May 11, 1993
TX0003556188
72. Introduction to Counseling
and Guidance
July 30, 2002
TX0005584585
73. Management of Organizational
Behavior: Leading Human Resources;
January 5, 2001
TX0005323917
74. Managerial Economics:
Economic Tools for Today's
Decision Makers
September 18, 2002
TX0005617948
75. Options, Futures And
Other Derivatives
September 10, 1996
TX0004380815
76. Philosophy of Religion
January 24, 1990
TX0002741881
77. Computer Networks and Internets
with Internet Applications
October 15, 2003
TX0005822829
78. Financial Management:
Principles and Applications
March 26, 2002
TX0005505825

79. Introduction to Quantum Mechanics
May 4, 2004
TX0005959250
80. Mastering Matlab 7
February 1, 2005
TX0006101499
81. Modern Control Systems
October 25, 2000
TX0005183216
82. Operations Management
January 28, 2002
TX0005473252
83. Introduction to Mathematical
Statistics
July 22, 2004
TX0006003451
84. Digital Image Processing
Using MATLAB
March 9, 2004
TX0005919455
85. Java: How To Program;
March 11, 2003
TX0005690665
86. Quantitative Analysis
For Management
April 7, 2005
TX0006107136
87. Investments
March 14, 2000
TX0005160815
88. Strategy and the Business
Landscape: Core Concepts
April 5, 2001
TX0005285666
89. Modern Management
April 22, 2002
TX0005529504

90. Digital Signal Processing
May 23, 2006
TX0006347802
91. Organizations: Structure,
Processes, and Outcomes
January 7, 1987
TX0001976276
92. John E. Freund's Mathematical
Statistics with Applications
November 10, 2003
TX0005834468
93. Principles of Risk Management
and Insurance
August 20, 2004
TX0006059440
94. Probability And Statistical
Inference
September 13, 2000
TX0005258643
95. Modern Control Engineering
June 2, 1997
TX0004542404
96. An Introduction to Database
Systems
September 8, 2003
TX0005814575
97. RF Circuit Design: Theory
& Applications
March 14, 2000
TX0005148992
98. Statistics for Managers
Using Microsoft Excel
April 5, 2004
TX0005941475
99. Law and Economics
October 6, 2003
TX0005832415

100. Patternmaking for
Fashion Design
April 5, 2001
TX0005345783
101. Radar: Principles, Technology,
Applications
November 2, 1992
TXu000542158
102. Foundations of Financial
Markets and Institutions
October 9, 2001
TX0005447065
103. Human-Computer Interaction
June 8, 1998
TX0004801248
104. Machines & Mechanisms
Applied Kinematic Analysis
August 27, 2004
TX0006031292
105. Windows System Programming
November 24, 2004
TX0006073875
106. Object-Oriented Software
Engineering: Using UML,
Patterns, and Java
October 15, 2003
TX0005822836
107. C++ Solutions: Companion to
the C++ Programming Language
October 19, 1998
TX0004880404
108. The Mathematics of
Coding Theory
February 4, 2004
TX0005904263

109. Global Marketing Management;
September 19, 2001
TX0005450507
110. Capital Markets: Institutions
and Instruments
May 15, 1996
TX0004294129
111. Differential Equations:
Computing and Modeling
July 29, 2003
TX0005758361
112. Business Logistics Management
February 18, 2000
TX0005132090
113. Introduction to Management
Accounting
January 17, 2006
TX0006305778
114. Manufacturing Processes
for Engineering Materials
September 6, 2002
TX0005608352
115. Game Theory With Economic
Applications
February 10, 1998
TX0004712799
116. Introduction to Hospitality
Management
April 11, 2003
TX0005713660
117. Computer Ethics
December 7, 2000
TX0005201121
118. Geotechnical Engineering:
Principles and Practices
July 31, 1998
TX0004828742