

DECLARATION OF
CUSTODIAN OF RECORDS
OF ABEBOOKS INC.

RE: Pearson Education, Inc., et al. v. Vinod Kumar, et al.,
07 Civ. 9399 (CSH) (SDNY)

I, John L. Chase, declare pursuant to 28 U.S.C. § 1746 that the following is true and correct.

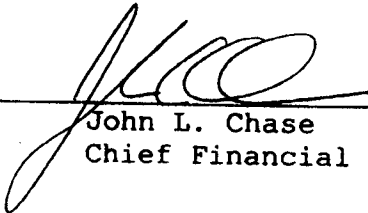
1. I am over the age of 18 years and not a party to this action. I am employed by Abebooks Inc. in the position of Chief Financial Officer. My business address is 655 Tye Road - Suite 500, Victoria, British Columbia V9A 6X5.

2. I am duly authorized as a custodian of the enclosed business records, consisting of "ARHistory-CID6087002," "ARHistory-CID50524655," "ARHistory-CID51012053," "ARHistory-CID52296192," "ARHistory-CID52803897," "ARHistory-CID52853529," "CID 3304328 sales info," "CID 4651600 sales info," "CID 52803897 sales info," "CID 950707 sales info," "CID 52296192 sales info," "Modern and Express Books Account Info," "Modern and Express Books Connections," and "William Dunnegan Letter."

3. These documents were prepared by Abebooks Inc. personnel (a) in the ordinary course of their duties; (b) at or near the time of the events; and (c) from information transmitted by a person with knowledge of those matters. These documents have been kept in the ordinary course of Abebooks Inc.'s business. It was the regular practice of Abebooks Inc. to make the enclosed business records.

I declare under the penalty of perjury under the laws of the United States and the nation of Canada that the foregoing is true and correct.

June 5, 2008
Date


John L. Chase
Chief Financial Officer

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