

EXHIBIT A



SPECTOR ROSEMAN
KODROFF & WILLIS^{PC}

Direct Email:
RRoseman@srkw-law.com

November 18, 2011

Via UPS

Mr. Harold McGraw III
Chairman of the Board of Directors
The McGraw-Hill Companies, Inc.
1221 Avenue of the Americas
New York, NY 10020-1095

**Demand Pursuant to N.Y. Bus. Corp. Law § 624
Response Within Five Business Days Required**

Dear Mr. McGraw:

I write on behalf of Retirement Plan for General Employees of the City of North Miami Beach ("North Miami Beach"), beneficial owner of The McGraw-Hill Companies, Inc. ("McGraw-Hill" or the "Company") common stock. This letter constitutes a demand pursuant to Section 624 of the N.Y. Business Corporation Law ("Section 624") and New York common law to inspect and copy certain books and records of the Company, as specified below, for the purposes set forth below (the "Demand"). North Miami Beach has appointed the undersigned as its attorneys-in-fact for purposes of this Demand by the Limited Power of Attorney annexed hereto as Exhibit 1. Evidence of North Miami Beach's holdings of McGraw-Hill common stock is annexed hereto as Exhibit 2, reflecting that it is a current beneficial holder of McGraw-Hill stock.

Pursuant to Section 624, North Miami Beach hereby demands McGraw-Hill make the following books and records¹ available for inspection and copying within five (5) business days of your receipt of this Demand. The demanded inspection is for all books and records within the Company's possession, custody, and control for the period January 1, 2002 through the present (the "Relevant Period"), unless otherwise indicated.

¹ For purposes of the Demand, books and records as used herein is construed as broadly as possible under the Uniform Rules for New York State Trial Courts, Section 624 and New York common law and includes, without limitation, any and all correspondence concerning the demanded categories, whether sent *via* mail, facsimile, electronic communication, or otherwise. In addition, books and records is construed to include "Board Materials", which as used herein means all documents concerning, relating to, provided at, discussed at, prepared or disseminated in connection with any meeting of the Company's Board of Directors (the "Board") or any regular or specially-created committee thereof, including all presentations, board packages, recordings, agendas, summaries, memoranda, transcripts, notes, minutes of meetings, drafts of minutes of meetings, documents such as exhibits or presentations distributed at meetings, summaries of meetings, or resolutions.

Philadelphia | Washington

1818 Market Street | Suite 2500 | Philadelphia, PA 19103 | T: 215 496 0300 | F: 215 496 6611 | srkw-law.com

Affiliated Offices Worldwide

1. All books and records concerning the composition of the Board, its committees, subcommittees as well as any special committees formed in connection with Standard & Poor's Financial Services LLC's ("S&P") credit ratings for Residential Mortgage-Backed Securities ("RMBS") and Collateralized Debt Obligations ("CDOs") during the Relevant Period.
2. All books and records concerning the independence of the Company's Board.
3. All books and records concerning the Company's policies and procedures regarding the Board's oversight of S&P including, but not limited to, S&P's Structured Finance Ratings Group.
4. All books and records that identify and discuss S&P's business and operations, and the identification of its senior level employees who report directly to the Board.
5. All books and records concerning any and all investigations, reviews and/or analyses by the Board, the Audit Committee, and any Special Committee of the Board that were conducted in 2007, 2008, 2009, 2010, and 2011 with respect to S&P's compliance framework for its business operations.
6. All books and records concerning S&P's policies and procedures for issuing credit ratings for RMBS and CDOs, and any subsequent monitoring of these credit ratings which were discussed at meetings of the Board, any committee or subcommittee of the Board, or any Special Committee.
7. All books and records concerning increasing S&P's market share for rating RMBS and CDO securities which was discussed at meetings of the Board, any Special Committee, or any other committee or subcommittee of the Board.
8. All books and records concerning S&P's policies and procedures which address and manage conflicts of interest, particularly arising out of its "issuer pays" model for issuing credit ratings were discussed at meetings of the Board, any committee or subcommittee of the Board, or any Special Committee.
9. All books and records concerning S&P's determination to take action on thousands of RMBS and CDO securities that held AAA ratings beginning in 2007, including S&P's downgrade of over 1000 RMBS and 100 CDOs by the end of July 2007 and the decision to downgrade or place on credit watch approximately 6300 RMBS and 1900 CDO securities on January 30, 2008, which was discussed at meetings of the Board, any committee or subcommittee of the Board, or any Special Committee.
10. All books and records concerning any modifications or potential modifications to S&P's policies and procedures for issuing credit ratings for RMBS and CDO securities, and any

monitoring of these credit ratings following enactment of the U.S. Credit Rating Agency Reform Act on September 29, 2006 or the U.S. Securities and Exchange Commission's ("SEC") Proposed Rules for Nationally Recognized Statistical Rating Organizations, revised and adopted in February 2009, which were discussed at meetings of the Board, any committee or subcommittee of the Board, or any Special Committee.

11. All books and records which show that the Company has adequately disclosed all material information pertaining to S&P's issuance of credit ratings for RMBS and CDO securities.
12. All books and records sufficient to identify Company personnel in charge of enforcing the Company's Code of Business Ethics and any other conflict of interest policies of the Company.
13. All books and records, including those sufficient to identify the costs incurred by the Company regarding any congressional inquiry including, but not limited to, the U.S. Senate Subcommittee on Investigations, any civil and/or criminal investigations, administrative or regulatory reviews, enforcement actions and lawsuits by any governmental or regulatory body including the SEC, U.S. Department of Justice ("DOJ"), federal prosecutor's office and/or any state attorney general, and private civil lawsuits pertaining to S&P's ratings of RMBS and CDO securities.
14. All books and records sufficient to identify the Company's stockholders as of the date of this Demand.
15. All books and records sufficient to identify other stockholders of the Company making books and records demands pertaining to S&P's ratings of RMBS and CDO securities.

The purposes for the Demand are:

1. To investigate potential wrongdoing, mismanagement and breaches of fiduciary duty by the members of the Company's Board and senior management in connection with the events, circumstances, and transactions described above;
2. To assess any policies, rules, guidelines, or other measures the Board has considered and/or implemented in the past 10 years that were designed to address S&P's policies and procedures for issuing credit ratings for RMBS and CDO securities;
3. To assess any policies, rules, guidelines, or other measures the Board has considered and/or implemented in the past 10 years that were designed to address potential conflicts of interest in S&P's RMBS and CDO business;

4. To ascertain oversight by the Board of S&P's determination to take action on thousands of RMBS and CDO securities that held AAA ratings, including S&P's downgrade of over 1000 RMBS and 100 CDOs by the end of July 2007 and S&P's decision to downgrade or place on credit watch approximately 6300 RMBS and 1900 CDO securities on January 30, 2008;
5. To ascertain the process employed by the Board and senior management in reaching decisions concerning S&P's policies toward fees charged by S&P to issuers of RMBS and CDO products to obtain credit ratings for these products and other corporate prerequisites and reporting and monitoring of same;
6. To assess the ability of the Company's Board to consider impartially a demand for action (including a request for permission to file a derivative lawsuit on the Company's behalf) related to the issues described in this Demand; and
7. To explore remedial measures including, without limitation, seeking a meeting with the Company's Board to discuss proposed reforms, communicating with other Company stockholders, preparing a stockholder resolution for the Company's next annual meeting, and/or taking appropriate legal action in the event the members of the Company's Board did not properly discharge their fiduciary duties.

Under New York law, it is well settled that a shareholder has both a statutory and common-law right to inspect corporate books and records where the request is made in good faith and for a proper purpose. *Peterborough Corp. v. Karl Ehmer, Inc.*, 215 A.2d 663, 664 (N.Y. App. Div. 1995). Proper purposes include investigating management's conduct. *Tatko v. Tatko Bros. Slate Co.*, 173 A.2d 917, 918 (N.Y. App. Div. 1991).

Specific instances from which inferences of mismanagement and the knowledge of the Board can be drawn from:

- The conclusions of the Senate Subcommittee on Investigations contained in a report entitled "Wall Street and the Financial Crisis: Anatomy of a Financial Collapse" (the "Senate Report"), issued on April 13, 2011, which contains a 75 page case study on, among others, S&P's complicity in the financial crisis. For example, internal S&P emails cited in the Senate Report reveal that analysts with S&P and senior management were well aware of increasing risks in the mortgage market, including higher risk mortgage products, lax lending standards, poor quality loans, and mortgage fraud. As a result, the Senate Report concluded that "[e]vidence gathered by the Subcommittee shows that credit rating agencies were aware of the problems in the mortgage market.... Instead of using this information to temper their ratings, the firms continued to issue a high volume of investment grade ratings for mortgage backed securities";

- The focus of the Senate Report appears to be the ratings S&P gave to a subprime-mortgage backed CDO called Delphinus. Delphinus appears to have been given a AAA rating after S&P already began mass downgrades of subprime-backed mortgage securities. Little more than a year later, Delphinus was given a junk rating. In light of the fact that S&P apparently continued to grant triple AAA ratings even after the Company revealed to world markets that its methodologies for rating subprime-backed securities were fatally flawed, serious questions exist regarding the Board's exercise of its fiduciary responsibilities;
- A number of exhibits contained in the Senate Report indicate the Board's knowledge of the S&P's business. For example, one exhibit includes a March 3, 2007 email indicating that S&P's RMBS rating division was scheduled to present to McGraw-Hill executives on the subprime situation, including ratings and how to deal with fallout from the mortgage industry. Included is a copy of the presentation by S&P (including a chart of top issuers by S&P revenue) and minutes from a December 5, 2007 Company Board meeting noting the 2005-06 vintage loans appear to be the key problem area in the subprime situation;
- Because S&P is a critical business segment of the Company, which in 2009 and 2010 contributed over 25% of the Company's revenues, it is presumably one that is closely monitored by the Board. Thus, the Board knew or should have known of the growing problems in the mortgage industry, which S&P publicly reported on, and would directly impact the RMBS and CDO ratings. Internal emails from the Senate Report indicated that analysts with S&P and senior management were well aware prior to July 2007 of increasing risks in the mortgage market, including higher risk mortgage products, lax lending standards, poor quality loans, and mortgage fraud. Nevertheless, the Board allowed S&P to continue to issue inflated ratings from the RMBS and CDOs which produced billions in revenue until July 2007, when S&P abruptly reversed its course and issued downgrades;
- The inherent conflicts of interest in the credit ratings business were well known and the Board was aware or should have been aware of this. In 2003, for example, the SEC issued a report on these conflicts concluding that "[c]oncerns had been expressed that a rating agency might be tempted to give a more favorable rating to a large issue because of the large fee, and to encourage the issuer to submit future large issues to the rating agency." *Report on the Role and Function of Credit Rating Agencies in the Operation of the Securities Markets*, U.S. Securities and Exchange Commission (Jan. 2003). Because of the amount of revenue and profit generated by S&P, the Board knew or should have known that S&P was being paid by the very issuers seeking ratings for the products that they intended to sell to investors and knew that issuers needed investment grade ratings to sell the RMBS and CDO securities. According to a former S&P Managing Director in charge of the RMBS Ratings Group, "[b]y 2004 the structured finance department at S&P was a major source of revenue and profit for the parent company, McGraw-Hill. Focus

was directed at collecting market share and revenue data on a monthly basis from the various structured finance rating group and forwarded to the finance staff at S&P". Not surprising, from 2004-2007, S&P provided AAA ratings to a majority of the RMBS and CDO securities issued in the U.S.;

- A 2008 article from *The Wall Street Journal* discussed the extent of the involvement of Harold McGraw, the Chairman and Chief Executive of the Company in S&P's business. According to the article, McGraw was responsible for stressing S&P's profit growth above all else and setting S&P's budget;
- The August 17, 2011 *The New York Times* article reporting that the DOJ is investigating whether S&P improperly rated mortgage products, such as RMBS and CDOs;
- The announcement on September 26, 2011 that the Company received a Wells Notice from the SEC indicating that the staff is considering recommending a civil injunctive action against Standard & Poor's Rating Services, then a division of S&P, for violations of the federal securities laws with respect to S&P's ratings issued for a 2007 offering of a CDO identified as Delphinus CDO 2007-1;
- On November 8, 2007, S&P received a civil investigative demand from the Massachusetts Attorney General's Office requesting information and documents relating to S&P's ratings of securities backed by residential real estate mortgages;
- On October 16, 2007, S&P received a subpoena from the Connecticut Attorney General's Office requesting information and documents relating to the conduct of S&P's credit ratings business. The subpoena appears to relate to an investigation by the Connecticut Attorney General into whether S&P's conduct in its credit ratings business violated the Connecticut Antitrust Act. S&P received a second subpoena from the Connecticut Attorney General's Office, dated December 6, 2007, seeking information and documents relating to the rating of securities backed by residential real estate mortgages, and a third subpoena, dated January 14, 2008, seeking information and documents relating to the rating of municipal and corporate debt. On March 10, 2010, the Connecticut Attorney General announced that it sued, among others, S&P, for violations of the Connecticut Unfair Trade Practices Act because their structured finance securities were tainted by the prospect of earning lucrative fees for credit ratings;
- On August 31, 2007, the Staff in the SEC's Office of Compliance Inspections and Examinations, Division of Trading and Markets and the Office of Economic Analysis initiated examinations into the three major credit rating agencies, including S&P, with respect to their activities in rating subprime RMBS and CDOs. Among the key inquiries the SEC investigation focused on were whether the credit rating agencies complied with their policies and procedures for initial ratings and ongoing surveillance, the effectiveness of their conflict of interest procedures, and whether ratings were influenced by conflicts

of interest related to the credit rating agencies' role in bringing issues to the market and the compensation they received from issuers and underwriters. Without attributing conduct to any particular credit rating agency, the SEC issued its conclusions in a July 2008 report finding that: (i) relevant ratings criteria were not always disclosed; (ii) none of the credit rating agencies had specific written procedures for rating RMBS and CDOs; (iii) the credit rating agencies did not appear to have specific policies and procedures in place to identify or address errors in their models or methodologies; and (iv) although the credit rating agencies were required to maintain and enforce policies and procedures designed to manage conflicts of interest, significant conflicts still persisted, particularly in the "issuer pays" model for RMBS and CDO offerings; and

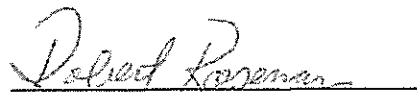
- On August, 29, 2007, S&P received a subpoena from the New York Attorney General's Office requesting information and documents relating to S&P's ratings of securities backed by residential real estate mortgages.

I hereby affirm that the purposes for the Demand as set forth above constitute a true and accurate statement of the reasons North Miami Beach desires to review the demanded books and records and that such demand is made in good faith. These purposes are both proper and reasonably related to North Miami Beach's interests as a stockholder of the Company.

Please contact me to make arrangements for the review of the demanded books and records: Robert M. Roseman, Spector Roseman Kodroff & Willis, P.C., 1818 Market Street, Suite 2500, Philadelphia, PA 19103, telephone 215.496.0300, email at roseman@srkw-law.com.

In the event that the Company does not respond to this letter or fails to permit inspection and copying of the demanded documents within five business days from the receipt of this demand, we will seek appropriate relief to the fullest extent permitted under the law.

Sincerely,



Robert M. Roseman,
On behalf of Retirement Plan for General
Employees of the City of North Miami
Beach

RMR:jam
Attachments

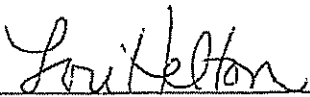
EXHIBIT 1

SPECIAL POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that LORI HELTON, on behalf of the North Miami Beach General Employees Retirement Plan ("North Miami Beach"), does hereby make, constitute, and appoint Robert M. Roseman, Esq. and Spector Roseman Kodroff & Willis, P.C. ("SRKW"), and any person designated by SRKW, to act as true and lawful attorney-in-fact for North Miami Beach, in its name, place, and stead, jointly and severally, in all matters regarding the examination of the books and records of The McGraw-Hill Companies, Inc. ("McGraw-Hill" or the "Company") including, but not limited to: (i) demanding inspection of books and records of McGraw-Hill on North Miami Beach's behalf as a stockholder of the Company as said attorneys deem appropriate, (ii) reviewing and/or copying any documents received in connection with any such books and records demand made on North Miami Beach's behalf as a stockholder of McGraw-Hill, and (iii) giving and granting unto said attorneys full power and authority to perform all and every act and thing whatsoever requisite, necessary, and proper to be done in and without the premises, as fully, to all intents and purposes as they might or could do, with full power of substitution and revocation, hereby ratifying and confirming all that North Miami Beach's attorneys or the substitute shall lawfully do or cause to be done.

The rights, powers, and authority of said attorneys shall remain in full force and effect until North Miami Beach tenders a written notice of termination.

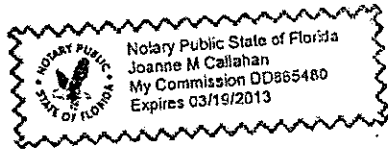
IN WITNESS WHEREOF, I have hereunto set my hand as of October 12, 2011.



State of FLORIDA)
)
County of Miami-Dade

Then personally appeared before me the above-named LORI HELTON,
on behalf of North Miami Beach General Employees Retirement Plan, and proved to me on the
basis of satisfactory evidence to be the person whose name is subscribed to the within instrument
and acknowledged to me that he executed the same in his authorized capacity and as his
respective free act, and that by his signature on the instrument, the person, or the entity upon
behalf of which he acted, executed the instrument.

WITNESS my hand and official seal:



Sworn to, and subscribed before me this
12 day of October 2011
Joanne M Callahan
Signature of Notary Public - State of Florida
Joanne M Callahan
Print, Type or Stamp Name of Notary Public
 Personally known to me,
 Produced Identification: _____
Type of Identification

EXHIBIT 2

	TradeDate	TransactionType	Quantity	Price	Amount	FromDate	ThroughDate	Source	UploadDateTime
	5/13/2009	Purchase	893	33.06	-29538.21	6/1/2008	6/30/2009	NMB- MDT Advisors 06-01-08 to 06-30-09.xls	8/30/2010
Asset Id: 580645109	5/14/2009	Sale	524	33.1073	17338.61	6/1/2008	6/30/2009	NMB- MDT Advisors 06-01-08 to 06-30-09.xls	8/30/2010
	5/19/2009	Purchase	555	30.4232	-16901.53	6/1/2008	6/30/2009	NMB- MDT Advisors 06-01-08 to 06-30-09.xls	8/30/2010
Asset Id: 580645109	5/22/2009	Sale	140	31.9766	4474.15	6/1/2008	6/30/2009	NMB- MDT Advisors 06-01-08 to 06-30-09.xls	8/30/2010
Asset Id: 580645109	5/26/2009	Sale	369	32.5665	12010.27	6/1/2008	6/30/2009	NMB- MDT Advisors 06-01-08 to 06-30-09.xls	8/30/2010
Asset Id: 580645109	6/1/2009	Sale	34	31.8333	1081.7	6/1/2008	6/30/2009	NMB- MDT Advisors 06-01-08 to 06-30-09.xls	8/30/2010
	6/2/2009	Purchase	214	30.5307	-6537.32	6/1/2008	6/30/2009	NMB- MDT Advisors 06-01-08 to 06-30-09.xls	8/30/2010
	6/4/2009	Purchase	153	31.5406	-4828.39	6/1/2008	6/30/2009	NMB- MDT Advisors 06-01-08 to 06-30-09.xls	8/30/2010
48 Asset Id: 580645109	6/5/2009	Sale	620	32.0548	19862.61	6/1/2008	6/30/2009	NMB- MDT Advisors 06-01-08 to 06-30-09.xls	8/30/2010
Asset Id: 580645109	6/12/2009	Sale	43	31.2174	1341.56	6/1/2008	6/30/2009	NMB- MDT Advisors 06-01-08 to 06-30-09.xls	8/30/2010
Asset Id: 580645109	6/16/2009	Sale	43	31.6062	1358.28	6/1/2008	6/30/2009	NMB- MDT Advisors 06-01-08 to 06-30-09.xls	8/30/2010
Asset Id: 580645109	6/17/2009	Sale	42	31.4959	1322.05	6/1/2008	6/30/2009	NMB- MDT Advisors 06-01-08 to 06-30-09.xls	8/30/2010
	6/17/2011	Purchase	263	41.713	-10975.12	6/1/2011	6/30/2011	NMB GE MDT - MCG June 2011.xls	7/14/2011
	6/22/2011	Purchase	123	40.7137	-5011.48	6/1/2011	6/30/2011	NMB GE MDT - MCG June 2011.xls	7/14/2011
	6/30/2011	Purchase	84	39.7903	-3343.86	6/1/2011	6/30/2011	NMB GE MDT - MCG June 2011.xls	7/14/2011
	8/10/2011	Purchase	66	41.6731	-2752.4	8/1/2011	8/31/2011	NMB GE MDT - MCG August 2011.xls	9/13/2011
	8/23/2011	Purchase	144	38.0216	-5477.63	8/1/2011	8/31/2011	NMB GE MDT - MCG August 2011.xls	9/13/2011
	9/8/2011	Purchase	72	41.0656	-2958.88	9/1/2011	9/30/2011	NMB GE MDT - MCG September 2011.xls	10/11/2011
	9/21/2011	Purchase	123	45.1506	-5555.67	9/1/2011	9/30/2011	NMB GE MDT - MCG September 2011.xls	10/11/2011
	9/29/2011	Purchase	117	42.7473	-5004.94	9/1/2011	9/30/2011	NMB GE MDT - MCG September 2011.xls	10/11/2011