

THIS IS AN IMPORTANT LEGAL NOTICE THAT MAY AFFECT SUBSTANTIAL LEGAL RIGHTS. READ THIS NOTICE CAREFULLY.

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

RYAN RODRIGUEZ, REENA B. FRAILICH,
LOREDANA NESCI, JENNIFER BRAZEAL,
and LISA GINTZ, on behalf of themselves and
all others similarly situated,

Plaintiffs,

vs.

WEST PUBLISHING CORPORATION, a
Minnesota Corporation d/b/a BAR/BRI, and
KAPLAN, Inc., a Delaware Corporation,
Defendants.

CASE NO. CV-05-3222 R(MCx)

AND CONSOLIDATED ACTION

**NOTICE OF PROPOSED SETTLEMENT OF CLASS ACTION
AND HEARING REGARDING SETTLEMENT**

To: All persons who purchased a bar review course from BAR/BRI anywhere in the United States anytime from August 1, 1997 through July 31, 2006 (the “Class”).

I. PURPOSE OF NOTICE

You may be affected by a proposed settlement of the lawsuit *Rodriguez, et al. v. West Publishing Corp., d/b/a BAR/BRI, and Kaplan, Inc.*, Case No. CV-05-3222 R(MCx), now pending before the United States District Court for the Central District of California (the “Court”), filed by Ryan Rodriguez, Reena B. Frailich, Loredana Nesci, Jennifer Brazeal, Lisa Gintz, Kari Brewer, and Lorraine Rimson (“Plaintiffs”) on behalf of themselves and all others similarly situated against BAR/BRI and Kaplan, Inc. (hereinafter collectively referred to as “Defendants”) for violations of the federal antitrust laws.

This Notice is given pursuant to Rule 23 of the Federal Rules of Civil Procedure and the Order of the Court for the purpose of informing you of your rights with regard to: (a) a proposed settlement of the above-captioned lawsuit for a payment by the Defendants of Forty-Nine Million Dollars in cash (the “Settlement Fund”); and (b) a hearing scheduled to be held on June 18, 2007 at 10:00 a.m. before the Honorable Manuel J. Real, at the United States District Courthouse at 312 N. Spring Street, Los Angeles, California, 90012 (the “Final Settlement Hearing”).

The purpose of the Final Settlement Hearing will be: (1) to determine whether the proposed settlement is fair, reasonable, adequate and in the best interest of the Class, and thus should be approved; (2) to approve a plan to allocate the Settlement Fund (net of attorneys’ fees and costs and incentive award to Plaintiffs) among the Class; and (3) to consider the application of Class Counsel for an award of attorneys’ fees and costs, and the application for an incentive award for the Plaintiffs as Class Representatives. The Court may continue or reschedule the hearing without further notice.

Class Members also are hereby advised of their right to provide comments in support of or in objection to the proposed settlement and to appear at the Final Settlement Hearing. If you did not exclude yourself from the Class on or before August 13, 2006 pursuant to the original Notice of Pendency of Class Action, you will be bound by the terms of this settlement if it receives final approval from the Court.

II. BACKGROUND

A. What Is This Case About?

BAR/BRI provides full-service bar review courses throughout the United States, which are aimed at assisting would-be attorneys in their preparation for taking one or more bar examinations required by each state and the District of Columbia prior to the issuance of a license to practice law. Plaintiffs allege that BAR/BRI violated the federal antitrust laws by agreeing with Kaplan, Inc. (“Kaplan”) to prevent competition in the market for full-service bar review courses. West Publishing Corporation is the owner of BAR/BRI and is a Defendant. The other Defendant is Kaplan. Specifically, Plaintiffs allege that BAR/BRI agreed not to compete in the LSAT business and Kaplan agreed not to compete in the bar review business, thereby allocating to BAR/BRI the market for full-service bar review courses in the United States and preventing a competitive bar review course from being marketed and sold.

Plaintiffs also allege that BAR/BRI acquired the assets of its former competitor, West Bar, thereby substantially lessening competition in the full-service bar review course market. Plaintiffs further claim that BAR/BRI unlawfully acquired and/or maintained a monopoly of the full-service bar review course market. Plaintiffs allege that, as a result of Defendants’ conduct, consumers paid more for BAR/BRI bar review courses than they should have.

Defendants deny Plaintiffs’ allegations and contend that their conduct was at all times legal. The Court has not ruled on the merits of any of the claims asserted by Plaintiffs.

B. The Certified Class

On March 13, 2006, Plaintiffs filed a motion seeking to certify the Class. The Court granted Plaintiffs’ motion for class certification on May 15, 2006. The certified class is defined as follows:

All persons who purchased a bar review course from BAR/BRI anywhere in the United States anytime from August 1, 1997 through July 31, 2006 (the “Class”).

Excluded from the Class are all persons who requested exclusion on or before August 13, 2006. The Court designated and appointed the law firm of McGuireWoods, LLP as lead class counsel (“Lead Counsel”). They are assisted by the firms of Finkelstein Thompson LLP, and Zwerling Schachter & Zwerling, LLP (collectively, “Class Counsel”). The Court also appointed Ryan Rodriguez, Reena B. Frailich, Loredana Nesci, Jennifer Brazeal, Lisa Gintz, Kari Brewer, and Lorraine Rimson as Class Representatives. Notice of this action and the class certification was given to the Class in June and July, 2006, with a deadline of August 13, 2006 to request exclusion.

C. The Settlement Negotiations

At the time the parties reached agreement on the proposed settlement, pre-trial discovery on all issues was nearing completion. Class Counsel have reviewed many thousands of documents produced in discovery by Defendants and third parties, have consulted with experts, and have taken numerous depositions. As a result of this intensive investigation and discovery, Class Counsel obtained significant knowledge regarding the strength and weaknesses of the claims and defenses in this case before entering into settlement negotiations. The settlement negotiations were mediated by a retired judge who specializes in mediating court cases.

III. THE PROPOSED SETTLEMENT

Subject to the terms and conditions of the Stipulation of Settlement (the “Settlement Agreement”), dated February 2, 2007 (which is on file with the Court and available on the website referenced below), Defendants are paying \$49 million into an interest bearing escrow account (the “Settlement Fund”).

Pursuant to the Settlement Agreement, Defendants have also agreed to terminate a marketing agreement between them, and BAR/BRI has further agreed to include language in its student enrollment form noting that, by making an initial enrollment payment to BAR/BRI, students are not committed to taking the BAR/BRI course at a later date or making full payment for such course if not taken. BAR/BRI also states its commitment to accurate advertising. The Settlement Agreement also includes a release of claims as summarized below. A majority of the Class Representatives have approved the proposed settlement.

The proposed settlement is a compromise of disputed claims. It is not an admission of liability by anyone and does not mean that the Court has found liability for the claims made by Plaintiffs.

If the proposed settlement is approved by the Court and becomes final, the Settlement Fund, net of attorneys' fees and other amounts awarded by the Court as specified in the next paragraph (the "Net Settlement Fund"), will be distributed in accordance with the plan of allocation approved by the Court. In summary, the Net Settlement Fund will be allocated among the Class Members based upon the *pro rata* share of the price paid by each Class Member who submits an authorized claim for the BAR/BRI bar review course(s) purchased in relation to the amounts paid by all other claimants. The actual dollar amount paid to each claimant will depend on the number of claims, the tuition amounts paid by claimants, and the amount of costs, expenses, attorneys' fees and incentive awards approved by the Court as described below. In no event shall any Class Member receive more than thirty (30) percent of the amount paid for BAR/BRI bar review courses during the Class Period (August 1, 1997 through July 31, 2006). In addition, Class Members will have the option of having their entire payment made directly to a charity.

All costs, fees, and expenses related to this lawsuit are to be paid out of the proceeds of the Settlement Fund. From the inception of the lawsuit, Class Counsel have not received any payment for their services in prosecuting the case, nor have they been reimbursed for any out-of-pocket expenses. Class Counsel will apply to the Court for an award of attorneys' fees of 25% of the Settlement Fund and reimbursement of expenses advanced in the litigation (the "Fee Petition"). Moreover, an application will be made to the Court for an incentive award of \$25,000 for Plaintiffs Frailich, Brazeal, Brewer and Rimson, and \$75,000 for Plaintiffs Rodriguez, Nesci and Gintz to compensate them for their participation in, and prosecution of, this case on behalf of the Class, which included, among other things, producing documents, providing written discovery, consulting with Class Counsel and members of the Class, and appearing for deposition (the "Incentive Award Petition"). Class Counsel will file the Fee Petition and the Incentive Award Petition with the Clerk of the Central District of California, at the United States District Courthouse, 312 N. Spring Street, Los Angeles, California, 90012 on or before May 7, 2007. The petitions will be available for inspection during normal business hours at the office of the Clerk.

Any disputes arising under or relating to the Settlement Agreement, including, but not limited to, the releases in the Settlement Agreement, will be resolved by the Court.

The above is only a summary of the proposed settlement. A copy of the Settlement Agreement is on public file with the United States District Court for the Central District of California at the address indicated in this Notice. A copy of the Settlement Agreement and other documents related to the settlement can also be found at www.barbri-classaction.com.

IV. RELEASE

In addition to the effect of any final judgment entered if the proposed settlement is approved by the Court, the Settlement Agreement provides a full and complete release by each Class Member and his or her heirs, successors and assigns to Defendants and their subsidiaries and affiliates, and each of their present and former officers, directors and employees, and any predecessor or successor firm, from any and all actions and/or causes of action, suits, obligations, etc., whether or not asserted in the above-captioned action, with respect to bar review courses purchased between August 1, 1997 and July 31, 2006.

Notwithstanding the above, the release shall not apply to claims asserted in the putative class actions entitled *Park v. Thomson Corp., et al.*, Case No. 05 Civ. 2931 (WHP), and *Arendas v. Thomson Corp., et al.*, Case No. 6:06-cv-1113-Orl-28JGG, currently pending in the United States District Court, Southern District of

New York. Furthermore, the release will not bar any action or claim to enforce the terms of the Settlement Agreement.

This summary of the terms of the release should be read in conjunction with, and is entirely qualified by, the complete text of the release set forth in the Settlement Agreement.

V. THE FINAL SETTLEMENT HEARING

The Court preliminarily approved the proposed settlement after a hearing held on March 19, 2007. The Court found the proposed settlement to be within the range of reasonableness. Accordingly, the Court has set the Final Settlement Hearing in order to determine whether the proposed settlement should finally be approved.

If you do not wish to object to the settlement, it is not necessary to appear at the hearing or take any action at this time. Any member of the Class who has not previously excluded his or herself from the Class may appear at the Final Settlement Hearing in person or by duly authorized attorney and show cause why the settlement should not be approved as fair, reasonable, and adequate, or to oppose or comment on any other subject of the Hearing, including the Fee Petition and the Incentive Award Petition, provided that no person shall be heard in opposition to the settlement, Fee Petition or Incentive Award Petition and no paper or brief submitted by any such person shall be received or considered by the Court, unless on or before May 21, 2007, a notice of intention to appear and a statement of the position to be asserted and the grounds therefore, together with copies of any supporting papers or briefs is filed with the Office of the Clerk, Central District of California, at the United States District Courthouse, 312 N. Spring Street, Los Angeles, CA 90012. Such notice must include in a prominent location the name of the case, the case number, and the Judge's name. You must also send a copy of those papers to Class Counsel, Eliot G. Disner, Esq., McGuireWoods LLP, 1800 Century Park East, 8th Floor, Los Angeles, CA 90067, and to Defendants' Counsel, Steven F. Molo, Esq., James P. Tallon, Esq., Shearman & Sterling LLP, 599 Lexington Avenue, New York, NY 10022 and Bradley S. Phillips, Esq., Stuart N. Senator, Esq., Munger, Tolles & Olson LLP, 355 South Grand Avenue, Los Angeles, CA 90071.

Except as provided herein, no person shall be entitled to contest the terms and conditions of the settlement, Fee Petition or Incentive Award Petition, and persons who fail to object as provided herein shall be deemed to have waived and shall be foreclosed forever from raising any such objections. You need not appear at the hearing in order to object or endorse the proposed settlement.

VI. ADDITIONAL INFORMATION

To find out more information, visit the website at www.barbri-classaction.com, call 1-888-285-7850, or write to BAR/BRI Class Counsel, Eliot G. Disner, Esq., McGuireWoods LLP, 1800 Century Park East, 8th Floor, Los Angeles, CA 90067. You may also send an email inquiry to BARBRI@completeclaimssolutions.com. The website contains the Complaint; Defendants' Answers; the Settlement Agreement; the Preliminary Approval Order; the Claim Form; and a list of frequently-asked questions and answers.

PLEASE DO NOT PHONE THE COURT.

All Court records may be examined in person and copied at the Clerk's office, United States District Court, Central District of California, 312 N. Spring Street, Los Angeles, California, 90012. Certain settlement documentation is also available at www.barbri-classaction.com.

Date: March 26, 2007

BY ORDER OF THE COURT
Hon. Manuel L. Real, United States District Judge

For more information:

Call: 1-888-285-7850, or Visit: www.barbri-classaction.com