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CENTRAL DISTRICT OF CALIF.
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7 UNITED STATES DISTRICT COURT
8 CENTRAL DISTRICT OF CALIFORNIA

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

CASE NO. 2:05-cv-03222-R (Mc)
AND CONSOLIDATED ACTION

12 NOTICE OF APPEAL

12 Plaintiffs,

14 vs.

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

18 Defendants.

Date:
Time:
Assigned to: Hon. Manuel L. Real
Dept.:

DOCKETED ON CM
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BY llc 184

19 TO THE PARTIES, OBJECTORS AND COUNSEL OF RECORD:

20 PLEASE TAKE NOTICE that Objector PAMELA COLLINS DUNMORE, by counsel,
21 appeals to the United States Court of Appeals for the Ninth Circuit, the FINAL ORDER AND
22 JUDGMENT APPROVING SETTLEMENT and the ORDER GRANTING CLASS COUNSEL
23 ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES of the United States District
24 Court, Central District of California entered September 11, 2007. The nature of the Orders are final
25 orders of United States District Judge Manuel L. Real.
26
27
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-1-
NOTICE OF APPEAL

I HEREBY CERTIFY THAT THIS DOCUMENT WAS SERVED BY
FIRST CLASS MAIL, POSTAGE PREPAID, TO ALL COUNSEL
(OR PARTIES) AT THEIR RESPECTIVE MOST RECENT ADDRESS OF
RECORD IN THIS ACTION ON THIS DATE.

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UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

RYAN RODRIGUEZ, REENA B.
FRAILICH, LOREDANA NESCI,
JENNIER BRAZIL, 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(MC_x)

~~PROPOSED~~ FINAL ORDER AND
JUDGMENT APPROVING
SETTLEMENT

AND CONSOLIDATED ACTION

This matter came before the Court for hearing on June 18, 2007 and July 9,
2007, pursuant to the Order Granting Preliminary Approval of Class Action
Settlement and Directing Dissemination of Notice to Class dated March 26, 2007
(the "Preliminary Approval Order"), on application for approval of the proposed

429

1 Settlement¹ set forth in the Stipulation and Settlement Agreement dated February
2 2, 2007, ("Settlement Agreement").

3 Pursuant to the Preliminary Approval Order, Notice was given to the Class.
4 The Notice advised Class Members of the opportunity to *inter alia*: object to the:
5 (1) Settlement Agreement and the Settlement; and/or (2) the Plan of Allocation.

6 On May 7, 2007 Class Counsel filed: (1) Notice of Motion and Motion For
7 Final Approval of Class Action Settlement; (2) Declaration of Sidney K.
8 Kanazawa; and (3) Memorandum of Points and Authorities in Support of Final
9 Approval.

10 On May 17, 2007, plaintiffs/objectors Ryan Rodriguez, Lisa Gintz and
11 Loredana Nesci (the "Objecting Plaintiffs") filed an objection, *inter alia*, objecting
12 to entry of the Preliminary Approval Order (the "May 17 Objections").

13 On May 18, 2007, Class Counsel filed a response to the May 17 Objections.

14 On May 31, 2007, the Objecting Plaintiffs filed an *ex parte* application,
15 memorandum and declaration for an order to: (1) allow Eliot Disner, Esq.
16 ("Disner") to "speak freely" on their behalf; (2) allow access to certain files; and
17 (3) clarify the status of Disner as a "co-lead counsel" (the "*Ex Parte* Application").

18 On June 1, 2007, Class Counsel filed an Opposition to the *Ex parte*
19 Application and defendants West Publishing Corporation ("West") and Kaplan,
20 Inc. ("Kaplan") filed objections to the *Ex Parte* Application (the "*Ex Parte*
21 Oppositions").

22 On June 7, 2007, the Objecting Plaintiffs filed a reply to the *Ex Parte*
23 Application.

24
25
26 Unless otherwise stated herein, all capitalized terms shall have the same
27 meanings as set forth in the Stipulation and Settlement Agreement dated February
2, 2007.

1 In addition to the May 17 Objections, the Class Members listed in the
 2 following table filed objections to the Settlement on the dates indicated.

	DATE FILED	CLASS MEMBER
3		
4		
5		
6	1. May 21, 2007	David Oriol
7	2. May 21, 2007	Jason Tingle Oliver Gutierrez
8	3. May 21, 2007	David Feldman Cameron Gharabiklou Emily Grant Jeff Lang Sarah McDonald Cara Patton Rachel Schwartz Greg Thomas
9		
10		
11		
12	4. May 21, 2007	Joseph J. Angersola
13		
14	5. May 21, 2007	Anthony Valach
15		
16	6. May 21, 2007	Jay M. Wolman
17	7. May 21, 2007	Joan E. Shreffler
18	8. May 21, 2007	Robert Gaudet, Jr. Sandeep Gopalan Elizabeth De Long Andrea Boggio
19		
20		
21	9. May 21, 2007	Justin Head Ryan Helfrich
22	10. May 21, 2007	George Schneider Jonathan Slomba James Puntumapanitch
23		
24	11. May 21, 2007	James Juranek Audrey Juranek Richard P Le Blanc, III.
25		
26	12. May 12, 2007	Trevino, Arcelia
27		

	DATE FILED	CLASS MEMBER
1		
2		
3	13. May 21, 2007	Aaron Lukoff John Prendergast David Orange
4		
5	14. May 22, 2007	Daryl Chilimidos
6	15. May 22, 2007	Nikki Love John Bernitz
7	16. May 22, 2007	Daniel M. Schafer
8	17. May 22, 2007	Evans & Mullinix, P.A.
9	18. May 22, 2007	Sarah Siegel
10	19. May 22, 2007	Jennifer Brown McElroy
11	20. May 22, 2007	Andrew Gilman Stephen M. Vasil
12		
13	21. May 23, 2007	David Harris Kareem Kamal Matthew Kavanaugh Simon Newfield Jonathan Ricasa Abigail Treanor David Zelenski
14		
15		
16		
17	22. May 23, 2007	Pamela Collins
18	23. April 10, 2007	Walenta Craig
19	24. May 28, 2007	Richard A. Bodmer
20	25. June 12, 2007	Stephen Lindholm
21		

22 On June 11, 2007, Class Counsel filed: (1) a reply memorandum in support
 23 of the Settlement which addressed the May 17 Objections and the objections set
 24 forth in the preceding paragraph (hereafter, the "Objections to the Settlement");
 25 and (2) the declarations of: (a) Sidney K. Kanazawa, (b) Christine Bartholomew,
 26 (c) Richard Sartory, and (d) Hon. Daniel Weinstein.

27

1 On June 11, 2007, Defendants filed "Defendants' Combined Response To
2 Various Class Members' Objections To Stipulation And Settlement Agreement."
3 Also on June 11, 2007, West filed a reply memorandum to the May 17 Objections.

4 On June 15, 2007, Kaplan filed (1) "Notice of Filing of Declaration of Lee
5 S. Taylor in Support of Motion for Final Approval of Settlement, Regarding
6 Kaplan's Compliance with the Requirements of the Class Action Fairness Act;"
7 and (2) Declaration of Lee S. Taylor, and subsequently filed (1) "Notice of Filing
8 of Revised Declaration of Lee S. Taylor in Support of Motion for Final Approval
9 of Settlement, Regarding Kaplan's Compliance with the Requirements of the Class
10 Action Fairness Act;" (2) "Revised Declaration of Lee S. Taylor; Notice of Filing
11 Under Seal;" and (3) "Declaration of Lee S. Taylor Authenticating and Attaching
12 Documents."

13 On June 18, 2007, West filed the "Declaration of James P. Tallon Regarding
14 the Class Action Fairness Act."

15 Pursuant to this Court's Order, on June 26, 2007, Class Counsel filed: (1)
16 "Settling Plaintiffs' Supplemental Briefing In Support of Motion for Final
17 Approval Re: 30% Distribution Limit to Authorized Claimants and *Cy Pres* Fund
18 for Remainder;" and (2) "Declaration of Sidney K. Kanazawa." Also, on that date,
19 Defendants filed: (1) "Defendants' Supplemental Brief Regarding Approval of
20 Proposed Settlement, Addressing *Cy Pres* Provision of Proposed Settlement;" and
21 (2) the Declaration of Stuart N. Senator.

22 In addition, on June 26, 2007, several objectors, including James Juranek,
23 Audrey Juranek, Richard P. LeBlanc, III, David Harris, Kareem Kamal, Matthew
24 Kavanaugh, Simon Newfield, Jonathan Ricasa, Abigail Treanor and David
25 Zelinski, submitted additional briefing in further opposition to final approval of the
26 Settlement.

27

1 On July 5, 2007, Eliot G. Disner filed a "Summary of Evidence Regarding
2 Defendant West Publishing Co.'s Violation of Section 2 of the Sherman Act (15
3 U.S.C. § 2)" and a "Re-Notice of Appearance of Counsel."

4 At the Final Settlement Hearing Objectors were given an opportunity to state
5 their objections to the Settlement Agreement, the Settlement and the Plan of
6 Allocation.

7 Having read and fully considered the terms of the Settlement Agreement, the
8 Plan of Allocation, and all submissions (which may include submissions not
9 specifically described above), written and oral, the Court finds the Settlement is
10 fair, reasonable and adequate:

11 **IT IS THEREFORE ORDERED, ADJUDGED AND DECREED**

12 **THAT:**

13 1. **Objections to the Settlement** – The Objections to the Settlement are
14 overruled.

15 2. **Incorporation of Definitions** – This Final Order and Judgment
16 Approving Settlement (the "Judgment") incorporates by reference the definitions
17 in the Settlement Agreement, and all defined terms used herein shall have the same
18 meanings as set forth in the Settlement Agreement.

19 3. **Jurisdiction** – The Court has personal jurisdiction over all Class
20 Members (as defined below) and has subject matter jurisdiction over this Action,
21 including, without limitation, jurisdiction to (1) approve the Settlement Agreement
22 and the Plan of Allocation, (2) grant final certification of the Class, and (3) dismiss
23 the Action with prejudice.

24 4. **Final Class Certification** – The Class this Court certified in the
25 Preliminary Approval Order under Fed. R. Civ. P. 23(b)(3) is hereby finally
26 certified and consists of all persons who purchased a bar review course from
27 BAR/BRI in the United States from August 1, 1997 through July 31, 2006,

1 exclusive of those individuals set forth in Exhibit A hereto who timely requested
2 exclusion pursuant to the Court's Order of August 14, 2006

3 **5. Adequacy of Representation** – Plaintiffs and Class Counsel –
4 McGuireWoods LLP, Zwering, Schachter & Zwering, LLP and Finkelstein
5 Thompson LLP – have fully and adequately represented the Class and have
6 satisfied the requirements of Fed. R. Civ. P. 23(a)(4).

7 **6. Notice** – The Court finds that the distribution of the Notice, the
8 publication of the Summary Notice, the distribution of the Claim Form, and the
9 notice methodology were materially implemented in accordance with the terms of
10 the Settlement Agreement and the Preliminary Approval Order. The Court further
11 finds that the Notice, Summary Notice and Claim Form were simply written and
12 readily understandable, and that the Notice, Summary Notice, Claim Form and
13 notice methodology: (i) constituted the best practicable notice, (ii) constituted
14 notice that was reasonably calculated, under the circumstances, to apprise Class
15 Members of the Settlement, their rights to object to the Settlement and to appear at
16 the Final Settlement Hearing, (iii) were reasonable and constituted due, adequate
17 and sufficient notice to all persons entitled to notice, and (v) met all applicable
18 requirements of the Federal Rules of Civil Procedure, the United States
19 Constitution (including the Due Process Clause), the Rules of the Court and any
20 other applicable law.

21 **7. Final Settlement Approval** – The terms and provisions of the
22 Settlement Agreement have been entered into in good faith and are hereby fully
23 and finally approved as fair, reasonable and adequate as to, and in the best interest
24 of, each of the Settling Parties and the Class Members, and in full compliance with
25 all applicable requirements of the Federal Rules of Civil Procedure, the United
26 States Constitution (including the Due Process Clause), the Rules of the Court and
27 any other applicable law. With respect to the determination that the Settlement

1 Agreement is fair reasonable and adequate, the Court specifically notes that the
2 outcome of a trial on the merits was by no means certain, this Action involved
3 highly complex factual and legal issues, the Settlement Agreement was reached
4 with the participation of a highly-respected mediator and retired judge, and the
5 monetary and non-monetary terms of the Settlement reflect substantial benefits.

6 8. **Plan of Allocation** – The Court also hereby approves the Plan of
7 Allocation as a fair and reasonable method to allocate the Net Settlement Fund
8 among Class Members, and directs consummation of all its terms and provisions.

9 9. **Dismissal of Action** – The Court dismisses on the merits and with
10 prejudice the First Amended Complaint and the Released Claims as defined in the
11 Settlement Agreement as to all Class Members. Only the Persons identified in
12 Exhibit A hereto requested exclusion from the Class as of the deadline for opting
13 out. These Persons so identified shall not share in the benefits of the Settlement
14 The Court dismisses without prejudice the claims of such Persons who have
15 properly and timely excluded themselves in full accordance with the procedures set
16 forth in the Settlement Agreement.

17 10. **Releases** – Upon the Effective Date of the Settlement, the
18 Representative Plaintiffs and each Class Member shall be deemed to have, and by
19 operation of this Final Order and Judgment shall, except as provided in paragraph
20 58 of the Agreement, (a) have released and forever discharged the released parties
21 from all manner of claims, demands, actions, suits, causes of action, whether class,
22 individual, or otherwise in nature, damages whenever incurred, liabilities of any
23 nature whatsoever, including costs, expenses, penalties and attorneys' fees, known
24 or unknown, suspected or unsuspected, in law or equity, that any member of the
25 Class (including any of their past, present or future officers, directors, agents,
26 employees, legal representatives, trustees, parents, associates, affiliates, licensees,
27 subsidiaries, partners, heirs, executors, administrators, purchasers, predecessors,

1 successors and assigns), whether or not he, she or it objects to the settlement and
2 whether or not he, she or it makes a claim upon or participates in the Settlement
3 Fund, whether directly, representatively, derivatively or in any other capacity, ever
4 had, now has or hereafter can, shall or may have concerning or relating to any
5 conduct alleged in the Complaint in this Action, and including without limitation
6 all claims that have been asserted or could have been asserted in any litigation
7 against the Released Parties or any of them for any conduct alleged in the
8 Complaint and Amended Complaint in this Action; and (b) in addition, upon the
9 Effective Date of the Settlement, the Representative Plaintiffs and each Class
10 Member shall be deemed to have, and by operation of this Final Order and
11 Judgment shall have waived and released any and all provisions, rights and
12 benefits conferred by § 1542 of the California Civil Code, which states:

13 **Section 1542. Certain Claims not Affected by General Release. A**
14 **general release does not extend to claims which the creditor does**
15 **not know or suspect to exist in his favor at the time of executing**
16 **the release, which if known by him must have materially affected**
17 **his settlement with the debtor;**

18 or by any law of any state or territory of the United States, or principle of common
19 law, which is similar, comparable or equivalent to § 1542 of the California Civil
20 Code. The Court has considered that each member of the Class may hereafter
21 discover facts other than or different from those which he, she or it knows or
22 believes to be true with respect to the claims which are the subject matter of
23 Paragraph 56 of the Agreement, but each member of the Class by operation of this
24 Final Order and Judgment has waived and fully, finally and forever settled and
25 released any known or unknown, suspected or unsuspected, contingent or non-
26 contingent claim with respect to the subject matter of Paragraph 56 of the

27

1 Agreement, whether or not concealed or hidden, without regard to the subsequent
2 discovery or existence of such different or additional facts.

3 **11. Permanent Injunction** – All members of the Class who did not duly
4 request exclusion from the Class in the time and manner provided in the Class
5 Action Notice (which includes all members of the Class who are not listed on
6 Exhibit A hereto) are permanently enjoined, and restrained from commencing or
7 prosecuting any action, suit, proceeding, claim, or cause of action in any
8 jurisdiction or court against Defendants or any of the other entities or persons who
9 are to be discharged as noticed above in Paragraph 10, based upon, relating to, or
10 arising out of, any of the matters which are discharged and released pursuant to
11 paragraph 10 thereof, except as provided in paragraph 58 of the Settlement
12 Agreement.

13 **12. Retention of Jurisdiction** – The Court has jurisdiction to enter this
14 Judgment. Without in any way affecting the finality of this Judgment, this Court
15 expressly retains exclusive and continuing jurisdiction as to all matters relating to
16 the administration, consummation, enforcement and interpretation of the
17 Settlement Agreement, and of this Judgment, and for any other necessary purposes,
18 including, without limitation:

19 (i) enforcing the terms and conditions of the Settlement
20 Agreement and resolving any disputes, claims or causes of action that, in whole or
21 in part, are related to or arise out of the Settlement Agreement, or the Judgment
22 including, without limitation, whether a Person is or is not a Class Member; and

23 (ii) entering such additional orders as may be necessary or
24 appropriate to project or effectuate the Judgment approving the Settlement
25 Agreement, dismissing all claims with prejudice, and permanently enjoining Class
26 Members from imitating or pursuing related proceedings, or to ensure the fair and
27 overly administration of this Settlement.

1 13. **Dismissal of Action** – This Action, including all individual claims,
2 and Class claims resolved by it, are hereby dismissed with prejudice against
3 Defendants and all Class Members, without fees or cost except as otherwise
4 provided by this Court.

5 14. **Non-Effect on Judgment** – Neither any modification or appellate
6 reversal of the Plan of Allocation, the Fee Award or Incentive Awards, nor any
7 orders entered by this Court thereon, shall in any way disturb nor affect the finality
8 of the Settlement, and all such matters shall be considered separate from this
9 Judgment

10 15. **Effective Date** – If: (i) the Effective Date does not occur for any
11 reason whatsoever; or (ii) the Settlement Agreement becomes null and void
12 pursuant to the terms of the Settlement Agreement, this Judgment shall be deemed
13 vacated and shall have no force or effect whatsoever.

14 16. **No Admissions** – Nothing in this Judgment, the Settlement
15 Agreement or any aspect of the Settlement is or shall be deemed or construed to be
16 an admission, concession or evidence of any violation of any statute or law or any
17 liability or wrongdoing by any Defendant or Released Party or of the truth of any
18 of the factual or legal claims or allegations relating to the subject matter of the
19 Released Claims.

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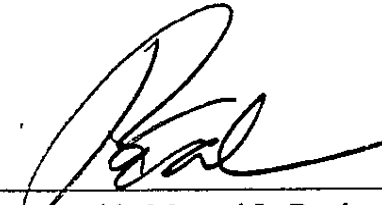
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1 The Clerk is directed to enter this Final Order and Judgment forthwith as the
2 final judgment of the Court.

3
4 Dated: Sept 10, 2007


Honorable Manuel L. Real
United States District Court Judge

5
6
7 Submitted by:

8 
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Macksood, Jennifer Ann
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Magee, Michael
Athens, GA

Manfredo, Robert F.
Albany, NY

Mann, James
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Markwood, Sarah
University City, MO

Marsch, Tiffany L.
Chicago, IL

Marzock, Kirk R.
Lancaster, PA

Matarazzo, Leopoldo
Fair Lawn, NJ

Mattson, Clay
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Mazzotta, Francesco G.
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McCord, Nicole
Cleveland, TN

McEwen, Warran
Orlando, FL

Medina, Erika
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Melzer, Margaret A.
Palatka, FL

Menachem, Efrat
New York, NY

Menahem, Caren Jennifer
Great Neck, NY

Mennillo, Seth Daniel
Brookline, MA

Merken, Stacie
Los Angeles, CA

Messinger, Jonathan D.
Danversport, MA

Mezoff, Sheri
Brookline, MA

Miller, Shont E.
Pasadena, CA

Mills, Gregory A.
Bloomington, IN

Minix, A. L.
Columbus, OH

Montgomery, Jennifer
Baton Rouge, WA

Moore, Michelle
Arlington, MA

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Proxmire, Mick L.
Columbus, OH

Raetz, James T.
Los Angeles, CA

Reboucas, Rui Tabakov
Sao Paulo, SP Brazil

Reddivari, Krishna
Dallas, TX

Regina, Richard
Baldwin, NY

Reisman, Sean Peter
New York, NY

Rengito, Stephanie
Bethpage, NY

Rhee, Patricia
Castle Rock, CO

Richter, Zachary C
Arlington, VA

Roach, Matthew T.
Jacksonville, FL

Robinson, James J.
Los Angeles, CA

Rogers, James
Sag Harbor, NY

Romaszewski, Sandra A.
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Miami, FL

Russell, Freya, K.
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Rutten, James C.
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Sacrison, Katherine
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Somers Point, NJ

Sanchez, Gabriel
Los Angeles, CA

Sanfilippo, Robert
Wayne, NJ

Sawyer, Joel W.
Mount Airy, NC

Scattergood, Carrie L.
Burlington, NJ

Schacherer, P M., J D.
Forest, Virginia

Schaeffer, Stephen
Washington, DC

Schuknecht, Amber
Pittsburgh, PA

Schwartz, Jason Brett
Cherry Hill, NJ

Scott, Ann Marie
Los Angeles, CA

Sealy, Karen A
Ellicott City, MD

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Seward, Michael
Benton, Pennsylvania

Spigarelli, Rowena C
Whitehouse Station, NJ

Shapiro, David M.
Honolulu, HI

Spyridakis, Vasilios S.
Sacramento, CA

Shekhtman, Lyudmila
S San Francisco, CA

St. John, Richard
Los Angeles, CA

Shendan, Patrice
Boston, MA

Standish, Craig A.
Dover, NH

Shore, Blake
Jacksonville, FL

Stefek, Alicia
Owego, IL

Silverman, Charles
Chicago, IL

Stout, Katherine E.
New Martinsville, WV

Simmonds, Karen H.
Seattle, WA

Stump, Monica A.
Alexandria, VA

Simmons, Leslie Vaughan
Cartersville, Georgia

Stump, Nathan D
Alexandria, VA

Simpson, Alistair G.
Toronto, Ontario Canada

Subasic, Alma
Brooklyn NY

Skeens, A. Skeens
Fort Wayne, IN

Sukkar, Suzanne K.
Ypsilanti, MI

Sloan, Charissa
Waco, TX

Sullivan, James
Fargo, ND

Smith, Penelope
New York, NY

Sullivan, Marbree D.
Somerville, MA

Smith, Travis M.
Houston, TX

Szudajski, Matthew T
Carson City, NV

Spaide, Heather
New Canaan, CT

Taira, Wakana
Chofu-shi Tokyo, Japan

Sperath, Jessica T.
Indianapolis, IN

Takah, Jarrod T.
Burgettstown, PA

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Tapia, Antonio G
Orlando, FL

Varnier, Christina A.
San Francisco, CA

Tarasco, Monica D.
Pepper Pike, OH

Venero, Jose Antonio
San Antonio, TX

Taylor, Lee S
Los Angeles, CA

Vogel, John-Paul
San Antonio, TX

Tellalian, Bryan
Clovis, CA

Wada, Megan
San Francisco, CA

Thabet, Mark
Chester, NY

Wang, Annie
Glendale, CA

Thompson, Scott A
New York, NY

Wang, Shanyah Albert
Troy, MI

Thomson, Marchelle
Drexel Hill, PA

Warmuth, Glenn P.
Farmingville, NY

Torres, Stephanie W.
Buffalo, NY

Warren, Tracy A
San Diego, CA

Trunkey, Alan
Bainbridge Island, WA

Watkins, Anthony L , Jr.
Birmingham, AL

Tsurui, Toshitaka
Edogawa-ku, Tokyo, Japan

Weg, Nadav
New York, NY

Uchihara, Kiyoshi
Chiyoda-ku, Tokyo, Japan

Weinstein, Reid M.
Baltimore, MD

Unno, Mitsuo
Brea, CA

Weiss, Sharon
Woodmere, NY

Vaccaro, Michael
Avon Lake, OH

Weltin, Florence K
St. Louis, MO

Van Deven, Nicholas P.
St Louis, Missouri

White, Catherine
London

Vanderhoofven, Nathan D.
Jacksonville, FL

Whitehead, Kristen
Forth Worth, TX

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Whiting, Joseph M
Larchmont, NY

Zorn, Heather M.
Atlanta, GA

Whitley, Joel
Los Angeles, CA

Rauls, Claire Serrano
Saint Paul, MN

Wilkovich, Andrea
Fort Lee, NJ

Hwang, Irene
Fort Lee, NJ

Williams, Beth L.
Portola Valley, CA

Tavassoli, Alan
Phoenix, AZ

Wilner, Jared
New York, NY

Band, Marissa L.
Cherry Hill, NJ

Winters, Gary M.
Houston, TX

Landis, Jennifer M
Fort Lauderdale, FL

Wiseberg, Nicol
Port St. Lucie, FL

Woo, In-Yu
New York, NY

Wiseberg, Phil
Palm Beach Garden, FL

Williams, Erika N.
Baton Rouge, LA

Woodard, Bethany
Los Angeles, CA

Parker, Warren B
Birmingham, AL

Yoshida, Kaori
Rego Park, NY

Rachko, Larissa
Woodbury, NJ

Young, Blanca
Berkeley, CA

Stramiello, Linda Stephens
Madison, CT

Young, Melodie
Forest Hills, NY

Noushkam, Donna B.
Cerritos, CA

Yurtkuran, Shaun E
Jackson, MS

Graham, Emily
Miami, FL

Zayas, Idalisse
Kissimmee, FL

Kim, James W.
Chicago, IL

Zigman, Abigail
Staten island, NY

Sarria, Alejandro L.
Washington DC

Pend letter note

ENTERED
CLERK, U.S. DISTRICT COURT
SEP 11 2007
CENTRAL DISTRICT OF CALIFORNIA
BY *ASg* DEPUTY

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CLERK, U.S. DISTRICT COURT
SEP 10 2007
CENTRAL DISTRICT OF CALIFORNIA
BY *W* DEPUTY

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CLERK U.S. DISTRICT COURT
CENTRAL DIST. OF CALIF.
LOS ANGELES

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

11 RYAN RODRIGUEZ, REENA B.
12 FRAILICH, LOREDANA NESCI,
13 JENNFIER BRAZIL, and LISA GINTZ,
14 on behalf of themselves and all others
15 similarly situated,
16 Plaintiffs,
17 vs.
18 WEST PUBLISHING CORPORATION,
19 a Minnesota Corporation d/b/a
20 BAR/BRI, and KAPLAN, Inc., a
21 Delaware Corporation,
22 Defendants
23 AND CONSOLIDATED ACTION

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

~~PROPOSED~~ ORDER GRANTING
CLASS COUNSEL ATTORNEYS'
FEES AND REIMBURSEMENT OF
EXPENSES

The Court has granted final approval of the Settlement Agreement¹ in the Action (the "Final Approval Judgment"). Class Counsel filed their Motion for

¹ Unless otherwise stated herein, all capitalized terms shall have the same meanings as set forth in the Stipulation and Settlement Agreement dated February 2, 2007.

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1 Award of Attorneys' Fees and Reimbursement of Expenses (the "Motion") on May
 2 7, 2007, in accordance with the Order Granting Preliminary Approval of Class
 3 Action Settlement and Directing Dissemination of Notice to Class dated March 26,
 4 2007.

5 In support of the Motion, Class Counsel filed: (1) Declaration of Sidney K.
 6 Kanazawa (to which is attached the Declarations of Christine Pedigo Bartholomew
 7 and Dan Drachler); and (2) Memorandum and Points and Authorities in Support of
 8 Motion for Attorneys' Fees.

9 The following objections to the Motion were filed:

	DATE FILED	CLASS MEMBER
10		
11		
12		
13	1.	May 21, 2007
14	2.	May 21, 2007
15	3.	May 21, 2007
16		David Oriol
17		Jason Tingle
18		Oliver Gutierrez
19		David Feldman
20		Cameron Gharabiklou
21		Emily Grant
22		Jeff Lang
23		Sarah McDonald
24		Cara Patton
25		Rachel Schwartz
26		Greg Thomas
27	4.	May 21, 2007
	5	May 21, 2007
	6.	May 21, 2007
		Joseph J. Angersola
		Anthony Valach
		Robert Gaudet, Jr.
		Sandeep Gopalan
		Elizabeth De Long
		Andrea Boggio
	7.	May 21, 2007
		Justin Head
		Ryan Helfrich

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	DATE FILED	CLASS MEMBER
8.	May 21, 2007	George Schneider Jonathan Slomba James Puntumapanitch
9.	May 21, 2007	James Juranek Audrey Juranek Le Blanc, Richard P., III.
10.	May 12, 2007	Arcelia Trevino
11.	May 21, 2007	Aaron Lukoff John Prendergast David Orange
12.	May 22, 2007	Daryl Chilimidos
13.	May 22, 2007	Andrew Gilman Stephen M. Vasil
14.	May 23, 2007	Pamela Collins
15.	June 12, 2007	Stephen Lindholm

On June 11, 2007, Class Counsel filed a Reply Memorandum in Support of the Motion and the Declaration of Sidney K. Kanazawa in further support of the Motion.

The Motion was heard by the Court on June 18, 2007 and July 9, 2007. The Court has considered all papers submitted and oral argument presented in support of the Motion. The Court has also considered all papers submitted by Class Members objecting to the Motion, and accompanying oral argument.

In awarding attorneys' fees, the Court has the discretion to use either the percentage method or the lodestar/multiplier method in common fund cases such as this one. *See In re Washington Public Power Supply System Securities Litig ("WPPSS")*, 19 F.3d 1291, 1295 (9th Cir. 1994). The Court is guided by the fundamental principle that fee awards out of common funds be "reasonable under

1 the circumstances.” *Id.* at 1296. The Court will utilize the lodestar/multiplier
2 approach in this case.

3 Under the lodestar/multiplier approach, the lodestar is first calculated by
4 multiplying the reasonable hours expended by a reasonable hourly rate. *See*
5 *Pennsylvania v. Delaware Valley Citizens' Council for Clean Air*, 478 U.S. 546,
6 565 (1986). The Court may then enhance the lodestar by a “multiplier,” if
7 necessary, to arrive at a reasonable fee under the circumstances. *See Paul,*
8 *Johnson, Alston & Hunt v. Graulity*, 886 F.2d 268, 272 (9th Cir. 1989). The Court
9 may enhance a lodestar in common fund cases based on, among other things, risk;
10 the novelty and difficulty of the questions involved; the amount involved and the
11 results obtained; the experience, reputation, and ability of the attorneys; and
12 awards in similar cases. *See WPPSS*, 19 F.3d at 1299; *Vizcaino v. Microsoft Corp.*,
13 142 F. Supp. 2d 1299, 1306, (W.D. Wash. 2001).

14 Class Counsel faced a substantial amount of risk in the prosecution of this
15 action. Unlike other antitrust cases, Class Counsel here did not benefit from the
16 fruits of any underlying government actions. There were no controlling precedents
17 regarding Plaintiffs’ claims, especially with regard to the Section 7 claim under the
18 Clayton Act. Class Counsel’s risk was even greater, and their work more difficult,
19 because Defendants are resourceful and formidable, and were represented by
20 skilled counsel.

21 Further, as detailed in Class Counsel’s submission in connection with the
22 Motion, Class Counsel faced a number of hurdles in proving both damages and
23 liability at trial. Class Counsel also faced a number of risks, including: the risk that
24 the Class would be decertified during trial or certification reversed on appeal; the
25 risk of proving conspiracy; and the risk of proving damages, among other things.
26 Also, Defendants raised numerous defenses that, if successful, would have
27 foreclosed or, at a minimum, diminished any recovery. Despite these obstacles,

1 Class Counsel obtained \$49 million in cash for the benefit of the Class and non-
2 monetary relief designed to promote competition in the bar review market.

3 The Court has reviewed all of the documentation submitted by Class
4 Counsel in support of the Motion, including the detailed declarations of Sidney K.
5 Kanazawa, Dan Drachler, and Christine P. Bartholomew. The Court has also
6 reviewed Class Counsel's firm résumés and the prevailing market rates. The Court
7 finds that Class Counsel's hourly rates are reasonable.

8 The Court recognizes that Class Counsel's lodestar has increased since the
9 filing of the Motion due to the work they performed in connection with the
10 Settlement, including responding to objectors' arguments and preparing for and
11 appearing at the Final Settlement Hearing. Class Counsel have advised the Court
12 that they have and will continue to respond to Class Member inquiries,
13 communicate with and monitor the Claims Administrator, and otherwise monitor
14 the Settlement administrative process. Should any objectors file an appeal from
15 the Final Approval Judgment, Class Counsel will have to perform additional work
16 to ensure that the appeal is dismissed or the Final Approval Judgment is affirmed
17 in all respects.

18 **IT IS THEREFORE ORDERED THAT:**

19 Good cause appearing therefor, the Court hereby awards Class Counsel: (1)
20 their lodestar on the Effective Date (as defined in the Settlement Agreement),
21 enhanced by a multiplier of 1.75, but not to exceed twenty-five percent of the
22 Gross Settlement Fund on the Effective Date; and (2) reimbursement of their
23 expenses as of the Effective Date. This award shall be paid from the Gross
24 Settlement Fund in accordance with the terms of the Settlement and pursuant to an
25 order of the Court.

26 ///

27 ///

IT IS SO ORDERED

DATE

Sept. 10, 2007

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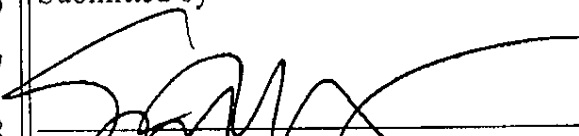
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IT IS SO ORDERED.

DATED: _____

HONORABLE MANUELL L. REAL
UNITED STATES DISTRICT COURT JUDGE

Submitted by:



Sidney K. Kanazawa (SBN 84608)

McGUIREWOODS LLP

Email: skanazawa@mcguirewoods.com

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Dan Drachler (*Pro Hac Vice*)

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Christine Bartholomew (SBN 211425)

Finkelstein Thompson LLP

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Class Counsel

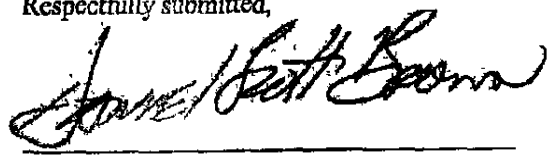
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DATED this 24th day of October, 2007.

Respectfully submitted,



DANIEL SCOTT BROWN, Bar No. 158025
Law Offices of Daniel Brown
131 Lawnview Circle
Danville CA 94526-5107
Phone: (925) 548-4620
Facsimile: (352) 338-1858

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PROOF OF SERVICE

I, Daniel Scott Brown, declare:

My address is 131 Lawnview Circle, CA 94526-5107. I am employed in the County of Contra Costa, California, where this mailing occurs. I am over the age of 18 years and not a party to the within cause.

On October 24, 2007, I served the following document(s):

NOTICE OF APPEAL

By placing the document(s) in a sealed envelope for collection and mailing with the United States Postal Service on this date to the following person(s):

<p><u>Class Counsel</u> Eliot G. Disner, Esq. McGuireWoods LLP 1800 Century Park East, 8th Floor Los Angeles, CA 90067</p>	<p><u>Defendant's counsel:</u> Steven F. Molo, Esq. James P. Tallon, Esq. Shearman & Sterling LLP 599 Lexington Avenue New York, NY 10022</p> <p>Bradley S. Phillips, Esq. Stuart N. Senator, Esq. Munger, Tolles & Olson LLP 355 South Grand Avenue Los Angeles, CA 90071</p>
--	--

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct and that this document was executed on October 24, 2007, at Danville, California


Daniel Scott Brown

Charles A. Sturm; Sidney K. Kanazawa, Eliot G. Disner, Dan Dracher, Christine Bartholomew, Bradley S. Phillips, Steven F. Molo, Edward A. Klein, Ryan Rodriguez, Lisa Gintz, Loredana Nesci, Robert c. Chojnacki, John W. Davis, Steven F. Helfand, Joseph J. Angersola, Anthony Valach, Joan Elizabeth Shreffler, Robert Gaudet, Jr., Sandeep Gopalan, Elizabeth De Long, Andrea Boggio, J. Garrett Kendrick, Carmine Giardino, Douglas N. Silverstein, Joshua R. Furman, Jon M. Zimmerman, Lawrence W. Schonbrun, Robert L. Arelo, Darrell Palmer, David P. Schafer, Kenneth E. Nelson, Edward F. Siegel, Andrew H. Gilman, Stepen M. Vasil, Alan Harris, Pamela Collins Dunmore, Craig J. Walenta, Richard A. Bodner, L. Kendall Satterfield, Robert Schachter.

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