

# EXHIBIT

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# TestMasters

Thursday, September 3rd

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<p style="text-align: center;"><b>Welcome to TestMasters</b></p> <p>TestMasters is the world's leading provider of quality LSAT preparation. We offer students something that other companies do not: LSAT expertise that is unparalleled. Robin Singh, the creator and author of the TestMasters LSAT Course, has achieved a world record twelve perfect scores on the actual LSAT. Since 1991 tens of thousands of TestMasters students have increased their LSAT scores by applying the powerful methods and techniques that Robin Singh has developed.</p> <p>We offer <u>full-length 80-hour LSAT courses</u> in locations across the United States. All of <u>our instructors</u> have undergone extensive training and have scored in the 98th percentile or higher on an actual LSAT administered by the Law School Admission Council. Every student enrolled in our full-length course receives a personal set of every available real LSAT question in existence (more than 6000 LSAT questions), and these questions are grouped according to type so that students can grasp the underlying consistencies of the exam. In addition, TestMasters students enrolled in our full-length course enjoy access to our Instructor Helpline and our Online Resource Center. Our comprehensive approach has enabled many of our full-length course students to achieve double-digit score increases on the 120 to 180 LSAT scoring scale. Students who are unable to attend our full-length LSAT course have the option of enrolling in one of our intensive <u>16-hour weekend LSAT courses</u>, which are available at locations both in the United States and abroad.</p> <p>In addition to our classroom courses, we offer a wide variety of <u>private tutoring</u> and <u>admissions consulting</u> programs. Official TestMasters and Law School Admission Council <u>publications</u> are also available for purchase on this site. If you would like to receive more information about TestMasters, please fill out our <u>online request form</u> or telephone us at 800-696-5728. We look forward to working with you.</p>			

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 In Texas our company offers services under the name ScorePerfect.

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 Santa Monica, CA 90404

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## Pennsylvania LSAT Course Schedules

Harrisburg	Philadelphia	Pittsburgh	Villanova
<a href="#">September 26, 2009 LSAT</a> <a href="#">December 5, 2009 LSAT</a> <a href="#">June 7, 2010 LSAT</a>	<a href="#">September 26, 2009 LSAT</a> <a href="#">December 5, 2009 LSAT</a> <a href="#">February 6, 2010 LSAT</a> <a href="#">June 7, 2010 LSAT</a>	<a href="#">September 26, 2009 LSAT</a> <a href="#">December 5, 2009 LSAT</a> <a href="#">June 7, 2010 LSAT</a>	<a href="#">September 26, 2009 LSAT</a> <a href="#">December 5, 2009 LSAT</a> <a href="#">February 6, 2010 LSAT</a> <a href="#">June 7, 2010 LSAT</a>

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Classes for the September 26, 2009 LSAT

# Philadelphia

## Early Summer Course (Tu/Sa)

Weekday Classes: 6PM-10PM / Weekend Classes: 10AM-2PM

Instructor: Noah Weiss

### June 2009

Sun	Mon	Tue	Wed	Thu	Fri	Sat
14	15	16	17	18	19	20 Diagnostic 1
21	22	23 Lesson 1	24	25	26	27 Lesson 2
28	29	30 Lesson 3				

### July 2009

Sun	Mon	Tue	Wed	Thu	Fri	Sat
			1	2	3	4 Ind. Day
5	6	7 Lesson 4	8	9	10	11 Lesson 5
12	13	14 Lesson 6	15	16	17	18 Lesson 7
19	20	21 Lesson 8	22	23	24	25 Diagnostic 2
26	27	28 D2 Review	29	30	31	

### August 2009

Sun	Mon	Tue	Wed	Thu	Fri	Sat
						1 Lesson 9

2	3	4 Lesson 10	5	6	7	8 Lesson 11
9	10	11 Lesson 12	12	13	14	15 Lesson 13
16	17	18 Lesson 14	19	20	21	22 Diagnostic 3
23	24	25 D3 Review	26	27	28	29 Lesson 15
30	31					

## September 2009

Sun	Mon	Tue	Wed	Thu	Fri	Sat
		1	2	3	4	5
6	7 Labor Day	8	9	10	11	12
13	14	15	16	17 Jam 1	18	19 Diagnostic 4
20 D4 Review	21	22	23	24 Jam 2	25	26 LSAT

All classes, dates, and times listed in this schedule may be subject to change or cancellation.

### Class Location Information

Classes will be held on the University of Pennsylvania campus. Parking is available on campus for \$10 per day. The direct telephone number for the University of Pennsylvania is 215-898-5000.

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Classes for the December 5, 2009 LSAT

# Philadelphia

## Early Autumn Course

Weekday Classes: 6PM-10PM / Weekend Classes: 10AM-2PM

### September 2009

Sun	Mon	Tue	Wed	Thu	Fri	Sat
13	14	15 Diagnostic 1	16	17 Lesson 1	18	19
20	21	22 Lesson 2	23	24 Lesson 3	25	26
27	28	29	30			

### October 2009

Sun	Mon	Tue	Wed	Thu	Fri	Sat
				1 Lesson 4	2	3
4	5	6 Lesson 5	7	8 Lesson 6	9	10
11	12	13 Lesson 7	14	15 Lesson 8	16	17 Diagnostic 2
18 D2 Review	19	20 Lesson 9	21	22 Lesson 10	23	24
25	26	27 Lesson 11	28	29 Lesson 12	30	31

### November 2009

Sun	Mon	Tue	Wed	Thu	Fri	Sat
1	2	3 Lesson 13	4	5 Lesson 14	6	7
8	9	10 Lesson 15	11	12	13	14 Diagnostic 3



15 D3 Review	16	17	18 Jam 1	19	20	21
22	23	24	25	26 Thanksgiving	27	28 Diagnostic 4
29 D4 Review	30					

## December 2009

Sun	Mon	Tue	Wed	Thu	Fri	Sat
		1	2 Jam 2	3	4	5 LSAT

All classes, dates, and times listed in this schedule may be subject to change or cancellation.

### Class Location Information

Classes will be held either on or near the University of Pennsylvania campus.

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## TestMasters LSAT Course Schedules



United States

- Select Within U.S.:
- Alabama
- Alaska
- Arizona
- Arkansas
- California (Northern)
- California (Southern)
- Colorado
- Connecticut
- Delaware
- District of Columbia

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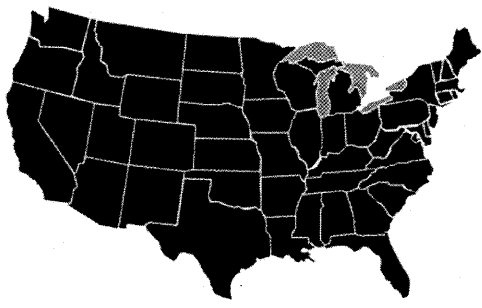
iAT preparation

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## TestMasters LSAT Course Schedules



- United States
- Select Within U.S. -
- Louisiana
  - Maine
  - Maryland
  - Massachusetts
  - Michigan
  - Minnesota
  - Mississippi
  - Missouri
  - Montana
  - Nebraska
  - Nevada

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## TestMasters LSAT Course Schedules



United States

- Select Within U.S. -
- Nevada
- New Hampshire
- New Jersey
- New Mexico
- New York
- North Carolina
- North Dakota
- Ohio
- Oklahoma
- Oregon
- Pennsylvania

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## TestMasters LSAT Course Schedules



- United States
- Select Within U.S. -
  - Pennsylvania
  - Rhode Island
  - South Carolina
  - South Dakota
  - Tennessee
  - Texas
  - Utah
  - Vermont
  - Virginia
  - Washington
  - West Virginia

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## TestMasters LSAT Course Schedules



- United States  
- Select Within U.S. -  
South Carolina  
South Dakota  
Tennessee  
Texas  
Utah  
Vermont  
Virginia  
Washington  
West Virginia  
Wisconsin  
Wyoming

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# EXHIBIT

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RECEIVED MAR 30 1992

3-25-92

TestMasters  
3712 S. Bentley Avenue #201  
Los Angeles, CA 90034  
March 25, 1992

Jim-

This letter is a follow-up  
to our conversation last month.  
Looking forward to hearing  
from you soon. ces

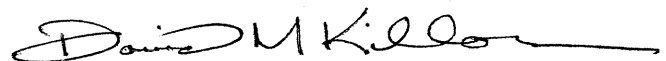
Robin

uest permission from Law Services to  
estions as a commercial licensee. The  
LSAT questions that we plan to reproduce would be used  
exclusively in the TestMasters LSAT Preparation Course, which is  
approximately eight weeks in length. We hope to obtain the  
license sometime before April 18th, 1992, when our classes for  
the June 15th LSAT begin.

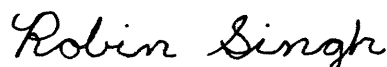
We are planning to reproduce all 1084 LSAT questions that  
are printed in current Law Services publications. The specific  
Law Services publications we have purchased, and the number of  
LSAT questions we plan to reproduce from each, are as follows:  
the Official LSAT Prep Test I-IV (403), the Official LSAT  
PrepTest-Simulated Version (101), The Logical Reasoning,  
Analytical Reasoning, and Reading Comprehension Workbooks (179),  
the Official LSAT Prep Book (300), and the Law Services  
Information Book (101). At the LSAC Licensing Policy rate of  
\$0.055 for each copy of each test question, the license fee for  
each student enrolled in the TestMasters program would be \$59.62.  
As soon as we know the total number of students enrolled in our  
classes for the June 15th LSAT, we will send you a check to cover  
the licensing fee for this period. All of our material containing  
LSAC licensed questions will be produced in-house using  
WordPerfect 5.1 and a Minolta EP 4230 Copier.

We greatly appreciate the opportunity to use actual LSAT  
questions in our course. Unlike some of our competitors, we have  
a high opinion of the LSAT and of Law Services as an  
organization. It is our intent to act in full compliance with the  
LSAC licensing policy at all times. If you have any questions  
regarding this matter, please do not hesitate to contact us at  
(310) 838-2331.

Sincerely,



David M. Killoran  
Executive Director



Robin Singh  
Executive Director



## LICENSE AGREEMENT

This agreement between Law School Admission Services, Inc., Box 40, Newtown, PA 18940 (Law Services) and Test Masters, 3712 South Bentley Avenue #201, Los Angeles, CA 90034 (Licensee), dated May 18, 1992, is a nonexclusive grant, from Law Services to Licensee, of permission to copy the LSAT related information described in paragraph 1 below. This license is subject to the following terms and conditions:

1. Materials Subject to this Permission (Licensed Questions)

LSAT questions taken from current Law Services publications. Specifically, *The Official LSAT Prep Test I-IV*, *The Official LSAT PrepTest-Simulated Version*, *The Logical Reasoning, Analytical Reasoning, and Reading Comprehension Workbooks*, *The Official LSAT Prep Book*, and the *Law Services Information Book*.

2. Term

This license expires two years from its date, but may be renewed at the option of Law Services if the licensed questions are still published by Law Services. Any violation of any term or condition of this license voids the license.

3. Fee and Annual Accounting

Licensee has paid to Law Services the amount of \$536.58, for its nine June 1992 students. Licensee agrees to request additional licenses for its future courses.

4. Use Requirements and Limitations

- A. Licensee agrees to reproduce the licensed questions (including the question itself and its stem), test instructions, and any test-related information subject to the license verbatim, without modification or editing.
- B. Licensee agrees that all licensed questions within licensee's work will be clearly identified as such, and licensee's work containing licensed questions will include, in a conspicuous place, the following statement: "All actual LSAT questions printed within this work are used with the permission of Law School Admission Services, Inc., Box 2000, Newtown, PA 18940, the copyright owner. LSAS does not review or endorse specific test preparation materials or services, and inclusion of licensed LSAT questions within this work does not imply the review or endorsement of Law Services. LSAT is a registered trademark of Law Services."

- C. Licensee agrees not to state or imply the endorsement of its products or services by Law School Admission Council (LSAC), Law School Admission Services (LSAS), or Law Services (the organization's short name).
- D. Licensee agrees not to market its products or services as containing actual LSAT questions.
- E. Licensee agrees not to construct a sample LSAT, with or without a score conversion table, from licensed questions drawn from different LSAT forms. Should licensee wish to produce a sample LSAT, it must use a license for an intact LSAT form, or purchase printed tests from Law Services.

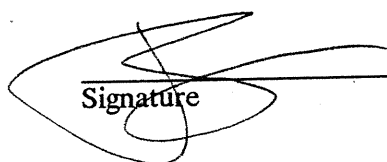
5. Publication; Sample Copies

Licensee agrees to provide Law Services with the name and address of its printer or publisher, and the anticipated date of publication, within ten days of the date of this license. Law Services will forward a copy of the license to licensee's printer or publisher. Licensee further agrees to provide Law Services with a sample of any of its LSAT-related materials, whether or not those materials contain licensed questions, as well as a sample of any advertisements or marketing materials for their products or services.

6. Notice of Third-Party Claims

Licensee agrees to notify Law Services immediately of any third-party claims related to the copyright of licensed questions.

FOR LAW SERVICES:


  
\_\_\_\_\_  
Signature

James M. Vaseleck  
\_\_\_\_\_  
Name

Deputy Corporate Counsel  
\_\_\_\_\_  
Title

May 19, 1992  
\_\_\_\_\_  
Date

FOR LICENSEE:

  
\_\_\_\_\_  
Signature

Robin Singh  
\_\_\_\_\_  
Name

Executive Director  
\_\_\_\_\_  
Title

6-8-92  
\_\_\_\_\_  
Date



Law School Admission Services

Box 40  
Newtown, PA 18940-0040

James M. Vaseleck, Jr.  
*Deputy Corporate Counsel and Assistant to the President for Special Projects*

215.968.1140  
FAX 215.968.1169

10 March 1994

Robin Singh  
TestMasters  
3712 S. Bentley #201  
Los Angeles, CA 90034

Dear Mr. Singh:

I understand that you would like to renew your LSAT-question license. I am happy to report that we have enhanced the terms of our license-policy to make them more attractive to our licensees. Specifically, we have reduced the license fee to four dollars per copy of an entire test form, or 4.3 cents per copy of a single test question.

I would be happy to renew your license, but first require some information from you. We have received payment from you for your June and October 1992 courses, but have received nothing since. I must receive payment for your subsequent courses before I can renew your license. Under the circumstances, I am willing to apply our new, discounted license fee to these courses. I also will need a written request from you specifying exactly which test forms or questions you wish to license.

Thank you for your inquiry.

Sincerely,

A handwritten signature in black ink, appearing to be "Jim Vaseleck", written over a horizontal line.

Jim Vaseleck

# TestMasters

---

3712 Bentley Avenue, Suite 201, Los Angeles, CA 90034 (310) 838-2331

April 22, 1994

Mr. James M. Vaseleck, Jr.  
Law School Admission Services  
Box 40  
Newtown, PA 18940

Dear Mr. Vaseleck,

I have enclosed a check for \$1,009.36, which covers the Law Services licensing fee for the 22 students enrolled in our course for the June 13th LSAT. I have also signed and enclosed a copy of your letter which extends our licensing agreement through April 15, 1996. If you have any questions or concerns, please do not hesitate to contact us at (310) 838-2331. We hope all is going well for you in Newtown.

Sincerely,

*Robin Singh*

Robin Singh  
Executive Director



**Law School Admission Services**

Box 40  
Newtown, PA 18940-0040

**James M. Vaseleck, Jr.**  
*Deputy Corporate Counsel and Assistant to the President for Special Projects*

215.968.1140  
FAX 215.968.1169

15 April 1994

Robin Singh  
TestMasters  
3712 Bentley Avenue, Suite 201  
Los Angeles, CA 90034

Dear Mr. Singh:

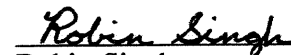
This letter constitutes an extension of our licensing agreement dated 18 May 1992 under the same terms and conditions contained therein, and as modified by your letter to me dated 29 May 1994.

The term of this extension will be two years, ending 15 April 1996. Your practice of accounting for the number of students in each of your courses, and providing payment with that accounting, seems to be working well. I would like you to continue it.

Please indicate your agreement to these terms by signing below and returning one original to me. Thank you for your patience and your continuing business.

AGREED:

  
\_\_\_\_\_  
Jim Vaseleck

  
\_\_\_\_\_  
Robin Singh

1194

TESTMASTERS  
3712 S. BENTLEY AVE., STE. 201  
LOS ANGELES, CA 90034

16-24  
1220(7)

4-22 19 94

PAY  
TO THE  
ORDER OF

*Low Services*

\$ 1009.36

*One thousand nine dollars and thirty-six cents*

DOLLARS


*Robin Singh*

THIS CHECK IS DELIVERED FOR PAYMENT ON THE ACCOUNTS LISTED

⑈001894⑈ ⑈122000247⑈0813 033768⑈

MP

SEPULVEDA - NATIONAL OFFICE  
**WELLS FARGO BANK**  
3130 SOUTH SEPULVEDA BLVD., LOS ANGELES, CA 90034

# EXHIBIT

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# TestMasters

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3712 Bentley Avenue, Suite 201, Los Angeles, CA 90034

(310) 838-2331

October 31, 1996

Mr. James M. Vaseleck, Jr.  
Law School Admission Services  
Box 40  
Newtown, PA 18940

Dear Mr. Vaseleck,

I have enclosed a check for \$2839.20, which covers the Law Services licensing fee for the 42 students that were enrolled in our courses for the December 2, 1995 and February 10, 1996 LSAT administrations. Our per student licensing fee for those courses was \$67.60.

When I visited you at your office in Newtown in March of 1995, we discussed the possibility of extending the TestMasters licensing agreement with Law Services through the year 2001. Our current license officially expired on April 15, 1996. I would greatly appreciate an extension of our licensing agreement. As I mentioned before, the actual LSAT questions that we license from Law Services are a vital part of our LSAT course.

If you have any questions or concerns, please do not hesitate to contact me at (310) 838-2331. I hope that all is going well for you in Newtown.

Sincerely,

*Robin Singh*

Robin Singh  
Executive Director



# EXHIBIT

6

**Vaseleck, James**

---

**From:** Robin Singh [omm@testmasters.net]  
**Sent:** Friday, December 23, 2005 3:17 PM  
**To:** Vaseleck, James  
**Subject:** Online/Media Licensing Proposal

Dear Jim,

I have attached our proposal regarding both the online and media use of official LSAT questions. We have created a TestMasters members account in your name so that you can view an example of the proposed use. In the upper right corner of the homepage on our website ([www.testmasters.net](http://www.testmasters.net)), please enter the following login information:

User ID: jimvaseleck  
Password: lsac

Once you have logged in, you will be able to view the online version of "The TestMasters 80 Flawed Methods of Reasoning", which we reference in our proposal.

We wish you a wonderful holiday season.

Robin Singh  
Chief Executive Officer

Rachel Vincent  
Director of Research and Development

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TO: The Law School Admission Council

FROM: TestMasters

DATE: December 23, 2005

RE: Licensing Proposal

We would like to expand the scope of our licensing agreement to include both online and media formats. These formats will enable us to make significant improvements to the products and services we offer students.

Every LSAT question has multiple characteristics and can be categorized according to any one of these characteristics. For example, the categories for Logical Reasoning questions include, but are not limited to, the structure of the passage, the subject matter of the passage, the methods of reasoning (if any) that appear in the passage, and the specific type of question stem. In addition, each of the five answer choices can typically be categorized in a variety of ways.

In our printed course materials, we generally group Logical Reasoning questions according to the specific type of question stem. While the criterion established by the question stem is fundamental to the analysis of a Logical Reasoning question, invariably there are other, equally fundamental aspects. However, since we print each question only once, we are unable to group the questions according to any of these other aspects. As a result, demonstrating important consistencies that occur in problems with different types of question stems is often very difficult.

An online format would provide an effective solution to this problem. There would be no limit to the number of categories in which a particular question could appear. Recently we created an online version of "The TestMasters 80 Flawed Methods of Reasoning", which groups Logical Reasoning questions according to the form of invalid argumentation each question presents. This grouping of questions, although different from the grouping of questions in our printed course materials, is valuable pedagogically. By reviewing questions categorized according to the flawed methods of reasoning, students are better equipped to learn to identify these abstract concepts. Instead of searching through thousands of questions for an example of a specific type of invalid argumentation, and potentially identifying the concept inaccurately, students can locate and view the relevant examples with just the click of a button.

Individual questions would be presented in a Flash format, which allows us to use several measures to ensure that students do not copy the questions. First, users won't be able to view the HTML source, preventing anyone from copying the file in which the questions are saved. Second, the actual text of the LSAT question cannot be copied onto a clipboard, which people often do in order to paste text into Microsoft Word or email documents. Third, users will be unable to directly print the webpage through an Internet toolbar; additional measures will prevent most users from bypassing this protection to print the flash movie itself. Finally, each document will have a watermark with the phrases "copyrighted materials" and "do not copy" as well as any other phrases or logos that LSAC would like embedded in the watermark; even if a student takes a picture of the computer screen, the watermark will still be visible.

We are also currently working on an online search engine that allows students to quickly locate and view specific LSAT questions. For example, a student may want to review a particular Logical

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Reasoning question that discusses Mesopotamian cities. Instead of wasting time and effort scanning every printed Logical Reasoning question, the student can run a search for the word "Mesopotamian" and view the applicable questions. Since these questions will appear in Flash format, the powerful security measures that apply to the questions categorized according to the Flawed Methods of Reasoning will also apply to the bank of questions in the online search engine.

We would also like to release online supplemental diagnostics in PDF format on a predetermined schedule, for the sake of creating a well-balanced and manageable load of coursework. Many students do not know what is in their best interest and attempt to work through numerous questions without first learning the fundamental concepts that are necessary to understand those questions. The timed release of materials ensures that students do not study questions prematurely and haphazardly. Moreover, shipping costs preclude the possibility of sending multiple shipments during the course to one student. Online diagnostics would provide us with the ability to schedule the release of materials without substantially increasing shipping costs.

Since these diagnostics would be presented in PDF format, the Flash format security measures would not apply. Instead, we would expand the student contracts that protect our printed material to include our online material. Our enrollment agreement, in which students agree to not copy, reproduce, distribute, sell, loan, or give away TestMasters and/or LSAC materials under any conditions, would include specific reference to any and all materials we make available online. Each TestMasters student would not only be required to sign a copy of this updated enrollment agreement before classes begin, but would also be required to confirm this agreement through electronic signature *every time* he or she downloads any PDF file. Furthermore, we would take measures to ensure that no student could print any PDF file more than once.

We are also in the process of creating a series of DVDs, in which some of our most experienced instructors will review and explain various LSAT questions. An on-screen presentation of an LSAT question would not only provide the context necessary to understand our explanation, but would also enable the instructor to add valuable notes and comments during the presentation: marking correct and incorrect answer choices, highlighting specific phrases and structural components, and presenting relevant diagrams. Through a webcast of our DVDs, full-length course students experiencing difficulty with certain questions could quickly locate and watch the corresponding explanations. Many of the DVDs would also be available for individual sale, providing the opportunity for students who are unable to take our full-length course to learn directly from TestMasters instructors.

TestMasters currently pays a flat rate of \$115 per full-length course student for the use of all available LSAT questions. Since questions presented in online and media formats would be the same questions that already appear in our printed course materials, we propose that this same flat rate allow for the use of printed, online, and media formats of each question.

For individual sales of DVDs, which would not apply to our full-length course students, we propose a standard royalty per question, paid to the Law School Admission Council, on each DVD sold. For example, the royalties for a DVD that reviews 100 questions would be twice as much as the royalties for a DVD that reviews 50 questions.

We are confident that the products and services that we offer students will be improved through the use of LSAT questions in online and media formats. We look forward to hearing your thoughts on this matter.

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**Williams, Felicia**

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**From:** Vaseleck, James  
**Sent:** Monday, November 07, 2005 10:33 AM  
**To:** 'Robin Singh'  
**Cc:** Williams, Felicia  
**Subject:** LSAT License

Robin:

Thanks very much for the payment.

Yes, our licenses do prohibit the electronic delivery of licensed content (all of your previous ones have, too). If you'd like to make the case that this exclusion should be changed, it would help to have your request and rationale in a letter form. We have not yet made an exception for any prep course, but are at least willing to consider the arguments.

Thanks again, and best wishes,

Jim Vaseleck

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# TestMasters

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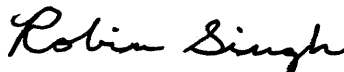
Jim Vaseleck  
Associate Corporate Counsel  
Law School Admission Council  
P.O. Box 40  
Newtown, PA 18940

Dear Jim,

I have enclosed a check for \$500,000 towards the LSAT question licensing fees that we currently owe the LSAC. I will send you the remaining balance as soon as we have determined the exact number of paying students who enrolled in our full-length and weekend courses.

With regards to the license agreement, my only concern is with provision 4E, "Licensee may not make licensed materials available to its customers using any electronic medium." I would like to make an argument as to why we should be permitted to make certain LSAT questions available to our students on the secure members area of our website. Please let me know if I should make this argument orally or in writing.

Best regards,



Robin Singh  
Chief Executive Officer

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