

**SUPREME COURT OF THE STATE OF NEW YORK  
COUNTY OF NEW YORK**

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: Index No. 601755/07  
IN RE DOW JONES & COMPANY, INC. :  
: Assigned to Justice Moskowitz  
SHAREHOLDER LITIGATION :  
: IAS Part 3  
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**NOTICE OF  
PROPOSED CLASS ACTION SETTLEMENT**

**PLEASE READ THIS NOTICE CAREFULLY. IT CONTAINS INFORMATION THAT MAY AFFECT YOUR RIGHTS AS A DOW JONES SHAREHOLDER.**

This Notice is sent to you by order of the Supreme Court of the State of New York, County of New York (the “Court”) to inform you about a proposed settlement of the litigation bearing the caption and index number above (the “Litigation”). It is not an expression of any opinion by the Court.

**I. WHY YOU HAVE RECEIVED THIS NOTICE**

You received this notice because you have been identified as a member of the settlement Class in the Litigation. A more detailed description of the Class is provided in Part II below.

The Litigation and the proposed settlement arises from the agreement between Dow Jones & Company, Inc. (“Dow Jones”) and News Corporation, Inc. (“News Corporation”) to execute a merger through which News Corporation will acquire Dow Jones and the public stockholders of Dow Jones will receive \$60.00 per share in cash (the “Transaction”).

Plaintiffs Carol Cresh and Nora Vides (the “Plaintiffs”) are Dow Jones shareholders who commenced the Litigation in May 2007 on behalf of themselves and all others similarly situated, raising a variety of legal challenges to the Transaction as then contemplated, and to the actions of certain Dow Jones directors and shareholders in considering whether to approve the Transaction. The Defendants who were sued are listed in part III below.

The Plaintiffs and the Defendants have now agreed upon terms to settle the Litigation and have signed a Stipulation of Settlement (the “Proposed Settlement”).

On February 14, 2008, the Court will hold a hearing (the “Fairness Hearing”) to consider whether to finally approve the Proposed Settlement. You have certain options in deciding whether to participate in the Proposed Settlement, and there are Court-ordered deadlines by which you must take certain actions. Those are detailed below.

**II. DESCRIPTION OF THE SETTLEMENT CLASS**

If you received this Notice, then you have been identified as a member of the Class (a “Class Member”) (collectively, the “Class”). The Class that will be bound by the Proposed Settlement, if it is approved, consists of all persons or entities that were record or beneficial holders of Dow Jones common

stock at any time during the period from (and including) April 17, 2007 through and including the close of the Transaction (the “Class Period”), including the legal representatives, heirs, successors in interest, transferees, and assigns of all such holders but excluding (i) the defendants named in the Action (other than the John Doe defendants), (ii) any person, firm, trust, corporation, or other entity controlled by, controlling, or under common control with any defendant, and (iii) any person who files a timely and complete request for exclusion from the Class (in accordance with the procedures and deadlines established by the Court for that purpose), but only with respect to a claim for monetary damages arising out of the Transaction.

As explained below in Part XII, you may exclude yourself from the Proposed Settlement and the Class, but only with respect to a claim for monetary damages arising out of the Transaction. You are not entitled to exclude your self from the Proposed Settlement or the Class with respect to claims for injunctive or other equitable relief.

**III. SUMMARY OF THE ACTION**

**A. The Defendants**

The Defendants in the Litigation are: Christopher Bancroft, Jon E. Barfield, John Brock, Lewis B. Campbell, Eduardo Castro-Wright, Michael B. Elefante, John M. Engler, Harvey Golub, Leslie Hill, Dieter von Holtzbrinck, David K.P. Li, M. Peter McPherson, Frank N. Newman, Paul Sagan, Elizabeth Steele, Richard F. Zannino, the “Bancroft Trust” and “John and Jane Does 1-100.”

**B. Nature of the Claims**

News Corporation made an offer on April 17, 2007 to acquire all the outstanding shares of Dow Jones, and that offer was reported in the media on May 1, 2007.

On May 3, 2007 and May 24, 2007, two putative class action complaints (Vides v. Bancroft Family, et al., No.

07/650094 and Cresh v. Bancroft, et al., No. 07/601755) were filed in the Supreme Court of the State of New York, County of New York, challenging certain actions taken with respect to the News Corporation offer.

The Vides and Cresh actions were thereafter consolidated by Court order under the present caption In re: Dow Jones & Company, Inc. Shareholder Litigation, Index No. 07/601755. That consolidated matter is what is referred to in this Notice as the Litigation.

On August 1, 2007, Dow Jones announced that it had agreed to be acquired by News Corporation. On August 30, 2007, the Plaintiffs filed a consolidated amended complaint in the Litigation. The consolidated amended complaint challenged certain actions of the Defendants in agreeing to the News Corporation offer.

On September 7, 2007, Dow Jones filed a preliminary proxy statement (the "Preliminary Proxy Statement") with the Securities and Exchange Commission (the "SEC") with respect to the solicitation of shareholder votes on the Transaction. On September 25, 2007, Plaintiffs filed a second amended complaint in the Litigation that added allegations that the Preliminary Proxy Statement was incomplete and failed to provide material information regarding the Transaction to Dow Jones shareholders.

#### **B. The Parties Agreed to Settle the Action**

After discussions and negotiations regarding the Litigation, the Plaintiffs, Defendants and Dow Jones have agreed to settle the Litigation. The terms and benefits of the Proposed Settlement are discussed further below in Parts V and VI. The reasons why the Parties agreed to settle the Litigation are explained in part VII.

#### **IV. WHO ARE CLASS COUNSEL**

Class Counsel are the attorneys who represent the interests of the Class as a whole, which includes you as a Class Member. Class Counsel in the Action are Harwood Feffer LLP and Faruqi and Faruqi LLP. Class Counsel represent you, but only in your capacity as a Class Member. Class Counsel do not represent you to the extent you have different interests from the Class. You may obtain advice from your own lawyer, if you wish to do so.

You may contact Class Counsel at the following address:

Robert I. Harwood, Esq.  
HARWOOD FEFFER LLP  
488 Madison Avenue  
New York, NY 10022

#### **V. BENEFITS OF THE PROPOSED CLASS SETTLEMENT**

In the Proposed Settlement, Dow Jones agreed to add certain information to the Preliminary Proxy Statement, so that Dow Jones shareholders would have additional information in deciding whether to vote in favor of or against the Transaction. Specifically, Dow Jones added a summary of certain internal

Dow Jones financial forecasts that were available to the Dow Jones Board of Directors, its financial advisors, and News Corporation in negotiating the Transaction, as well as information regarding why a Dow Jones director recused himself from a board meeting concerning the Transaction.

The definitive Proxy Statement containing that information was filed with the SEC on November 7, 2007 and mailed to Dow Jones stockholders on or about November 9, 2007.

#### **VI. RELEASE OF CLASS MEMBERS' CLAIMS AND DISMISSAL OF THIS ACTION**

If the Court approves the Proposed Settlement at the Fairness Hearing, the Litigation will be dismissed with prejudice. As a Class Member, you will release (give up) all known and unknown claims having anything to do with the Transaction, the Proxy Statement, any statements relating to the Transaction or the Proxy Statement, and any other acts or omissions concerning the possible sale, divestiture, or restructuring of Dow Jones or any of its businesses or assets, that you might otherwise have had against the Defendants, Dow Jones, News Corporation, all "Bancroft-Related Shareholders," as defined in the Proposed Settlement, and their respective affiliates, representatives and advisors.

You will not be able not assert those claims, if any, in any other lawsuit. This does not include the right to pursue validly claimed appraisal rights under Section 262 of General Corporation Law of the State of Delaware.

#### **VII. SETTLEMENT NEGOTIATIONS**

The Plaintiffs and Class Counsel believe that the Proposed Settlement is in the best interests of the Parties and Dow Jones shareholders.

##### **A. Why Did the Plaintiffs Agree to Settle?**

Class Counsel conducted an investigation relating to the claims and events at issue in the Litigation, and obtained evidence from the Defendants. Class Counsel analyzed the evidence adduced during their investigation and in discovery, and have researched the law governing the Plaintiffs' claims and the Defendants' potential defenses. Based on their investigation and analysis, and after considering (a) the substantial benefits that the Class will receive from the Proposed Settlement, (b) the attendant risks of litigation, and (c) the desirability of permitting the Proposed Settlement to be consummated, Class Counsel concluded that the Proposed Settlement is fair, reasonable and in the best interests of the Plaintiffs and the Class. Therefore, Class Counsel have agreed to settle the Litigation under the terms of the Proposed Settlement.

##### **B. Why Did the Defendants Agree to Settle?**

The Defendants have denied, and continue to deny, each and every allegation of liability and wrongdoing made against them in the Litigation. The Defendants have entered into the Proposed Settlement solely to avoid the additional expense, inconvenience, and distraction of the Litigation, and to avoid

the risks inherent in any lawsuit.

**VIII. THE PROPOSED SETTLEMENT IS SUBJECT TO COURT APPROVAL**

The Proposed Settlement has to be finally approved by the Court before it becomes effective. Final court approval will not happen until the Court issues an order approving the Proposed Settlement, and the Court's order is no longer subject to appeal.

**IX. FAIRNESS HEARING**

**The Fairness Hearing will be held on February 14, 2008, at 2:30 p.m.**, at IAS Part 3 of the Supreme Court of the State of New York, County of New York, 60 Centre Street, Room 248, New York, New York. However, the Court has the right to change the hearing date or time without further notice.

At the Fairness Hearing, the Court will consider whether the Proposed Settlement is fair, reasonable, and adequate and whether it should finally approve the Proposed Settlement. The Court will also decide whether to approve plaintiffs' request for attorneys' fees and expenses. Dow Jones has agreed to pay Class Counsel's fees and expenses of up to \$895,000, subject to Court approval. The Defendants do not oppose the plaintiffs' application.

**X. RIGHT TO ATTEND FAIRNESS HEARING**

Any Class Member may appear in person and observe the Fairness Hearing, **BUT YOU DO NOT HAVE TO ATTEND THE HEARING OR TAKE ANY OTHER ACTION.** If you want to speak at the Fairness Hearing, you have to follow the procedures for objecting to the Proposed Settlement, which are explained in Part XI below.

**XI. RIGHT TO OBJECT TO THE PROPOSED SETTLEMENT**

You have the right to object to any part of the Proposed Settlement. You must object in writing, and you may request to be heard at the Fairness Hearing. If you choose to object, then you must follow these procedures. Even if you object, if the Court nevertheless approves the Proposed Settlement, you will still be bound by the settlement.

**A. You Must Make Detailed Objections in Writing**

If you have objections to the Proposed Settlement, you must make them in writing. You must provide the following information:

1. Whether you intend to appear at the Fairness Hearing;
2. Proof of membership in the Class;
3. A statement of each of your objections, and the basis for the objections; and
4. All documents or other evidence you wish the Court to consider in connection with your objections.

The Court will not consider any objections that do not substantially comply with these requirements.

**B. You Must Deliver Written Objections to the Court, Class Counsel, and Defendants' Counsel By the Deadline**

YOUR WRITTEN OBJECTIONS MUST BE RECEIVED BY THE CLERK OF THE COUNTY NO LATER THAN **JANUARY 31, 2008**. The County Clerk's address is:

**Clerk of the Court  
Supreme Court of the State of New York  
60 Centre Street  
New York, NY 10007**

YOU ALSO MUST DELIVER COPIES OF THE MATERIALS TO CLASS COUNSEL AND COUNSEL FOR DEFENDANTS NO LATER THAN **JANUARY 31, 2008**. To be considered delivered on time, the materials must actually be received by the following offices by **January 31, 2008**:

HARWOOD FEFFER LLP  
Robert I. Harwood  
488 Madison Avenue  
New York, New York 10022  
*Attorneys for Plaintiffs*

FRIED, FRANK, HARRIS, SHRIVER  
& JACOBSON LLP  
William McGuinness  
Peter L. Simmons  
One New York Plaza  
New York, New York 10004  
*Attorneys for Defendants*

The Court will not consider any objection that is not timely filed with the Court or not timely delivered to Class Counsel and counsel for the Defendants.

**XII. RIGHT TO EXCLUDE YOURSELF FROM THE PROPOSED SETTLEMENT AND PROCEDURES FOR DOING SO**

You may choose to exclude yourself from the Proposed Settlement and the Class, but only with respect to a claim for monetary damages arising out of the Transaction. The deadline for exclusion is **January 31, 2008**.

If you submit a request for exclusion, you must provide the following information: (i) the name and address of the person or entity requesting exclusion, (ii) a statement that exclusion is being requested to pursue an individual claim for monetary damages arising out of the Transaction, (iii) a statement (and proof of ownership) of the number of shares owned by the person or entity requesting exclusion; (iv) a statement (and proof) of each purchase, acquisition and sale of publicly traded Dow Jones common stock during the Class Period by the person or entity requesting exclusion. The

request for exclusion must be signed and dated by the person or entity requesting exclusion.

Requests for exclusion must be mailed to the Notice Administrator at the following address:

Dow Jones Settlement -- Exclusion  
c/o Berdon Claims Administration LLC  
P.O. Box 9014  
Jericho, New York 11753-8914

If you do not request exclusion from the Proposed Settlement to pursue a claim on your own for monetary damages arising out of the Transaction, you will be considered a Class Member for all purposes. You will be bound by the settlement of the Litigation, and you will not be able to pursue any individual claims against the persons identified in Part VI. *If you want to bring your own lawsuit against any of those persons for monetary damages arising out of the Transaction, you should exclude yourself from the Proposed Settlement.*

### **XIII. TERMINATION OF THE PROPOSED SETTLEMENT**

The Proposed Settlement is contingent on several factors, including (i) the closing of the Transaction, (ii) the Court's approval of the proposed Class, (iii) final Court approval of the Proposed Settlement, and (iv) the number of Dow Jones shareholders who request exclusion from the Proposed Settlement. If one of these conditions is not met, the Proposed Settlement will be terminated, and the Litigation will resume as a contested matter.

### **XIV. NOTICE TO PERSONS OR ENTITIES HOLDING RECORD OWNERSHIP ON BEHALF OF OTHERS**

If you held Dow Jones stock for the beneficial interest of a person or organization other than yourself at any time during the Class Period, the Court has directed that you should promptly either: (a) provide the name and last known address of each beneficial holder to the Notice Administrator, or (b) request additional copies of this notice from the Notice Administrator (which will be sent to you free of charge), and mail the copies to each beneficial holder. At your request, you will be reimbursed for reasonable actual out-of-pocket expenses by Dow Jones, if you submit appropriate supporting documentation.

All communications concerning the foregoing should be addressed to the Notice Administrator at the following address:

Dow Jones Settlement  
c/o Berdon Claims Administration LLC  
P.O. Box 9014  
Jericho, New York 11753-8914  
Tel. (800) 766-3330  
Fax (516) 931-0810  
www.berdonclaims.com

### **XV. HOW TO OBTAIN ADDITIONAL**

## **INFORMATION**

This Notice summarizes the Litigation and the provisions of the Proposed Settlement. It is not a complete statement of the Litigation or the Proposed Settlement. The entire terms of the Proposed Settlement are on file in the Office of the Clerk of the Court, along with other pleadings, papers, and orders in the Litigation.

### **A. Documents Are on File With the Court**

You may inspect the terms of the Proposed Settlement and other papers at the Office of the Clerk of the Court at any time during normal business hours, 9:00 a.m. to 5:00 p.m., Eastern Standard Time. The Clerk's Office is located at 60 Centre Street, New York, New York 10007.

### **B. Questions Should Be Directed to Class Counsel**

Please do not direct any questions that you have about the matters in this Notice to the Clerk's Office or the Court. Instead, you may direct any questions to, or obtain further information from, Class Counsel at the address listed in Part IV above.

**PLEASE DO NOT CALL, WRITE, OR OTHERWISE DIRECT QUESTIONS TO THE COURT OR THE CLERK'S OFFICE.**

Dated: December 21, 2007