

IN THE CIRCUIT COURT FOR KNOX COUNTY, TENNESSEE

THERESA and GARY HURD, on behalf of  
themselves and all others similarly situated,

Plaintiffs,

v.

AMERICA'S COLLECTIBLES NETWORK,  
INC. d/b/a JEWELRY TELEVISION,

Defendant.

Case No. 225508

2009 JAN 14 AM 8:30  
CIRCUIT COURT CLERK

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**ORDER GRANTING MOTION FOR ORDER GRANTING FINAL APPROVAL OF  
PROPOSED SETTLEMENT, APPROVING ATTORNEYS' FEES AND CLASS  
REPRESENTATIVE INCENTIVE AWARDS, AND ENTERING FINAL JUDGMENT**

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WHEREAS, a class action is pending before this Court styled Theresa and Gary Hurd, on behalf of themselves and all others similarly situated vs. America's Collectibles Network, Inc., d/b/a Jewelry Television (the "Litigation");

WHEREAS, on October 22, 2008, this Court entered an Order Preliminarily Approving Settlement and Providing for Notice ("Preliminary Approval Order"), with which the Parties have fully complied;

WHEREAS, capitalized terms in this Order shall have the same meaning as in the Preliminary Approval Order and the Stipulation;

WHEREAS, the Parties have made an application, pursuant to Tennessee Rule of Civil Procedure 23.05, for an order finally approving the settlement of this Litigation, approving Class Counsel's application for attorneys' fees and the requested class

representative incentive awards, and entering final judgment and dismissing the Litigation with prejudice upon the terms and conditions set forth in the Stipulation;

WHEREAS, a proposed Notice of Final Approval of Class Action Settlement and Proof of Claim and Release ("Notice and Claim Form") has been filed with the Court for approval;

WHEREAS, the Court has received formal objections from five (5) Class Members opposing the Settlement;

WHEREAS, the Court held a hearing on Final Approval of Class Action Settlement (the "Settlement Hearing") on January 12, 2009 at 8:30 a.m. EST at the Circuit Court for Knox County, Tennessee, Division II, City-County Building, 400 Main Street, M-35, Knoxville, Tennessee, 37902;

WHEREAS, after considering the proposed Notice of Final Notice and Claim Form; argument of counsel, representatives of the Class and Defendant at the Settlement Hearing; the formal issues raised within the objections and, for good cause shown,

IT IS HEREBY ORDERED:

1. This Final Order and Judgment incorporates herein and makes a part hereof, the Stipulation, including the Exhibits thereto.

2. The record shows that Notice has been given to the Temporary Settlement Classes ("Class") in the manner approved by the Court in its Preliminary Approval Order. The Court finds that such Notice: (i) constitutes reasonable and the best practicable notice; (ii) constitutes notice that was reasonably calculated, under the

circumstances, to apprise members of the Class of the terms of the Settlement, and Class Members' right to object to and appear at the Settlement Hearing or exclude themselves from the Class, (iii) constitutes due, adequate, and sufficient notice to all persons or entities entitled to receive notice; and (iv) meets the requirements of due process.

3. The formal objections to the Stipulation and Settlement are denied.

4. The Temporary Settlement Class is converted to a Final Settlement Class (the "Class").

5. This Order shall have no force or effect on the persons who timely excluded themselves from the Class. Attached hereto, as Exhibit A is the list of persons who timely excluded themselves from the Class. These individuals are no longer members of the Class and have no right to participate in or object to the Settlement. This Order is binding on the Class.

6. The Court finds that extensive arm's-length negotiations have taken place in good faith between Class Counsel and JTV resulting in the Stipulation and the Settlement.

7. The Court finds that the proposed Notice and Claim Form, a copy of which is attached hereto as Exhibit B, constitutes reasonable and the best practicable final notice and claim form, and such Notice and Claim Form is approved by the Court.

8. Pursuant to Tenn. R. Civ. P. 23.05, the Court hereby finally approves in all respects the Stipulation and the Settlement set forth therein and finds that the Settlement is, in all respects, fair, reasonable and adequate, and in the best interest of the Class.

9. The Parties are hereby directed to implement and consummate the Settlement according to the terms and provisions of the Stipulation.

10. The Released Claims (as defined in Paragraph 1.22 of the Stipulation) against JTV on behalf of the Class are hereby dismissed with prejudice and without costs to any party, except as otherwise provided herein.

11. The Court retains continuing and exclusive jurisdiction over all matters relating to administration, consummation, enforcement and interpretation of the Stipulation, to protect and effectuate this Final Order and Judgment. All Parties are hereby deemed to have irrevocably submitted to the exclusive jurisdiction of this Court, for the purpose of any suit, action, proceeding or dispute arising out of or relating to the Stipulation or the applicability of the Stipulation, and only for such purposes. Solely for purposes of such suit, action or proceeding, to the fullest extent they may effectively do so under applicable law, the Parties hereto are deemed to have irrevocably waived and agreed not to assert, by way of motion, as a defense or otherwise, any claim or objection that they are not subject to the jurisdiction of this Court, or that this Court is, in any way, an improper venue or an inconvenient forum.

12. Nothing in this Final Order and Judgment, or the Stipulation is or shall be deemed or construed to be an admission or evidence of any violation of any statute or law or of any liability or wrongdoing by JTV.

13. The Court finds the requested attorneys' fees and expenses (either \$450,000 at a minimum or \$500,000 depending upon JTV's election under the terms of the Stipulation) to be reasonable and fair and thus approves Class Counsel's application

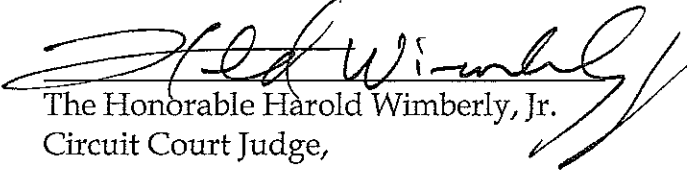
for attorneys' fees it in its entirety and directs the applicable amount to be paid in accordance with the terms of the Settlement;

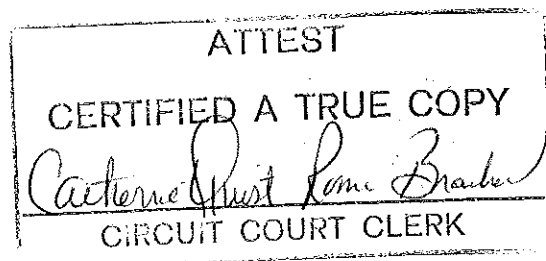
14. The Court approves the requested \$1,000 class representative incentive awards as reasonable and fair and directs these awards to be paid in accordance with the terms of the Settlement.

15. The court costs of this cause shall be taxed to Defendant c/o Andrew Colocotronis, Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C., 900 S. Gay Street, Suite 2200, Knoxville, Tennessee 37902, for which execution may issue if necessary.

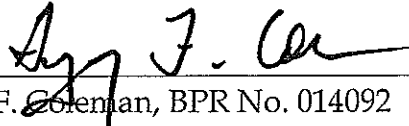
IT IS SO ORDERED.

Dated this 14 day of JANUARY, 2009.

  
The Honorable Harold Wimberly, Jr.  
Circuit Court Judge,  
Knox County, Tennessee



APPROVED FOR ENTRY:



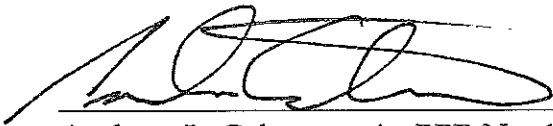
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