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2008 OCT 22 AM 9:25

TENNESSEE
CIRCUIT COURT CLERK

IN THE CIRCUIT COURT FOR KNOX COUNTY, TENNESSEE

THERESA HURD, GARY HURD,
MARLIESE WEED, RALPH RUSSO,
CAROL RUSSO, MARY MASSEY, JOAN
MOJONNIER, GLORIA MANNING,
MICHAEL PELLETTIERI, DEBORA
O'BRIEN, YVONNE HESS, SUE ANN
BEER, VICTOR KROHN, MARY
LUKOWSKI, JANET DIDONATO, DIANE
LEONARD, ANITA STEVER, MICHAEL
EVANS, CATHY WOOD, JAMES
BUECHLER, JAMES EVANS, SARAH
OPOLKA, ARTHUR MOILANEN and
DENNIS RAMSHAW on behalf of
themselves and all others similarly
situated,

Plaintiffs,

v.

AMERICA'S COLLECTIBLES NETWORK,
INC. d/b/a JEWELRY TELEVISION,
c/o F. Robert Hall
10001 Kingston Pike, Suite 57
Knoxville, Tennessee 37922-3339,

Defendant.

Case No. 225508

JURY DEMANDED

**ORDER PRELIMINARILY APPROVING
SETTLEMENT AND PROVIDING FOR NOTICE**

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, the parties have made application, pursuant to Tennessee Rule of Civil Procedure 23.05, for an order preliminarily approving the settlement of this Litigation, certifying for settlement purposes only specified Temporary Settlement Classes, and approving the distribution of notice to the Temporary Class Members, all in accordance with a Stipulation of Settlement attached to the motion as Exhibit 1 and dated as of October 20, 2008 (the "Stipulation"), which, together with the Exhibits annexed thereto, sets forth the terms and conditions for a proposed settlement of the Litigation and for dismissal of the Litigation with prejudice upon the terms and conditions set forth therein; and the Court having read and considered the Stipulation and the Exhibits annexed thereto; and

WHEREAS, all defined terms contained herein shall have the same meanings as set forth in the Stipulation.

NOW, THEREFORE, IT IS HEREBY ORDERED:

1. The Court preliminarily approves the Stipulation and the Settlement set forth therein, subject to further consideration at the Settlement Hearing described below.
2. For purposes of effectuating the Settlement only, and subject to the terms and provisions of the Stipulation, the Court certifies temporary nationwide settlement classes ("Temporary Settlement Classes") consisting of the following:

(A) The "A-L Gemstone Purchaser Class." All natural persons and legal entities located in the United States who purchased any red and/or green andesine-labradorite as loose gemstone(s) from JTV during the period from May 1, 2004, to April 30, 2008 (the "Class Period"). The class shall exclude officers, directors or employees of JTV, any entity in which JTV has a controlling interest, any affiliate of JTV, and any judicial officer presiding over this settlement, and any member of the judicial officer's family and court staff. This temporary class specifically excludes

purchasers of andesine-labradorite from JTV who purchased andesine-labradorite in mixes or parcels of gemstones of which andesine or labradorite was one or more of the gemstones; and

(B) The "A-L Jewelry and Other Products Purchaser Class." All natural persons and legal entities located in the United States who purchased any of the following from JTV during the Class Period: (i) jewelry that contains one or more red and/or green andesine-labradorite gemstones; (ii) gemstone parcels that contain one or more red and/or green andesine-labradorite gemstones along with other gemstones; and (iii) any other items (e.g., non-jewelry, gift items) that contain one or more red and/or green andesine-labradorite gemstones. The class shall exclude officers, directors or employees of JTV, any entity in which JTV has a controlling interest, any affiliate of JTV, and any judicial officer presiding over this settlement, and any member of the judicial officer's family and court staff.

3. The Court appoints Gregory Coleman of Coleman and Edwards, P.C., and, Kenneth A. Wexler, and Edward A. Wallace, of Wexler Wallace LLP as Co-Lead Counsel for the Temporary Classes.

4. The Court appoints Teresa Hurd, Gary Hurd, and Marliese Weed as Lead Plaintiffs for the Temporary Class.

5. The Court approves, as to form and content, the Exhibits to the Stipulation and specifically approves the Notice of Pendency and Proposed Settlement of Class Action (the "Settlement Notice"), attached as Exhibit C to the Stipulation, and finds that the distribution of the Settlement Notice substantially in the manner and form set forth in the Stipulation and in this Order meet the requirements of Tennessee Rule of Civil Procedure 23, and due process, and is the best notice practicable under the circumstances and shall constitute due and sufficient notice to all Persons entitled thereto.

6. A final hearing (the "Settlement Hearing") shall be held before this Court on January 12, 2009, at 8:30 a.m. EDT, at the Circuit Court for Knox County, Tennessee, Division II, City-County Building, 400 Main Street, M-35, Knoxville, Tennessee, 37902, to determine whether the proposed settlement of the Litigation on the terms and conditions provided for in the Stipulation is fair, reasonable and adequate to the Settlement Class and should be approved by the Court; whether a Judgment as contemplated in the Stipulation should be entered herein; and to determine the amount of fees and expenses that should be awarded to Plaintiff's Counsel.

7. Not later than the twenty-first day after entry of this Order (the "Notice Date"), Defendant shall cause a copy of the Settlement Notice, substantially in the form annexed to the Stipulation hereto as Exhibit A, to be mailed by U.S. mail and/or electronic mail ("email") to all Class Members who can be identified based upon the purchase records of JTV.

8. The Settlement Notice shall also be posted on a settlement website established and maintained by Class Counsel, to which site reference will be made and a link established on JTV's website. The settlement website shall contain the Notice, as well as information about the case and claims.

9. At least thirty calendar days prior to the Settlement Hearing, JTV shall serve on Class Counsel and file with the Court proof, by affidavit or declaration, of such mailing and publishing.

10. Memoranda, affidavits and other materials in support of the proposed Settlement, and the request for an award of fees and expenses, shall be filed not later than 21 days prior to the date of the Settlement Hearing. Any reply briefs shall be filed not later than seven days prior to the date of the Settlement Hearing.

11. All Members of the Temporary Settlement Classes shall be bound by all determinations and judgments in the Litigation concerning the settlement, whether favorable or unfavorable to the Class.

12. At any time prior to at least fourteen (14) days before the Settlement Hearing, any Member of the A-L Gemstone Purchaser Class or the A-L Jewelry Purchaser Class may enter an appearance in the Litigation, at his, her or its own expense, individually or through counsel of their own choice. Any Member of the Temporary Settlement Classes who does not so enter an appearance on their own behalf or through counsel of their own choice will be represented by Class Counsel.

13. Pending final determination of whether the Settlement should be approved, neither the Plaintiffs nor any Temporary Class Member, either directly, representatively, or in any other capacity, shall commence or prosecute against any of the Released Defendant Parties, any action or proceeding in any court or tribunal asserting any of the Released Claims.

14. Any Person falling within the definition of Temporary Class Member may, upon request, be excluded from the Settlement Classes. Any such Person must submit to Class Counsel a request for exclusion ("Request for Exclusion"), postmarked no later than fourteen (14) days prior to the date of the Settlement Hearing. A Request for Exclusion must be signed and state: (a) the name, address, and telephone number of the Person requesting the exclusion; (b) the Person's A-L Gemstone and A-L Jewelry and Other Products purchases made during the Class Period, including the dates, and price paid for each purchase; and (c) that the Person wishes to be excluded from the Settlement Classes. All Persons who submit valid and timely Requests for Exclusion in the manner set forth in this paragraph shall have no rights under the Stipulation, shall not share in the Settlement, and shall not be bound by the Stipulation or the Final Judgment.

15. Any Temporary Settlement Class Member who has not properly requested exclusion from the Class (as provided for in paragraph 14 above) may appear and show cause, if he, she or it has any reason why the proposed settlement of the Litigation should not be approved as fair, reasonable and adequate, or why a Judgment should not be entered thereon, why the settlement

should not be approved, or why attorneys' fees and expenses should not be awarded to counsel for the Plaintiffs; provided, however, that no Temporary Settlement Class Member or any other Person shall be heard or entitled to contest the approval of the terms and conditions of the proposed settlement, or, if approved, the Judgment to be entered thereon approving the same, or the order approving the settlement, or the attorneys' fees and expenses to be awarded to counsel for the Plaintiffs unless that Person has served on the following counsel (delivered by hand or sent by first class mail) written objections and copies of any papers and briefs in support thereof postmarked on or before the date that is fourteen (14) days before the Settlement Hearing, and filed said objections, papers and briefs with the Clerk of the Circuit Court for Knox County, Tennessee on or before the same date:

Gregory Coleman
Coleman & Edwards, PC
4800 Old Kingston Pike
Suite 120
Knoxville, TN 37919

Andrew L. Colocotronis
Baker, Donelson, Bearman, Caldwell & Berkowitz, PC
2200 Riverview Tower
900 S. Gay Street
Knoxville, TN 37901

Any Temporary Settlement Class Member who does not make his, her or its objection in the manner provided shall be deemed to have waived such objection and shall forever be foreclosed from making any objection to the fairness or adequacy of the proposed settlement as incorporated in the Stipulation, to the Settlement, and to the award of attorneys' fees and expenses to counsel for the plaintiffs, unless otherwise ordered by the Court.

15. At or after the Settlement Hearing, the Court shall determine whether the Settlement proposed by Settlement Counsel, and any application for attorneys' fees or reimbursement of expenses, shall be approved.

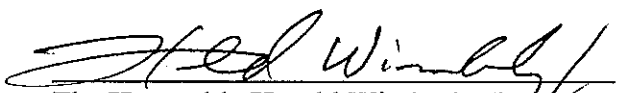
16. Reasonable expenses incurred identifying and notifying Temporary Class Members as well as administering the Settlement Fund, and Taxes owed on the Settlement Fund, shall be incurred and paid as permitted under the terms of the Stipulation without the need for further order of the Court.

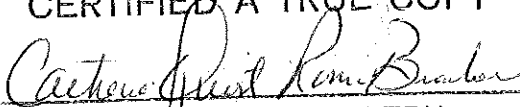
17. Neither the Stipulation, nor any of its terms or provisions, nor any of the negotiations or proceedings connected with it, shall be construed as an admission or concession by Defendant of the truth of any of the allegations in the Litigation, or of any liability, fault, or wrongdoing of any kind.

18. The Court reserves the right to adjourn the date of the Settlement Hearing without further notice to the Members of the Class, and retains jurisdiction to consider all further applications arising out of or connected with the proposed settlement. The Court may approve the settlement, with such modifications as may be agreed to by the Settling Parties, if appropriate, without further notice to the Class.

IT IS SO ORDERED.

Dated this 22 day of OCTOBER, 2008.


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

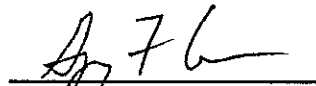
ATTEST
CERTIFIED A TRUE COPY

CIRCUIT COURT CLERK

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing has been served upon the following counsel via Regular U.S. Mail:

Andrew L. Coloctronis
Baker, Donelson, Bearman, Caldwell & Berkowitz, PC
2200 Riverview Tower
900 South Gay Street
Knoxville, Tennessee 37902

This 22 day of October, 2008.



Gregory F. Coleman