

IN THE CIRCUIT COURT OF ST. CLAIR COUNTY
STATE OF ILLINOIS

HENRY LEE, on behalf of himself and)
all others similarly situated,)
)
Plaintiff,)

No. 2017-L-000604

-v-

BUTH-NA-BODHAIGE, INC.,)
a Delaware corporation,)
d/b/a THE BODY SHOP, and)
DOES 1-10,)
)
Defendants.)



ORDER GRANTING UNOPPOSED MOTION FOR (1) CONDITIONAL CLASS CERTIFICATION; (2) APPOINTMENT OF CLASS REPRESENTATIVE; (3) APPOINTMENT OF CLASS COUNSEL; (4) PRELIMINARY APPROVAL OF CLASS ACTION SETTLEMENT AND NOTICE TO CLASS; AND (5) SETTING OF FINAL APPROVAL HEARING

WHEREAS, Plaintiff Henry Lee, on behalf himself and the Settlement Class, as defined below ("Plaintiff"), has entered into a settlement (the "Settlement") of the claims asserted in the above-captioned class action (the "Action") with Defendant Buth-Na-Bodhaige, Inc. d/b/a The Body Shop ("Defendant" or "Settling Defendant");

WHEREAS, the "Settlement Class," as defined in Section I, Paragraph 16 of the Agreement of Settlement between Plaintiff and Defendant, as amended, (the "Settlement Agreement") consists of: All persons who used a debit or credit card at any of Settling Defendant's retail locations in the United States where an electronically printed receipt was received at the point of sale or in a transaction that displayed more than the last five digits of that person's debit or credit card number during the period beginning February 12, 2011 to the date the class is certified for settlement purposes. Notwithstanding the foregoing, all persons who are or have been enrolled in Settling Defendant's "Love Your Body™ Loyalty Program" for whom Settling

OM 454364.1

EXHIBIT 1

Defendant has an e-mail or physical address, and who made a debit or credit card transaction at any of Settling Defendant's retail locations in the United States between April 23, 2014 and January 9, 2016, shall be included in the Settlement Class;

WHEREAS, the Plaintiff has made an application, pursuant to 735 ILCS 5/2-801 and 735 ILCS 5/2-802, for an Order conditionally certifying a class for purposes of settlement, appointing Plaintiff as Class Representative and Plaintiff's counsel as Class Counsel, preliminarily approving the Settlement Agreement, and setting a final approval hearing; and

WHEREAS, the Court, having read and considered the Settlement Agreement and the papers filed in support of Plaintiff's Unopposed Motion;

IT IS HEREBY ORDERED:

DEFINITIONS

The Court, for purposes of this Order, adopts all definitions of terms set forth in the Settlement Agreement.

APPOINTMENT OF CLASS REPRESENTATIVE

1. The Court finds that Plaintiff Henry Lee will fairly and adequately protect the interests of the class and therefore appoints Plaintiff as Class Representative.

APPOINTMENT OF CLASS COUNSEL

2. The Court finds that proposed Class Counsel are qualified to represent the Class and therefore appoints as Class Counsel Joshua C. Dickinson and Thomas W. Hayde of the law firm of Spencer Fane LLP and Robert L. Lash of Hur & Lash, LLP.

CERTIFICATION FOR SETTLEMENT PURPOSES ONLY

3. The Court preliminarily concludes that, for the purposes of approving this settlement only and for no other purpose and with no other effect on the Action should the proposed Settlement Agreement not ultimately be approved, the proposed Settlement Class meets the

requirements for certification under 735 ILCS 5/2-802, and therefore certifies the Settlement Class for settlement purposes only.

PRELIMINARY APPROVAL AND SETTLEMENT HEARING

4. The Court finds that for purposes of preliminary approval, the terms of the Settlement Agreement appear to be fair, reasonable and adequate, and are within the range of reasonableness for a class settlement, and further finds, pursuant to 735 ILCS 5/2-801, that, for the purposes of settlement only: 1) the class is so numerous that joinder of all members is impracticable; (2) there are questions of fact or law common to the class, which common questions predominate over any questions affecting only individual members; (3) the representative parties will fairly and adequately protect the interest of the class. (4) the class action is an appropriate method for the fair and efficient adjudication of the controversy.

5. The terms of the Settlement Agreement are, therefore, preliminarily approved, subject to further consideration at a hearing (the "Final Approval Hearing"), which shall be held before this Court on Dec 5, 2017, at 9:00 a.m./p.m. in Circuit Court of St. Clair County, State of Illinois, 10 Public Sq, Belleville, IL 62220.

6. During the Final Approval Hearing, the Court will: (i) determine whether the proposed Settlement is fair, reasonable and adequate; (ii) determine whether any objections to the Settlement should be overruled; (iii) determine whether a Final Order approving the Settlement and dismissing the action should be entered; and (iv) consider the petition by Class Counsel for payment of a reasonable Fee and Expense Award to include attorneys' fees, costs and expenses, and a class representative incentive fee.

NOTICE TO CLASS MEMBERS

7. The Court finds that adequate notice has been previously given to the Settlement Class during the pendency of the matter entitled *Lee v. Buth-Na-Bodhaige, et al.*, U.S.D.C.

S.D.N.Y. Case No, 16-cv-01104 (the "Federal Court Action"), in the form of Direct Notice, Publication Notice, and Website Notice, and that is adequate to meet the requirements of 735 ILCS 5/2-803. The Court hereby adopts that notice process herein as though ordered by this Court and finds that the requirements of 735 ILCS 5/2-803 have been met, subject to the following provisions:

(a) The Court Orders that the class action website previously established be updated to reflect that the class action settlement has been re-filed before this Court. That website shall include a copy of the Complaint filed in this action, as well as a copy of this Order, and the Settlement Agreement.

(b) In addition, the Court Orders Counsel for Plaintiff, within ten (10) days of the date of this order, to provide notice, by certified mail, return-receipt requested, to any Settlement Class Member or that Settlement Class Member's counsel, who has entered an appearance or otherwise submitted an objection in the Federal Court Action, of the existence of this lawsuit and of the Final Approval Hearing.

(c) The Administrator will file with the Court and serve upon Class Counsel and Settling Defendant's counsel, no later than ten (10) days prior to the Final Approval Hearing, an affidavit or declaration stating that the dedicated settlement website has been created in accordance with the terms of this Preliminary Approval Order.

(d) Dahl Administration, located at 6465 Wayzata Boulevard, Suite 420, Minneapolis, MN 55426, shall serve as the Administrator and shall assist in the Notice and Settlement claims administration process.

The Court further finds that these procedures are the best notice practicable under the circumstances and shall constitute due and sufficient notice to all persons and entities entitled

thereto, and shall otherwise be in the best interest of the promotion of efficient and fair justice in this matter. The Court finds and Orders that no other notice is necessary.

8. The Administrator shall be responsible for the receipt of all written communications from the Settlement Class and shall preserve same, and all other written communications from members of the Settlement Class, or any other person in response to the Notices, until at least thirty (30) days after the Effective Date.

OPT-OUT FROM THE SETTLEMENT

9. Any Opt-Out Notice or Opt-Out Form from a Settlement Class Member who has previously opted out from the Settlement through the processes established in the Federal Court Action will be honored, and the Administrator shall so notify the Court within ten (10) days prior to the Final Approval Hearing of any such requests.

If the settlement is approved, all Settlement Class Members (excluding those who have timely, validly, and properly opted out in the manner set forth in the paragraph directly above) shall be bound by the releases and other terms and conditions set forth herein and all proceedings, order and judgments in the Action, even if those persons have previously initiated or subsequently initiate individual litigation or other proceedings against the Defendant relating to the claims released pursuant to or covered by the terms of the Settlement. Once the Settlement has received final approval, each Settlement Class Member who has not opted out will automatically be sent an activation code, activation instructions, and one \$12.00 gift card. Settlement Class Members shall have 120 days from when the activation code is sent to submit the activation code online. Once the Settlement Class Member submits the activation code, the gift card, which the Settlement Class Member may print and/or download, shall be immediately useable at any The Body Shop retail store in the United States or on The Body Shop's website and shall not expire.

OBJECTIONS BY CLASS MEMBERS

10. Any objection to the Settlement from a Settlement Class Member which has previously been submitted through the processes established in the Federal Court Action will be deemed an objection to the Settlement in this Action.

11. Plaintiff's counsel shall file with the Court and serve upon Settling Defendant's counsel, no later than ten (10) days prior to the Final Approval Hearing, a copy of any objection to the Settlement received in accordance with the processes established in the Federal Court Action, as well as any response to those objections. Any Settlement Class Member who submitted an objection in accordance with that process may appear, personally or through counsel, and be heard at the Final Approval Hearing.

Any objecting Settlement Class Member who failed to object through the process established in the Federal Court Action shall be deemed to have waived his or her right to appear at the hearing. Any Settlement Class Member who did not make an objection through the process established in the Federal Court Action shall be deemed to have waived such objection and shall forever be foreclosed from making any objection to the Settlement.

PRESERVATION OF PRE-SETTLEMENT RIGHTS

12. If the Settlement and the Settlement Agreement, as a whole, are not approved by the Court or do not receive final approval after review by any court of competent jurisdiction for any reason, or is terminated in accordance with its terms for any other reason, the Parties will be returned to their status immediately prior to execution of the Settlement Agreement as if the Settlement Agreement had never been made. Accordingly, upon any such termination for any reason (i) the Parties will be deemed to have preserved all their substantive or procedural rights or defenses with respect to the Action as of the date of execution of this Agreement, and (ii) the

Parties shall not be deemed to have waived any substantive or procedural rights or defenses of any kind that they may have.

ADDITIONAL OBLIGATIONS OF THE PARTIES

13. Class Counsel shall submit to the Court any papers in support of the settlement and any papers in support of its application for attorneys' fees, reimbursement of expenses and class representative incentive fee by _____, 2017.

MISCELLANEOUS

14. Nothing in this Order releases, resolves or otherwise affects any claims that The Body Shop has against Verifone, Inc.

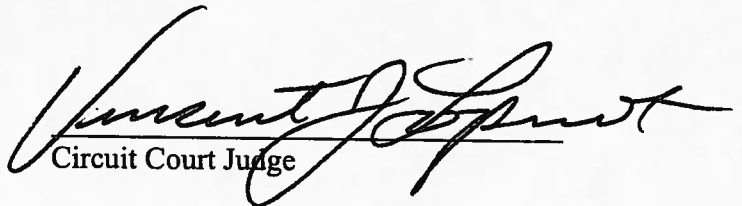
POWERS AND JURISDICTION OF THE COURT

15. The Court expressly reserves its right to adjourn the Final Approval Hearing or any further adjournment thereof, and to approve the Settlement Agreement, including any modifications thereto that are acceptable to the Parties, without any further notice to Settlement Class Members.

16. The Court will have continuing jurisdiction over the Action for the purpose of implementing the Settlement until the Action and all related matters are fully resolved, and for enforcement of the Settlement, the Settlement Agreement and Final Order thereafter.

17. The Parties to the Settlement Agreement are directed to carry out their obligations under the terms thereof pending final approval.

APPROVED AND SO ORDERED:


Circuit Court Judge

Dated: Nov 7, 2017