

COPY

Filed in The District Court
of Travis County, Texas

SEP 23 2014

3:25 P.M.

At Amalia Rodriguez-Mendoza, Clerk

CAUSE NO. D-1-GN-13-000874

ALEX EDMANS

Plaintiff,

v.

BRETT A. HURT, STEPHEN R. COLLINS
CHRISTOPHER A. PACITTI, NEERAJ
AGRAWAL, DEV C. ITTYCHERIA
EDWARD B. KELLER, THOMAS J.
MEREDITH, ABHISHEK AGRAWAL,
SYDNEY L. CAREY, MICHAEL S.
BENNETT, HEATHER J. BRUNNER,
BRYAN C. BARKSDALE and ERIN C.
NELSON,

Defendants,

-and-

BAZAARVOICE, INC.,

Nominal Defendant.

IN THE DISTRICT COURT OF

OF TRAVIS COUNTY, TEXAS

419TH JUDICIAL DISTRICT
(assigned to the 250th)

**ORDER PRELIMINARILY APPROVING SETTLEMENT OF SHAREHOLDER
DERIVATIVE ACTION AND PROVIDING FOR NOTICE**

The Court, after considering the parties' Joint Motion for Preliminary Approval of Derivative Settlement and to Provide Notice ("Motion"), finds the Motion has merit and should be granted in all respects. IT IS THEREFORE ORDERED that:

1. A hearing (the "Final Hearing") shall be held before the Honorable John K. Dietz, on November 24, 2014, at 2:00 p.m. at the District Court, Travis County, Texas, 1000 Guadalupe, Austin TX 78701, for the purpose of determining (i) whether the proposed Settlement Agreement ("Settlement") should be approved by the Court, (ii) whether a final judgment should be entered in the captioned lawsuit ("Action"), (iii) whether the Fee Award and

the Contribution Award provided for in the Settlement should be approved, and (iv) such other matters as may be necessary or proper in the circumstances.

2. The Court approves, as to form and content, the Notice of Proposed Settlement, Final Hearing on Proposed Settlement, and Motion for Attorneys' Fees and Expenses (the "Notice") and finds that the dissemination of the Notice substantially in the manner and form set forth in the Motion and this Order complies with due process and the rules of this Court, and is the best notice practicable under the circumstances, and shall constitute due and sufficient notice for all purposes to all current Bazaarvoice, Inc. ("Bazaarvoice") stockholders.

3. Bazaarvoice is hereby authorized and empowered, not later than ten (10) calendar days following the entry of this Order, to cause a copy of the Notice to be included in a Form 8-K to be filed with the U.S. Securities & Exchange Commission.

4. All additional filings in support of the Settlement, the Fee Award, and the Contribution Award shall be filed with the Court and served at least twenty-one (21) calendar days prior to the Final Hearing, and any reply briefs will be filed seven (7) calendar days prior to the Final Hearing.

5. At least ten (10) calendar days prior to the Final Hearing, counsel for Bazaarvoice shall file with the Court proof, by affidavit, that the Notice was disseminated in the manner set forth in this Order.

6. Any current stockholder of Bazaarvoice may, but is not required to, appear at the Final Hearing and express an opinion as to whether the Settlement, the Fee Award, and/or the Contribution Award should be approved; provided, however, that no current Bazaarvoice stockholder or any other person shall be heard or entitled to object to the approval of the term and conditions of the proposed Settlement, the Fee Award, and/or the Contribution Award or, if

approved, the judgment to be entered thereon approving same, unless fourteen (14) calendar days prior to the Final Hearing, such person shall file a notice of it or his or her intention to appear with the Clerk of the Court by hand or by first class mail, postage pre-paid, at the following address:

Clerk of the Court
District Court, Travis County, Texas
419th Judicial District
1000 Guadalupe
Austin TX 78701

On or before the same date, such person shall also serve a copy of such notice by hand or by first class mail, postage pre-paid, on all counsel of record, at the following addresses:

Jeffery Norton
NEWMAN FERRARA LLP
1250 Broadway, 27th Floor
New York, NY 10001
Counsel for Plaintiff

Willem Jonckheer
SCHUBERT JONCKHEER & KOLBE LLP
3 Embarcadero Center, Suite 1650
San Francisco, CA 94111
Counsel for Plaintiff

Paul Trahan
FULBRIGHT & JAWORSKI L.L.P.
98 San Jacinto Boulevard, Suite 1100
Austin, TX 78701
Counsel for the Individual Defendants

The notice shall: (i) contain such person's name, legal address, and telephone number; (ii) state that such person is a current Bazaarvoice stockholder and represent that the person will continue to own Bazaarvoice common stock as of the date of the Final Hearing; (iii) provide the date(s) such person acquired its or his or her Bazaarvoice shares; (iv) contain a detailed statement of such person's specific position with respect to the matters to be heard at the Final

Hearing, including a statement of each objection being made; (v) state the grounds for each objection or the reasons for such person's desiring to appear and be heard; and (vi) include copies of any papers such person intends the Court to consider. Any current Bazaarvoice stockholder who fails to object in the above-prescribed manner shall be deemed to have waived his, her, or its objection to the Settlement and shall be barred from raising such objection in this or any other action or proceeding.

7. All discovery and other pretrial proceedings in the Action are hereby stayed and suspended until further order of this Court. Pending the final determination on the approval of the Settlement, no stockholder of Bazaarvoice may prosecute, institute, commence, or continue to prosecute on behalf of Bazaarvoice or any stockholders thereof, any claim which has been asserted in the Action, other than the proceeding styled as *Edmans v. Hurt*, No. D-1-GN-13-000874, now pending in the District Court, Travis County, Texas.

8. In the event the proposed dismissal as provided for in the Settlement is not approved by the Court, or for any reason the parties fail to obtain Final Court Approval pursuant to the Settlement, then, in either of such events, the Settlement shall become null and void and of no further force or effect, and shall not be used or referred to for any purpose whatsoever. In such event, the Settlement and all negotiations and proceedings relating thereto shall be withdrawn without prejudice as to the rights of any and all parties thereto, who, in accordance with the provisions of the Settlement, shall be restored to their respective positions existing as of the date of the Settlement

9. The Court reserves the right to approve the Settlement with such modifications as may be agreed to by counsel to the parties to the Settlement and without further notice to current Bazaarvoice stockholders, and retains jurisdiction to consider all further applications arising out

of or connected with the proposed Settlement. The Court may also adjourn the Final Hearing provided for herein without further notice other than to counsel for the parties.

IT IS SO ORDERED.

Signed this 23 day of September 2014.



HONORABLE JOHN K. DIETZ