

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

**IF YOU PURCHASED CERTAIN JOHNSON & JOHNSON AVEENO ACTIVE NATURALS
PRODUCTS BETWEEN MAY 7, 2007 AND JUNE 13, 2017
YOU MAY BE ENTITLED TO A CASH PAYMENT**

THIS NOTICE AFFECTS YOUR RIGHTS.

Para una notificación en español, vaya a www.AveenoActiveNaturalsSettlement.com.

*A Federal Court authorized this notice.
This is not a solicitation from a lawyer.*

PLEASE READ THIS NOTICE CAREFULLY.

- A proposed nationwide settlement has been reached in a class action lawsuit involving certain Aveeno Active Naturals products (the “Covered Products”). You may be a class member in the proposed settlement and may be entitled to participate in the proposed settlement.
- The United States District Court for the Southern District of New York (the “Court”) has ordered the issuance of this notice in the lawsuit entitled *Goldemberg v. Johnson & Johnson Consumer Companies, Inc.*, 7:13-cv-3073. Johnson & Johnson denies it did anything wrong and has defended itself throughout the lawsuit. The Court has not decided who is right. Both sides have agreed to settle the dispute to avoid burdensome and costly litigation.
- You may be a class member in the proposed settlement and may be entitled to participate in the proposed settlement, if it is finally approved, if you purchased any of the Covered Products between May 7, 2007 and June 13, 2017 within the United States including the District of Columbia and all U.S. territories, including Puerto Rico, Guam and the U.S. Virgin Islands. You may be eligible to obtain \$2.50 for each purchase of a Covered Product for up to twenty (20) Covered Products without Proof of Purchase and unlimited Covered Products with Proof of Purchase, if you qualify and submit a valid Claim Form.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT	
SUBMIT A CLAIM FORM	This is the only way to get a cash payment. Postmark or submit your Claim Form by February 4, 2018.
EXCLUDE YOURSELF	Get no settlement benefits. Remove yourself from both the settlement and the lawsuit. Postmark your exclusion request by September 27, 2017.
OBJECT	Write to the Court about why you don’t like the settlement. File and serve your objection by September 27, 2017.
GO TO A HEARING	Ask to speak in Court about the fairness of the settlement.
DO NOTHING	Get no cash payment. Give up your rights.

- Your rights and options — and the deadlines to exercise them — are explained in this notice.
- The Court in charge of this litigation still has to decide whether to approve the settlement of this case. Payment will be made if the Court approves the settlement and after any appeals are resolved. Please be patient.

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BASIC INFORMATION

1. Why is there a Notice?

A Court authorized this notice because you have a right to know about the proposed Settlement of a class action lawsuit known as *Goldemberg v. Johnson & Johnson Consumer Companies, Inc.*, 7:13-cv-3073-NSR-LMS, United States District Court, Southern District of New York and about all of your options before the Court decides whether to give final approval to the Settlement. This notice explains the lawsuit, the Settlement, and your legal rights.

Judge Nelson S. Román of the United States District Court of the Southern District of New York is overseeing this case. The people who sued are called the “Plaintiffs.” Johnson & Johnson Consumer Companies, Inc. (Johnson & Johnson) is the “Defendant.”

2. What is this Lawsuit About?

A proposed settlement has been reached in a class action lawsuit about the advertising of some of Johnson & Johnson’s Aveeno Active Naturals Products. The Plaintiffs in the lawsuit claim that Johnson & Johnson made misstatements about its Aveeno Active Naturals Products by describing certain Aveeno Active Naturals Products as “natural” or “Active Naturals.”

Johnson & Johnson has filed answers denying all of Plaintiffs’ claims and strongly denies all allegations of wrongdoing, fault, liability, or damage of any kind to Plaintiffs or the Settlement Class, denies that it acted improperly or wrongfully in any way, and is entering into this settlement to avoid burdensome and costly litigation. The settlement is not an admission of wrongdoing.

The Plaintiffs’ Amended Complaint, the Settlement Agreement, and other case-related documents are posted on the website, www.AveenoActiveNaturalsSettlement.com. The Settlement resolves the lawsuit. The Court has not decided who is right.

3. Who is included in the Settlement Class?

You are a member of the Class if you purchased within the United States, including the District of Columbia and all U.S. territories, including Puerto Rico, Guam, and the Virgin Islands, at least one of the “Covered Products” from May 7, 2007 through June 13, 2017 for household use and not for resale.

The **Covered Products** include the Aveeno Active Naturals Products that were advertised as “Active Naturals” including those listed on the attached Exhibit A. The following persons are excluded from the settlement class: (i) current and former officers and directors of Defendant; (ii) members of the immediate families of the officers and directors of Defendant; (iii) Defendant’s legal representatives, heirs, successors, or assigns; (iv) any entity in which they have or have had a controlling interest; (v) the judicial officer to whom this lawsuit is assigned; and (vi) any person who files a valid and timely Request for Exclusion.

SETTLEMENT BENEFITS – WHAT YOU MAY GET

4. Cash from the claims process.

Johnson & Johnson will create a fund of \$6.75 million to pay Class Members’ claims, administrative costs, attorneys’ fees and expenses, and service awards for the named Plaintiffs. You may obtain a cash payment of \$2.50 per Covered Product purchased up to a total of \$50.00 for twenty Covered Products without Proof of Purchase. There is no maximum number of Covered Products with Proof of Purchase. These awards may be subject to *pro rata* upward or downward adjustment depending on the number of claims approved.

5. What else does the settlement provide?

As part of the consideration for the Agreement, Johnson and Johnson has agreed to remove the term “Active Naturals” from the front label of all in-market Covered Products, where applicable, and if the term “Active Naturals” remains on the back or side of the label and if the product is not comprised entirely of naturally-derived ingredients, include language on the back or side of the label that that the Covered Products contain both naturally derived and non-naturally derived ingredients. If there is any money remaining in the \$6.75 million Settlement Fund after all claims, including any pro rata increase, administrative costs, attorneys’ fees and expenses, and incentive payments are paid, the remaining funds shall be called the Residual Settlement Amount. Any checks issued under this Settlement shall be negotiable for at least one hundred and twenty (120) calendar days. Individual checks that have not been negotiated within one hundred and twenty (120) calendar days after issuance, if any, shall be void, and the underlying funds shall become part of the Residual Settlement Amount. The Residual Settlement Amount shall be distributed to the Rose Foundation for Communities and the Environment.

HOW YOU GET A CASH PAYMENT – SUBMITTING A CLAIM FORM

6. How can I get payment?

You must return a Claim Form to get a cash payment. Claim Forms may be filed online at www.AveenoActiveNaturalsSettlement.com, or you may request a Claim Form by calling 1-855-650-6921 or emailing your request to info@AveenoActiveNaturalsSettlement.com.

7. How do I send in a claim?

The Claim Form is simple and easy to complete.

The Claim Form requires that you provide:

1. Your mailing address;
2. A description of the total number and type of Covered Products you purchased between May 7, 2007 and June 13, 2017, as well as the location of those purchases;
3. Your signature swearing that the information provided is true and correct.

Please return a Claim Form if you think that you have a claim. Returning a Claim Form is the only way to receive a cash payment from this settlement. No claimant may submit more than one Claim Form, and two or more claimants may not submit Claim Forms for the same alleged damage.

The Settlement Administrator may request additional information if the Claim Form is insufficient to process your claim. Failure to provide any requested documentation may result in the denial of your claim and may limit the type of remedy you receive.

8. When is the Claim Form due?

If you mail your Claim Form, it must be postmarked no later than February 4, 2018.

If you submit your Claim Form on the settlement website, www.AveenoActiveNaturalsSettlement.com it must be submitted no later than February 4, 2018.

9. Who decides my claim?

The Claim Forms will be reviewed by an independent Settlement Administrator according to criteria agreed to by the parties.

The Settlement Administrator may contact you or other persons listed in your Claim Form if it needs additional information or otherwise wants to verify information in your Claim Form.

If the Settlement Administrator denies your Claim, you can send a letter to the Settlement Administrator requesting reconsideration of the denial. The Settlement Administrator will seek input from both Plaintiffs' and Defendant's lawyers to determine whether your Claim denial should be overturned. The decision on the reconsideration is a final decision that cannot be appealed or further contested.

10. When would I get my payment?

The Court will hold a Final Fairness Hearing at 10:00 a.m. on October 27, 2017 in White Plains, New York to decide whether to approve the settlement. If the Court approves the settlement, after that there may be appeals. It is always uncertain whether these appeals can be resolved, and resolving them can take time, perhaps more than a year. If there are no appeals or other delays, you should be sent your cash payment in approximately 30 days after the Claim Form submission deadline.

11. What if the fund is too small? Too large?

If the total amount of claims, administration costs, and attorneys' fees and expenses are more than \$6.75 million, the payments to Settlement Class Members will be reduced *pro rata* such that each claimant would receive proportionally less than the amount he or she claimed. If, after everyone sends in Claim Forms, the total of all approved claims and administration costs and attorneys' fees and expenses are less than \$6.75 million, the payments to Settlement Class Members will be increased on a *pro rata* basis such that Settlement Class Members shall receive an additional increased payment of up to one hundred percent (100%) of the Settlement Class Members' Initial Claim Amount, so that if the Settlement Class Member submitted an Initial Claim of \$15.00 and sufficient funds are remaining, the Settlement Class Member could receive up to a \$30.00 payment from the Settlement Fund. If, after the payment of all valid Claims, including any *pro rata* increase, Notice and Administration Expenses, Attorneys' Fees and Expenses, Service Awards, and any other claim, cost, or fee specified by this Agreement, value remains in the Settlement Fund, it shall be called the Residual Settlement Amount. The Residual Settlement Amount shall be distributed to the Rose Foundation for Communities and the Environment.

12. What happens if I do nothing at all?

You must timely return a valid Claim Form to receive a cash payment. If you do nothing, you will get no money from the settlement. But, unless you exclude yourself, you will not be able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against Johnson & Johnson about the legal issues in this case.

EXCLUDING YOURSELF FROM THE SETTLEMENT

13. How do I get out of the settlement?

If you do not wish to be included in the Class and receive settlement benefits, you must send a letter stating that you want to be excluded from this lawsuit. Be sure to include your name, address, telephone number, and your signature. You must mail your exclusion request to:

Aveeno Active Naturals Settlement
c/o Settlement Administrator
1801 Market Street, Suite 660
Philadelphia, PA 19103

It must be post-marked no later than September 27, 2017. If you asked to be excluded, you will not get any settlement payment, and you cannot object to the settlement. You will not be legally bound by anything that happens in this lawsuit. You may be able to sue (or continue to sue) Johnson & Johnson in the future.

If you have a pending lawsuit against Johnson & Johnson, speak to your lawyer immediately. You may need to exclude yourself from this lawsuit in order to continue your own lawsuit. Remember, the exclusion date is September 27, 2017.

THE LAWYERS REPRESENTING YOU

14. Do I have lawyers in this case?

The Court appointed the law firms of Finkelstein, Blankinship, Frei-Pearson & Garber, LLP and the Richman Law Group to represent you and other class members. These lawyers are called Class Counsel. If you want to be represented by your own lawyer, you may hire one at your own expense.

15. How will the lawyers be paid?

Class Counsel will ask the Court to award them attorneys' fees and expenses. Class Counsel will seek attorneys' fees and expenses up to \$ 2,250,000.

The three named plaintiffs will each also ask the Court to award them an amount not to exceed \$10,000 each for their time and effort acting as Plaintiffs and for their willingness to bring this litigation and act on behalf of consumers. These amounts, if approved by the Court, will be paid from the Settlement Fund.

The costs to administer the settlement, to review Claim Forms, and notify Class Members about this settlement will be paid out of the Settlement Fund.

OBJECTING TO THE SETTLEMENT

16. How do I tell the Court that I do not like the settlement?

If you are a Class Member, you can object to the settlement if you do not like any part of it and the Court will consider your views. To object, you must file an objection with the Court saying that you object to the settlement in *Goldemberg v. Johnson & Johnson Consumer Companies, Inc.*, 7:13-cv-3073. The written objection must include: (a) a heading which refers to the Action; (b) your name, address, telephone number, and, if represented by counsel, your counsel's information; (c) a statement that you purchased one or more Covered Products during the Class Period; (d) a statement whether you intend to appear at the Final Approval Hearing, either in person or through counsel; (e) a statement of the objection and the grounds supporting the objection; (f) copies of any papers, briefs, or other documents upon which the objection is based; (g) the name and case number of all objections to class action settlements made by you and/or your counsel in the past five (5) years; and (h) your signature. This objection must be filed with the Court and served on Class Counsel no later than September 27, 2017. Send your objection to:

Clerk of the Court
United States District Court
Southern District of New York
300 Quarropas Street
White Plains, NY 10601

Todd S. Garber
Finkelstein, Blankinship, Frei-Pearson & Garber, LLP
445 Hamilton Avenue, Suite 605
White Plains, NY 10601
(914) 298-3281

Kim E. Richman
Richman Law Group
81 Prospect Street
Brooklyn, NY 11201
(212) 687-8291

Harold P. Weinberger
Kramer, Levin, Naftalis & Frankel, LLP
1177 Avenue of The Americas
New York, NY 10036
(212) 715-9132

17. What is the difference between objecting and excluding?

Objecting is telling the Court that you do not like something about the settlement. You can object only if you stay in the Class. Excluding yourself is telling the Court that you do not want to be part of the Class or the lawsuit. You cannot request exclusion **and** object to the settlement. If you exclude yourself, you have no basis to object because the case no longer affects you.

RELEASE OF CLASS MEMBERS' CLAIMS AND DISMISSAL OF LAWSUIT

18. In return for these benefits, what am I giving up?

If the Court approves the proposed settlement and you do not request to be excluded from the Class, you must release (give up) all claims that are subject to the Release described and identified in Section IX of the Settlement Agreement, and the case will be dismissed on the merits and with prejudice. **If you remain in the Class, you may not assert any of those claims in any other lawsuit or proceeding. This includes any other lawsuit or proceeding already in progress.**

The Settlement Agreement is available at www.AvenoActiveNaturalsSettlement.com. The Settlement Agreement provides more detail regarding the release and describes the released claims with specific descriptions in necessary, accurate legal terminology, so read it carefully. You can talk to the law firms representing the Class listed above in Question 14 for free, or you can, at your own expense, talk to your own lawyer if you have any questions about the released claims or what they mean.

THE FINAL APPROVAL HEARING

19. When and where will the Court decide whether to approve the settlement?

The Judge will hold a Final Approval Hearing at 10:00 a.m. on October 27, 2017 at the United States District Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601. At this hearing, the Judge will consider whether the settlement is fair, reasonable, and adequate. If there are objections, the Judge will consider them. The Judge will listen to people who have asked to speak at the hearing. After the hearing, the Judge will decide whether to approve the settlement. We do not know how long this decision will take.

20. Do I have to come to the hearing?

No. Class Counsel will answer questions the Judge may have. But, you are welcome to come at your own expense. If you submit an objection, you do not have to come to the Court to talk about it. As long as you deliver your written objection on time, the Judge will consider it. You may also pay your own lawyer to attend, but it is not necessary.

21. May I speak at the hearing?

You may ask the Court for permission to speak at the Final Approval Hearing. To do so, you must file with the Court a "Notice of Intention to Appear in *Goldemberg v. Johnson & Johnson Consumer Companies, Inc.*, 7:13-cv-3073." Be sure to include your name, address, telephone number, your signature, and a statement that you are a member of the Class (*i.e.*, that you purchased one of the Covered Products during the class period). Your Notice of Intention to Appear must be filed no later than October 7, 2017, and be provided to the Clerk of the Court, Class Counsel, and Defense Counsel at the four addresses listed in Question 16 above.

GETTING MORE INFORMATION

22. Are there more details about the settlement?

This notice summarizes the proposed settlement. More details are in the Joint Stipulation of Settlement. You can get a copy of the Stipulation of Settlement by writing to the Settlement Administrator or on the internet at www.AveenoActiveNaturalsSettlement.com.

If you have questions about how to complete a Claim Form, you can call the Settlement Administrator at 1-855-650-6921 or send an email to info@AveenoActiveNaturalsSettlement.com.

PLEASE DO NOT CALL OR WRITE TO THE COURT FOR INFORMATION OR ADVICE.

DATED:
JUNE 21, 2017

BY ORDER OF THE U.S. DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK