



GRANTED WITH MODIFICATIONS

EXHIBIT 6

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

THEODORE V. BUERGER, PHILIP D.
GUNN, and JERRY SESLOWE,

Plaintiffs,

v.

C.A. No. 6539-VCL

DENNIS APFEL, JASON APFEL,
ERIC APFEL, and ERIC SALZMAN,

Defendants,

and

FRAGRANCENET.COM, INC. a
Delaware Corporation,

Nominal Defendant.

[PROPOSED] SCHEDULING ORDER

The Parties to the above-captioned shareholder derivative action (the “Derivative Action”) having applied pursuant to Rule 23.1 of the Rules of the Court of Chancery of the State of Delaware for an Order to approve the proposed settlement of the Derivative Action (the “Settlement”) in accordance with the Stipulation of Settlement entered into by the Parties, dated as of August 27, 2018 (the “Stipulation”); the Court having read and considered the Stipulation and accompanying documents; the Stipulation being sufficient to warrant notice to Current Shareholders; and all Parties having approved the form of this Order,

NOW, THEREFORE, this ___ day of _____, 2018, upon application of the Parties, **IT IS HEREBY ORDERED** as follows:

1. Except for terms defined herein, the Court adopts and incorporates the definitions in the Stipulation for purposes of this Order.

2. A hearing (the “Settlement Hearing”) shall be held before The Honorable J. Travis Laster, Vice Chancellor, on _____ at _____, at the New Castle County Courthouse, 500 North King Street, Wilmington, Delaware 19801 to:

- a. determine whether Plaintiffs and Plaintiffs’ Counsel have adequately represented the interests of FGNT and its shareholders;
- b. determine whether the Settlement should be approved by the Court as fair, reasonable, adequate, and in the best interests of FGNT and its shareholders;
- c. determine whether an order should be entered approving the Settlement and dismissing the Derivative Action with prejudice, and releasing, barring, and enjoining prosecution of any and all Released Claims, upon the terms and conditions set forth in the Stipulation;

- d. consider the application by Plaintiffs' Counsel for an award of attorneys' fees and expenses;
- e. hear and determine any objections to the Settlement or the application by Plaintiffs' Counsel for an award of attorneys' fees and expenses; and
- f. rule on such other matters as the Court may deem appropriate.

3. The Court reserves the right to adjourn and reconvene the Settlement Hearing, without further notice other than by announcement at the Settlement Hearing or any adjournment thereof.

4. The Court reserves the right to approve the Settlement at or after the Settlement Hearing with such modifications as may be consented to by the Parties to the Stipulation and without further notice to Current Shareholders.

5. Within ten (10) calendar days after this Order is granted, FGNT shall mail, or cause to be mailed, to Current Shareholders as shown on the stock records maintained by or on behalf of FGNT, by first class U.S. mail, postage prepaid, a Notice of Pendency of Derivative Action, Proposed Settlement of Derivative Action, Settlement Hearing, and Right to Appear (the "Notice") substantially in the form attached to the Stipulation as **Exhibit 4**. All Current Shareholders who are record holders of FGNT securities on behalf of beneficial owners shall be requested to forward the Notice to the beneficial owners of those securities.

6. Within ten (10) calendar days of the granting of this Order, FGNT shall cause the Notice to be posted on its website and shall cause the Summary Notice (in the form attached to the Stipulation as **Exhibit 5**) to be published on PR Newswire.

7. The form and manner of notice specified herein are the best form and manner of notice practicable and shall constitute due and sufficient notice of the Settlement Hearing to all persons entitled to receive such notice, and fully satisfy the requirements of due process, Court of Chancery Rule 23.1, and applicable law. FGNT shall, prior to the date of the Settlement Hearing directed herein, file proof of the dissemination of the Notice and the Summary Notice as directed herein.

8. Any Current Shareholder who objects to the Stipulation, the Settlement, the application for attorneys' fees and expenses by Plaintiffs' Counsel, or the Judgment (attached to the Stipulation as **Exhibit 3**) to be entered herein, or who otherwise wishes to be heard, may appear in person or through his, her, or its attorney at the Settlement Hearing and present any evidence or argument that may be proper and relevant; provided however, that no person other than the Plaintiffs, the Individual Defendants, the Company, and their respective counsel in the Derivative Action shall be heard, and no papers, briefs, pleadings or other documents submitted by any Current Shareholder shall be received and considered by the Court (except as the Court, in its discretion, shall thereafter otherwise direct,

upon application of such Current Shareholder and for good cause shown) unless, no later than ten (10) business days prior to the Settlement Hearing, the Current Shareholder files with the Register in Chancery, The Court of Chancery, 500 North King Street, Wilmington, Delaware, 19801, and, on or before such filing, serves, by hand delivery or overnight mail on the counsel of record listed below, the following: (i) a written and signed notice of intention to appear which states the name, address and telephone number of the objector and (if represented) his, her or its counsel; (ii) proof of ownership of FGNT stock; (iii) a written detailed statement of the Current Shareholder's objections to any matter before the Court; and (iv) the grounds therefor or the reasons why the Current Shareholder desires to appear and to be heard, as well as all documents and writings which the Current Shareholder desires the Court to consider. Such filings shall be served upon the following counsel:

John L. Reed
DLA PIPER LLP
1201 North Market Street
Suite 2100
Wilmington, DE 19801

Counsel for Defendants Dennis Apfel, Jason Apfel, and Eric Apfel

William M. Lafferty
MORRIS, NICHOLS, ARSHT & TUNNELL LLP
1201 North Market Street
Wilmington, DE 19801

Counsel for Defendant Eric Salzman

John D. Hendershot
Susan M. Hannigan
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, DE 19801

Counsel for Plaintiffs

9. Any Current Shareholder who fails to object in the manner prescribed above shall be deemed to have waived his, her, or its objection and shall be forever barred from raising any objection in the Derivative Action or any other action or proceeding, unless the Court determines otherwise for good cause shown.

10. Counsel for the Parties are directed to promptly furnish each other with copies of any and all objections, or other shareholder correspondence related to the Stipulation and/or the Settlement Hearing that might come into their possession.

11. All briefs in support of the approval of the Stipulation and/or Plaintiffs' Counsel's application for attorneys' fees and expenses, shall be filed and served no later than fifteen (15) business days before the Settlement Hearing. Reply papers, if any, shall be filed no later than five (5) business days before the Settlement Hearing.

12. All proceedings in the Derivative Action, other than such proceedings as may be necessary to carry out the terms and conditions of the Settlement, are

hereby stayed and suspended until further order of this Court. Pending final determination of whether the Settlement should be approved, the Plaintiffs, Plaintiffs' Counsel, all FGNT shareholders, the Defendants, and the Company, or any of them as applicable, are enjoined from filing, commencing, or prosecuting any other lawsuit in any jurisdiction with respect to any Released Claims.

13. If the Settlement provided for in the Stipulation shall be approved by the Court following the Settlement Hearing, the Court shall enter an Order Approving Settlement and Final Judgment substantially in the form attached to the Stipulation as **Exhibit 3**.

14. If the Stipulation is terminated pursuant to Section V in the Stipulation, all proceedings in the Derivative Action will revert to their status as of August 27, 2018, and no materials created by or received from another Party that were used in, obtained during, or related to settlement discussions shall be admissible for any purpose in any court or tribunal or used, absent consent from the disclosing Party, in any other capacity.

Vice Chancellor

This document constitutes a ruling of the court and should be treated as such.

Court: DE Court of Chancery Civil Action

Judge: J Travis Laster

File & Serve

Transaction ID: 62395821

Current Date: Sep 04, 2018

Case Number: 6539-VCL

Case Name: CONF ORD ON DISC Buerger, Theodore V et al vs Dennis Apfel et al

Court Authorizer: Laster, J Travis

Court Authorizer

Comments:

A hearing (the "Settlement Hearing") shall be held before The Honorable J. Travis Laster on Wednesday, October 24, 2018, at 2:00 p.m.

/s/ Judge Laster, J Travis