

**IN THE UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF PENNSYLVANIA**

CAROL M. MCDONOUGH, *et al.*,

Plaintiffs,

v.

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

No. 2:06-cv-0242-AB

ARIEL ELLIOTT, *et al.*,

Plaintiffs,

v.

TOYS "R" US, INC., d/b/a Babies "R" Us, *et al.*,

Defendants.

No. 2:09-cv-06151-AB

FIRST AMENDMENT TO SETTLEMENT AGREEMENT

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FIRST AMENDMENT TO SETTLEMENT AGREEMENT made as of January 21, 2011 (the "Agreement") among:

(a) Plaintiffs Julie Lindemann, Melissa Nuttall, Sara Shuck, Lawrence McNally, Stephanie Bozzo, Yossi Zarfati, Darcy Trzupke, and Carol McDonough (collectively, the "Certified Class Representatives"), who have filed suit in the action styled *McDonough, et al. v Toys "R" Us, Inc. d/b/a Babies "R" Us, et al.*, Civil Action No. 2:06-cv-0242AB, in the United States District Court for the Eastern District of Pennsylvania (the "McDonough Action") as representatives of the McDonough Subclasses (as defined in Paragraph 1(s));

(b) Plaintiffs Ariel Elliott, Beth Hellman, Christine Brooke Logan, Kristi Monville, Sarah Otazo, Kelly Pollock, and Elizabeth Starkman (collectively, the "Elliott Class Representatives"), who have filed suit in the action styled *Elliott, et al. v Toys "R" Us, Inc., et al.*, Civil Action No. 2:09-cv-06151AB, in the United States District Court for the Eastern District of Pennsylvania (the "Elliott Action") as representatives of the Elliott Subclasses (as defined in Paragraph 1(k));

(c) Defendants Toys "R" Us, Inc., d/b/a Babies "R" Us, Babies "R" Us, Inc.¹, and Toys "R" Us-Delaware, Inc. (collectively, "BRU" or "Babies "R" Us"); and

(d) Defendants BabyBjörn AB ("BabyBjörn"), Britax Child Safety, Inc. ("Britax"), Kids Line, LLC ("Kids Line"), Maclaren USA, Inc. ("Maclaren"), Medela, Inc. ("Medela"), Peg Perego U.S.A., Inc. ("Peg Perego"), and Regal Lager, Inc. ("Regal Lager") (collectively, the "Manufacturer Defendants" and, together with BRU, "Defendants").

¹ Babies "R" Us, Inc. has been dissolved.

WHEREAS, the Agreement² provides in paragraph 11, inter alia, that: “Within fourteen (14) calendar days after the Preliminary Approval Date, each Defendant shall pay the portion of the Settlement Amount to be contributed by that Defendant in cash by wire transfer(s) to a joint account designated by the Settlement Trustees to be held in escrow”, and

WHEREAS, the Settlement Trustees have been delayed in establishing the joint account and providing the wire transfer instructions necessary for the payments required by the Agreement to be made on a timely basis,

NOW, THEREFORE, paragraph 11 of the Agreement is hereby amended to read as follows:

11. Subject to the provisions of this Agreement, and in full, complete, and final Settlement of the Litigation as provided herein as against Defendants and other Releasees, each Defendant agrees to pay Plaintiffs, on behalf of the Settlement Class Members, its portion of the Settlement Amount as set forth in Exhibit H filed with the Court under seal. Within twenty-five (25) calendar days after the Preliminary Approval Date, each Defendant shall pay the portion of the Settlement Amount to be contributed by that Defendant in cash by wire transfer(s) to a joint account designated by the Settlement Trustees to be held in escrow. The Settlement Fund shall be administered in accordance with the provisions of this Agreement.

IN WITNESS THEREOF, the parties hereto, through their fully authorized representatives, have agreed to this First Amendment to the Settlement Agreement as of February 14, 2011.

² All Capitalized Terms in this First Amendment will have the same meaning as defined for those terms in the Agreement.

William G. Caldes

Eugene A. Spector
William G. Caldes
Jeffrey L. Spector
Spector Roseman Kodroff & Willis, P.C.
1818 Market Street, Suite 2500
Philadelphia, PA 19103
Tel.: (215) 496-0300
Fax: (215) 496-6611

Mark L. Weyman

Mark L. Weyman
Reed Smith LLP
599 Lexington Avenue
New York, NY 10022
Tel.: (212) 521-5400
Fax: (212) 521-5450

**COUNSEL FOR DEFENDANTS TOYS
"R" US, INC., BABIES "R" US, INC.,
TOYS "R" US-DELAWARE, INC.**

Beth A. Fegan/WGC

Elizabeth A. Fegan
Hagens Berman Sobol Shapiro LLP
1144 West Lake Street, Suite 400
Oak Park, IL 60301
Tel.: (708) 628-4949
Fax: (708) 628-4950

Neil E. McDonell
Dorsey & Whitney LLP
250 Park Avenue
New York, NY 10177
Phone: 212-415-9344

**COUNSEL FOR DEFENDANT
BABYBJÖRN AB**

Steve W. Berman
Anthony D. Shapiro
George W. Sampson
Ivy Arai Tabbara
Hagens Berman Sobol Shapiro LLP
1918 Eighth Avenue, Suite 3300
Seattle, WA 98101
Tel.: (206) 623-7292
Fax: (206) 623-0594

Margaret M. Zwisler
Latham & Watkins LLP
555 11th Street, N.W., Suite 1000
Washington, DC 20004
Tel.: (202) 637-1092

**COUNSEL FOR DEFENDANT BRITAX
CHILD SAFETY, INC.**

Mary Jane Fait/WGC

Mary Jane Fait
Theodore B. Bell
Wolf Haldenstein Adler Freeman & Herz LLC
55 West Monroe Street, Suite 1111
Chicago, IL 60603
Tel.: (312) 984-0000
Fax: (312) 984-0001

Michael J. Hahn
Lowenstein Sandler PC
65 Livingston Avenue
Roseland, New Jersey 07068
Tel: (973) 597-2526

**COUNSEL FOR DEFENDANT K.DS
LINE, LLC**

William G. Caldes

Eugene A. Spector
William G. Caldes
Jeffrey L. Spector
Spector Roseman Kodroff & Willis, P.C.
1818 Market Street, Suite 2500
Philadelphia, PA 19103
Tel.: (215) 496-0300
Fax: (215) 496-6611

Mark L. Weyman
Reed Smith LLP
599 Lexington Avenue
New York, NY 10022
Tel.: (212) 521-5400
Fax: (212) 521-5450

**COUNSEL FOR DEFENDANTS TOYS
"R" US, INC., BABIES "R" US, INC.,
TOYS "R" US-DELAWARE, INC.**

Elizabeth A. Fegan

Elizabeth A. Fegan
Hagens Berman Sobol Shapiro LLP
1144 West Lake Street, Suite 400
Oak Park, IL 60301
Tel.: (708) 628-4949
Fax: (708) 628-4950

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Dorsey & Whitney LLP
250 Park Avenue
New York, NY 10177
Phone: 212-415-9344

**COUNSEL FOR DEFENDANT
BABYBJÖRN AB**

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George W. Sampson
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Hagens Berman Sobol Shapiro LLP
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Seattle, WA 98101
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Washington, DC 20004
Tel.: (202) 637-1092

**COUNSEL FOR DEFENDANT BRITAX
CHILD SAFETY, INC.**

Mary Jane Fait

Mary Jane Fait
Theodore B. Bell
Wolf Haldenstein Adler Freeman & Herz LLC
55 West Monroe Street, Suite 1111
Chicago, IL 60603
Tel.: (312) 984-0000
Fax: (312) 984-0001

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65 Livingston Avenue
Roseland, New Jersey 07068
Tel: (973) 597-2526

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LINE, LLC**

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Spector Roseman Kodroff & Willis, P.C.
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Philadelphia, PA 19103
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Fax: (215) 496-6611

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Reed Smith LLP
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New York, NY 10022
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Ivy Arai Tabbara
Hagens Berman Sobol Shapiro LLP
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Seattle, WA 98101
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Washington, DC 20004
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Wolf Haldenstein Adler Freeman & Herz LLC
55 West Monroe Street, Suite 1111
Chicago, IL 60603
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Lowenstein Sandler PC
65 Livingston Avenue
Roseland, New Jersey 07068
Tel: (973) 597-2526

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Jeffrey L. Spector
Spector Roseman Kodroff & Willis, P.C.
1818 Market Street, Suite 2500
Philadelphia, PA 19103
Tel.: (215) 496-0300
Fax: (215) 496-6611

Mark L. Weyman
Reed Smith LLP
599 Lexington Avenue
New York, NY 10022
Tel.: (212) 521-5400
Fax: (212) 521-5450

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"R" US, INC., BABIES "R" US, INC.,
TOYS "R" US-DELAWARE, INC.**

Elizabeth A. Fegan
Hagens Berman Sobol Shapiro LLP
1144 West Lake Street, Suite 400
Oak Park, IL 60301
Tel.: (708) 628-4949
Fax: (708) 628-4950

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Dorsey & Whitney LLP
250 Park Avenue
New York, NY 10177
Phone: 212-415-9344

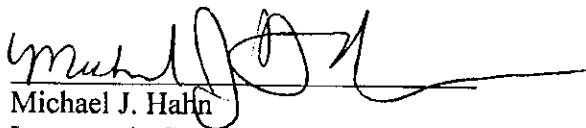
**COUNSEL FOR DEFENDANT
BABYBJÖRN AB**

Steve W. Berman
Anthony D. Shapiro
George W. Sampson
Ivy Arai Tabbara
Hagens Berman Sobol Shapiro LLP
1918 Eighth Avenue, Suite 3300
Seattle, WA 98101
Tel.: (206) 623-7292
Fax: (206) 623-0594

Margaret M. Zwisler
Latham & Watkins LLP
555 11th Street, N.W., Suite 1000
Washington, DC 20004
Tel.: (202) 637-1092

**COUNSEL FOR DEFENDANT BRITAX
CHILD SAFETY, INC.**

Mary Jane Fait
Theodore B. Bell
Wolf Haldenstein Adler Freeman & Herz LLC
55 West Monroe Street, Suite 1111
Chicago, IL 60603
Tel.: (312) 984-0000
Fax: (312) 984-0001


Michael J. Hahn
Lowenstein Sandler PC
65 Livingston Avenue
Roseland, New Jersey 07068
Tel: (973) 597-2526

**COUNSEL FOR DEFENDANT KIDS
LINE, LLC**

Fred T. Isquith
Thomas H. Burt
Wolf Haldenstein Adler Freeman & Herz LLC
270 Madison Avenue
New York, NY 10016
Tel.: (212) 545-4600
Fax: (212) 545-4653

**CLASS COUNSEL FOR THE
SUBCLASSES**



Roger A. Raimond
Robinson Brog Leinward Greene Genovese &
Gluck PC
875 Third Avenue, 9th Floor
New York, NY 10022
Direct: (212) 603-6340
Main: (212) 603-6300
Fax: (212) 956-2164

**COUNSEL FOR DEFENDANT
MACLAREN USA, INC.**

George G. Gordon
Carolyn Hazard Feeney
Dechert LLP
Circa Centre
2929 Arch Street
Philadelphia, PA 19104-2808
Tel: (215) 994-4000

**COUNSEL FOR DEFENDANT MEDELA,
INC.**

Kendall Millard
Barnes & Thornburg LLP
11 South Meridian Street
Indianapolis, IN 462-04-3535
Tel.: (317) 231-7461
Fax: (317) 231-7433

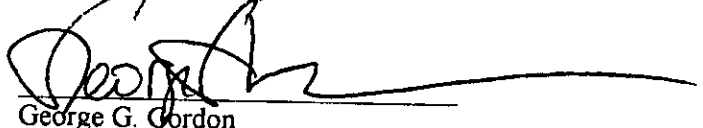
**COUNSEL FOR DEFENDANT PEG
PEREGO U.S.A., INC.**

Fred T. Isquith
Thomas H. Burt
Wolf Haldenstein Adler Freeman & Herz LLC
270 Madison Avenue
New York, NY 10016
Tel.: (212) 545-4600
Fax: (212) 545-4653

**CLASS COUNSEL FOR THE
SUBCLASSES**

Roger A. Raimond
Robinson Brog Leinward Greene Genovese &
Gluck PC
875 Third Avenue, 9th Floor
New York, NY 10022
Direct: (212) 603-6340
Main: (212) 603-6300
Fax: (212) 956-2164

**COUNSEL FOR DEFENDANT
MACLAREN USA, INC.**



George G. Gordon
Carolyn Hazard Feeney
Dechert LLP
Circa Centre
2929 Arch Street
Philadelphia, PA 19104-2808
Tel: (215) 994-4000

**COUNSEL FOR DEFENDANT MEDELA,
INC.**

Kendall Millard
Barnes & Thornburg LLP
11 South Meridian Street
Indianapolis, IN 462-04-3535
Tel.: (317) 231-7461
Fax: (317) 231-7433

**COUNSEL FOR DEFENDANT PEG
PEREGO U.S.A., INC.**

Fred T. Isquith
Thomas H. Burt
Wolf Haldenstein Adler Freeman & Herz LLC
270 Madison Avenue
New York, NY 10016
Tel.: (212) 545-4600
Fax: (212) 545-4653

**CLASS COUNSEL FOR THE
SUBCLASSES**

Roger A. Raimond
Robinson Brog Leinward Greene Genovese &
Gluck PC
875 Third Avenue, 9th Floor
New York, NY 10022
Direct: (212) 603-6340
Main: (212) 603-6300
Fax: (212) 956-2164

**COUNSEL FOR DEFENDANT
MACLAREN USA, INC.**

George G. Gordon
Carolyn Hazard Feeney
Dechert LLP
Circa Centre
2929 Arch Street
Philadelphia, PA 19104-2808
Tel: (215) 994-4000

**COUNSEL FOR DEFENDANT MEDELA,
INC.**

Kendall Millard /vbm
Kendall Millard
Barnes & Thornburg LLP
11 South Meridian Street
Indianapolis, IN 462-04-3535
Tel.: (317) 231-7461
Fax: (317) 231-7433

**COUNSEL FOR DEFENDANT PEG
PEREGO U.S.A., INC.**

Regal Lager, Inc.

By: 

Name: DAVID MARTIN

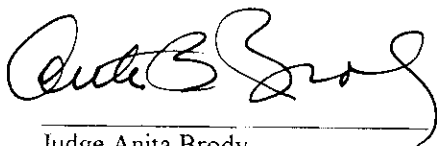
Title: COUNSEL FOR REGAL LAGER, INC.

David Martin
D.R. Martin, LLC
5200 Peachtree Road, Suite 3116
Atlanta, Georgia 30341
Tel.: (770) 454-1999
Fax: (770) 458-5709

Isaac J. Mitrani
Mitrani, Rynor, Adamsky & Toland P.A.
301 Arthur Godfrey Road
Penthouse
Miami Beach, Florida 33140
Tel.: (305) 358-0050
Fax: (305) 358-0550

**COUNSEL FOR DEFENDANT REGAL
LAGER, INC.**

APPROVED:



Judge Anita Brody

2/15/11