

**IN THE UNITED STATES DISTRICT COURT FOR THE
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

**[PROPOSED] ORDER GRANTING PLAINTIFFS’
AMENDED FEE AND EXPENSE APPLICATION**

WHEREAS, the Court has granted final approval to the Fourth Amended Settlement Agreement dated May 13, 2014 among the parties to these actions;

WHEREAS, Plaintiffs filed an Amended Fee and Expense Application,

IT IS HEREBY ORDERED:

1. The Notice provided to the Settlement Subclasses of Class Counsel’s request for an award of attorney fees, costs and expenses meets the requirements of Rule 23 of the Federal

Rules of Civil Procedure and due process, was the best notice practicable under the circumstances, and constitutes due and sufficient notice to all persons entitled thereto.

3. Class Counsel are hereby awarded attorney fees in the amount of \$_____ to be paid from the Settlement Fund.

4. Class Counsel are hereby awarded expenses in the amount of \$_____ to be paid from the Settlement Fund.

5. The awards of attorney fees and expenses shall be allocated among Plaintiffs' counsel by Class Counsel, Hagens Berman Sobol Shapiro LLP, Spector Roseman Kodroff & Willis, P.C., and Wolf Haldenstein Adler Freeman & Herz LLC in a manner that, in Class Counsel's good-faith judgment, reflects their contributions of time and money to the institution, prosecution and resolution of the litigation against Defendants.

6. At the request and suggestion of Class Counsel, the Class Representative Plaintiffs, Julie Lindemann, Melissa Nuttall, Sara Shuck, Lawrence McNally, Stephanie Bozzo, Ariel Elliott, Kristi Monville, Beth Hellman, Kelly Pollock, Yossi Zarfati, Christine Brooke Logan, Darcy Trzupsek, Carol McDonough, Elizabeth Starkman, and Sarah Otazo, are awarded incentive awards in the amount of \$2,500.00 each in addition to any distributions as part of the Settlement Fund to which they may be entitled, to compensate them for the time and efforts in leading this case for the benefits of the Class Members.

SO ORDERED.

Dated: _____, 2014

Judge Anita Brody