

**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

SECOND AMENDMENT TO SETTLEMENT AGREEMENT

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SECOND 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 Trzupsek, 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 Agreement,² as amended on February 14, 2011,³ provides in paragraph 11, *inter alia*, that: “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”, 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,

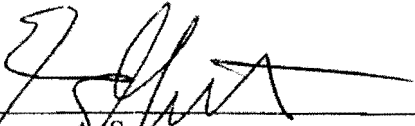
NOW, THEREFORE, paragraph 11 of the Agreement is hereby amended to read as follows:

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 thirty-two (32) 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 Second Amendment to the Settlement Agreement as of February 25, 2011.

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

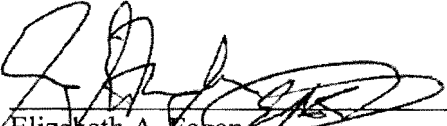
³ See First Amendment to Settlement Agreement, approved by the Court on February 15, 2011 (*McDonough* Dkt. No. 708; *Elliott* Dkt. No. 53).



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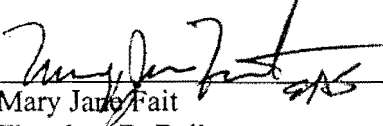
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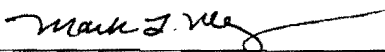


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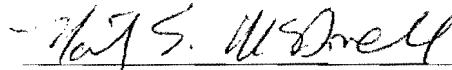
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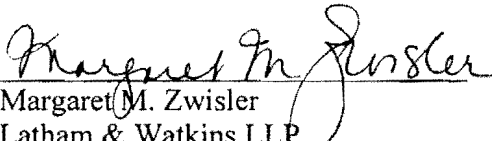
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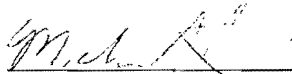
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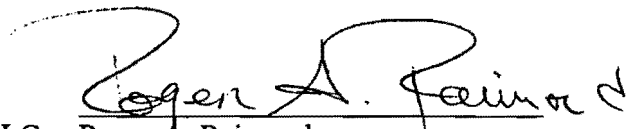
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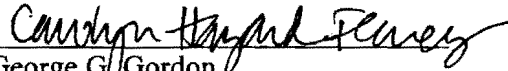
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Judge Anita Brody

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