IN THE UNITED STATES DISTRICT COURT

FOR THE DISTRICT OF DELAWARE

MAM BABYARTIKEL GMBH, et al.	)	
	)	
Plaintiffs,	)	Civ. No. 07-608-SLR
	)	
v.	)	
	)	
LUV N' CARE, LTD. et al.,	)	
	)	
Defendants.	)	

STIPULATION AND PROPOSED ORDER

WHEREAS, on December 1, 2006, Luv n' care, Ltd ("Luv n' care") filed a declaratory action in the Eastern District of Texas captioned Luv n' care, Ltd. v. Bamed AG, Civil Action No. 4:06-cv-00486 (MHS)(DDB) ("the Texas suit");

WHEREAS, on October 4, 2007, Mam Babyartikel GmbH ("Mam") and Bamed AG ("Bamed") filed an action in the District of Delaware captioned Mam Babyartikel GmbH and Bamed AG v. Luv n' care, Ltd. and Munchkin, Inc., Civil Action No. 07-608-SLR ("the Delaware suit");

WHEREAS, Luv n' care has filed a motion to dismiss or transfer the Delaware suit, which motion is currently pending;

WHEREAS, Bamed has filed a motion to dismiss the Texas suit, which motion is currently pending;

WHEREAS, Defendant Munchkin in the Delaware suit has expressed its desire to continue with the Delaware suit;

WHEREAS, Luv n' care, Mam, Bamed, and Munchkin, Inc. ("Munchkin") have conferred in an attempt to settle their differences regarding the appropriate district and venue to hear the disputes between the parties; and,

WHEREAS, the Luv n' care, Mam and Bamed have agreed that the pending motions to dismiss and/or transfer in the Texas suit are withdrawn with prejudice.

Therefore, the parties have agreed and stipulate, subject to Court approval, as follows:

1. All pending motions to dismiss and/or transfer in the Delaware suit are hereby withdrawn with prejudice.

2. In view of the Delaware court's jurisdiction over Munchkin and Munchkin's desire to proceed therein, and to consolidate both pending suits into proceedings before a single court, all of the parties hereby stipulate to transfer of the declaratory judgment claims in the Texas suit to Delaware, for consolidation with the Delaware suit. The parties consent to having the Delaware court hear all claims brought within the Texas and Delaware suits, and waive all objections to personal jurisdiction, venue, or service of process previously raised.

3. Pursuant to the agreement between the parties, and notwithstanding any local rules in the District of Delaware to the contrary, the transfer of the Texas suit to Delaware, and the filing of any counterclaims in the Delaware suit, shall not constitute consent to any depositions of Defendant Luv n' care in Delaware. Any depositions of Luv n' care's fact witnesses shall be held in Monroe, Louisiana, depositions of Munchkin's fact witnesses shall be held in North Hills, California, and depositions of Bamed and Mam's witnesses shall be held in Reston, Virginia, or such other reasonable location designated by those parties. Additionally, depositions of a party's expert witnesses shall be held in a

reasonably convenient location designated by that party. The parties acknowledge that Luv n' care's consent to the terms of this stipulation is expressly contingent upon approval of the present provision by the Delaware court.

4. Upon entry of this stipulation and proposed order and the order before the courts in Texas incorporating the relevant terms of this stipulation, and issuance of notice from the Delaware court that the Texas suit has been transferred and consolidated with the Delaware suit, the applicable parties shall have twenty (20) days to file their Answers to the Complaints previously filed in the Texas and Delaware suits, or such further time as mutually agreed by the parties or granted by the Court.

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Dated: March 6, 2008

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Dated: March 6, 2008

UNITED STATES DISTRICT JUDGE