

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

FEDERAL TRADE COMMISSION,)
)
Plaintiff,)
v.)
)
TOYS "R" US, INC.)
)
Defendant.)
)

Civ. No. **11 0635**

STIPULATION

It is stipulated by and between the undersigned parties, by their respective attorneys, that:

(1) the parties consent that the Court may file and enter a Final Judgment in the form attached to this Stipulation, on the Court's own motion or on the motion of any party at any time, and without further notice to any party or other proceedings, if Plaintiff has not withdrawn its consent, which it may do at any time before the entry of judgment by serving notice of its withdrawal on Defendant Toys "R" Us, Inc. and filing that notice with the Court;

(2) the parties have entered into this Stipulation to settle in full all claims related to Toys "R" Us, Inc.'s alleged failure to comply with Paragraphs II.B, II.C, and IV.B of the final order issued by the Commission in FTC Docket C-9278.

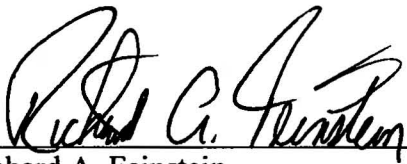
(3) This Stipulation is for settlement purposes only and does not constitute an admission by Toys "R" Us, Inc. that the law has been violated, or that the Order has been violated as alleged or that any of the facts alleged, other than jurisdictional facts, are true.

(4) Defendant Toys "R" Us, Inc. waives any objection to venue or jurisdiction for purposes of the Final Judgment and authorizes D. Bruce Hoffman, Esq. of Hunton & Williams

LLP to accept service of all process in this matter on its behalf; and

(5) In the event Plaintiff withdraws its consent or, if the proposed Final Judgment is not entered pursuant to this Stipulation, this Stipulation shall be of no effect whatever and the making of this Stipulation shall be without prejudice to any party in this or any other proceeding.

Dated: March 29, 2011
FOR THE FEDERAL TRADE COMMISSION:
By:



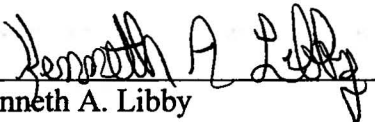
Richard A. Feinstein
D.C. Bar No. 324848
Director
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Marian R. Bruno
D.C. Bar No. 414126
Deputy Director
Bureau of Competition

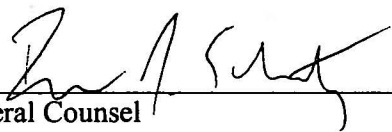


Roberta S. Baruch, Esq.
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Karen M. Espaldon (D.C. Bar No. 456714)
Attorneys

Dated: November 23, 2010
Toys "R" Us, Inc.
a Delaware corporation
By:



General Counsel

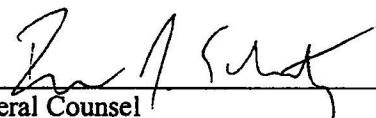
D. Bruce Hoffman, Esq.
Hunton & Williams, LLP

Dated: November 23, 2010


Toys "R" Us, Inc.

a Delaware corporation

By:



General Counsel



D. Bruce Hoffman, Esq.
Hunton & Williams, LLP