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10 SUPERIOR COURT OF THE STATE OF CALIFORNIA
11 COUNTY OF SAN FRANCISCO
12 UNLIMITED JURISDICTION
13

14 ANTHONY E. HELD, Ph.D., P.E.,
15 Plaintiff,

16 v.

17 ALDO U.S., INC., ALDO GROUP, INC. *et al.*,
18 Defendants.

Lead Case No. CGC-10-497729

**STIPULATION FOR ENTRY OF
JUDGMENT**

19 JOHN MOORE,
20

Plaintiff,

21 v.
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23 KATE SPADE, LLC, *et al.*,
24 Defendants.
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OHS WEST:261147290.1

1 1. The following constitutes the knowing and voluntary election and stipulation of
2 Smashbox Beauty Cosmetics, Inc. (“Company”), and the parent(s), subsidiaries, and affiliated
3 entities under common ownership with the Company as indicated on Exhibit A (collectively,
4 “Opt-In Settling Defendants”), to join as Settling Defendants under the Amended Consent
5 Judgment (“Consent Judgment”) previously entered by the Court in the above-captioned actions,
6 Held v. Aldo U.S., Inc. and Aldo Group, Inc., et al., San Francisco Superior Court Case No.
7 CGC-10-497729 and Moore v. Kate Spade, Inc., et al., San Francisco Superior Court Case No.
8 CGC-10-498981, consolidated therein (the “Action”), and to be bound by the terms of that
9 Consent Judgment, including Section 1.7, which provides in part as follows: “Nothing in this
10 Consent Judgment is or shall be construed as an admission by the Parties of any fact, conclusion
11 of law, issue of law, or violation of law.”

12 2. The terms of the Consent Judgment apply to the Opt-In Settling Defendants only as
13 to those categories of Fashion Accessories and the specific phthalate(s) selected on Exhibit A,
14 attached hereto, which are also Covered Products.

15 3. During the three-year period prior to the filing of this Stipulation (“Relevant Period”),
16 the Opt-In Settling Defendants have employed ten or more part-time or full-time persons and
17 have manufactured, imported, distributed, or offered for use or sale in California one or more
18 items in each of the categories of Fashion Accessories (as defined in Section 2.5 of the Consent
19 Judgment) that are Covered Products (as defined in Section 2.2 of the Consent Judgment), as
20 selected in Section 4, below.

21 4. The Opt-In Settling Defendants know or have reason to believe that one or more
22 items within each below-selected category of Fashion Accessories contained, during the Relevant
23 Period, Accessible Components (as defined in Section 2.1 of the Consent Judgment) containing
24 DEHP, BBP and/or DBP, as indicated below:

Fashion Accessories	Phthalate(s)
<input checked="" type="checkbox"/> Wallets and other coin or bill holders	<input checked="" type="checkbox"/> DEHP <input checked="" type="checkbox"/> BBP <input checked="" type="checkbox"/> DBP
<input checked="" type="checkbox"/> Handbags, purses, clutches and totes	<input checked="" type="checkbox"/> DEHP <input checked="" type="checkbox"/> BBP <input checked="" type="checkbox"/> DBP

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Fashion Accessories	Phthalate(s)
<input checked="" type="checkbox"/> Belts	<input checked="" type="checkbox"/> DEHP <input checked="" type="checkbox"/> BBP <input checked="" type="checkbox"/> DBP
<input type="checkbox"/> Footwear	<input type="checkbox"/> DEHP <input type="checkbox"/> BBP <input type="checkbox"/> DBP
<input checked="" type="checkbox"/> Apparel, including gloves and headwear (and excluding sauna suits)	<input checked="" type="checkbox"/> DEHP <input checked="" type="checkbox"/> BBP <input checked="" type="checkbox"/> DBP
<input checked="" type="checkbox"/> Jewelry	<input checked="" type="checkbox"/> DEHP <input checked="" type="checkbox"/> BBP <input checked="" type="checkbox"/> DBP
<input checked="" type="checkbox"/> Key holders, keychains, and key caps	<input checked="" type="checkbox"/> DEHP <input checked="" type="checkbox"/> BBP <input checked="" type="checkbox"/> DBP
<input checked="" type="checkbox"/> Luggage tags and ID cases	<input checked="" type="checkbox"/> DEHP <input checked="" type="checkbox"/> BBP <input checked="" type="checkbox"/> DBP
<input checked="" type="checkbox"/> Bag charms and zipper pulls	<input checked="" type="checkbox"/> DEHP <input checked="" type="checkbox"/> BBP <input checked="" type="checkbox"/> DBP
<input type="checkbox"/> Eyeglass cases	<input type="checkbox"/> DEHP <input type="checkbox"/> BBP <input type="checkbox"/> DBP
<input checked="" type="checkbox"/> Coverings/cases for mobile electronic devices (<i>e.g.</i> , for telephones, cameras, MP3 players, CDs/DVDs, and laptops)	<input checked="" type="checkbox"/> DEHP <input checked="" type="checkbox"/> BBP <input checked="" type="checkbox"/> DBP
<input type="checkbox"/> Coverings for journal/address books (<i>e.g.</i> , diaries, planners, photo albums)	<input type="checkbox"/> DEHP <input type="checkbox"/> BBP <input type="checkbox"/> DBP
<input checked="" type="checkbox"/> Cosmetic cases/bags	<input checked="" type="checkbox"/> DEHP <input checked="" type="checkbox"/> BBP <input checked="" type="checkbox"/> DBP
<input checked="" type="checkbox"/> Toiletry cases/bags	<input checked="" type="checkbox"/> DEHP <input checked="" type="checkbox"/> BBP <input checked="" type="checkbox"/> DBP

5. The Opt-In Settling Defendants have not provided Proposition 65 warnings in conjunction with the sale or use of the above-selected Covered Products in California during the Relevant Period.

6. The Opt-In Settling Defendants have not performed and shared with Plaintiffs a risk or exposure assessment establishing that the above-selected Covered Product(s) offered for sale in California during the Relevant Period did not require Proposition 65 warnings with respect to the selected phthalate(s).

7. In conjunction with the execution of this Stipulation, and pursuant to Section 3.2.2 of the Consent Judgment, the Opt-In Settling Defendants hereby exercise, and give notice of, their

1 election to extend the deadline imposed pursuant to Section 3.2.1 of the Consent Judgment, from
2 December 15, 2011 to and including December 15, 2012.

3 8. In conjunction with the execution of this Stipulation, the Opt-In Settling Defendants
4 have provided the payments required under the Consent Judgment. The Opt-In Settling
5 Defendants shall be bound by the injunctive relief provisions set forth in the Consent Judgment as
6 it relates to the Covered Product(s).

7 9. At least 65 days prior to the entry of judgment pursuant to this Stipulation, Anthony
8 E. Held, Ph.D., P.E. ("Dr. Held") shall serve, if Plaintiffs previously have not done so, a 60-day
9 notice letter alleging certain violations of Proposition 65 with respect to sales of the above-
10 selected Covered Products and, provided it has been mailed to the Opt-In Settling Defendants at
11 the address shown in Exhibit B, the Opt-In Settling Defendants agree to be deemed to have
12 accepted service of the 60-day notice letter.

13 10. The Opt-In Settling Defendants hereby stipulate to be deemed to have voluntarily
14 accepted service of the summons and complaint in this Action upon the filing of this Stipulation
15 and agree to be subject to the jurisdiction of the Court for purposes of the Consent Judgment.

16 11. Future notices concerning this Stipulation and the Consent Judgment shall be
17 provided to the Opt-In Settling Defendants through the designated contact as shown in Exhibit B
18 attached hereto. If the Opt-In Settling Defendants desire to change the individual and/or address
19 designated to receive notice on its behalf, the Opt-In Settling Defendants shall provide written
20 notice to Plaintiffs' counsel via certified mail, return receipt requested or overnight courier at the
21 address listed in Section 7.1 and to the Opt-In Settling Defendants' designated contacts via email
22 at the email address shown on the Company's Exhibit B.

23 12. The undersigned has read, and the entities named below knowingly and voluntarily
24 agree to be bound by, all terms and conditions of this Stipulation and the Consent Judgment as
25 previously approved and entered by the San Francisco County Superior Court in this Action.

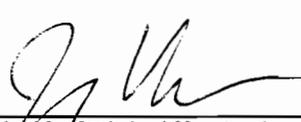
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13. The undersigned has full authority to make the written representations above and to enter into this Stipulation for the entities on behalf of which he/she is signing.

IT IS HEREBY STIPULATED AND AGREED TO:

By: 

Gregory Polcer
Executive Vice President, Global Supply Chain
The Estee Lauder Companies Inc.

By: 

On Behalf of Plaintiffs, Anthony E. Held,
Ph.D., P.E. and John Moore

On Behalf of Opt-In Settling Defendants

Dated: May 20, 2011

Dated: May ~~___~~, 2011 6/8/11

EXHIBIT A

Name of Opt-In Settling Defendants: Smashbox Beauty Cosmetics, Inc., and its associated entities under common ownership:

The Estee Lauder Companies Inc. and its subsidiaries

Fashion Accessories Categories Applicable to above.

Fashion Accessories	Phthalate(s)
<input checked="" type="checkbox"/> Wallets and other coin or bill holders	<input checked="" type="checkbox"/> DEHP <input checked="" type="checkbox"/> BBP <input checked="" type="checkbox"/> DBP
<input checked="" type="checkbox"/> Handbags, purses, clutches and totes	<input checked="" type="checkbox"/> DEHP <input checked="" type="checkbox"/> BBP <input checked="" type="checkbox"/> DBP
<input checked="" type="checkbox"/> Belts	<input checked="" type="checkbox"/> DEHP <input checked="" type="checkbox"/> BBP <input checked="" type="checkbox"/> DBP
<input type="checkbox"/> Footwear	<input type="checkbox"/> DEHP <input type="checkbox"/> BBP <input type="checkbox"/> DBP
<input checked="" type="checkbox"/> Apparel, including gloves and headwear (and excluding sauna suits)	<input checked="" type="checkbox"/> DEHP <input checked="" type="checkbox"/> BBP <input checked="" type="checkbox"/> DBP
<input checked="" type="checkbox"/> Jewelry	<input checked="" type="checkbox"/> DEHP <input checked="" type="checkbox"/> BBP <input checked="" type="checkbox"/> DBP
<input checked="" type="checkbox"/> Key holders, keychains, and key caps	<input checked="" type="checkbox"/> DEHP <input checked="" type="checkbox"/> BBP <input checked="" type="checkbox"/> DBP
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<input type="checkbox"/> Eyeglass cases	<input type="checkbox"/> DEHP <input type="checkbox"/> BBP <input type="checkbox"/> DBP
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<input type="checkbox"/> Coverings for journal/address books (e.g., diaries, planners, photo albums)	<input type="checkbox"/> DEHP <input type="checkbox"/> BBP <input type="checkbox"/> DBP
<input checked="" type="checkbox"/> Cosmetic cases/bags	<input checked="" type="checkbox"/> DEHP <input checked="" type="checkbox"/> BBP <input checked="" type="checkbox"/> DBP
<input checked="" type="checkbox"/> Toiletry cases/bags	<input checked="" type="checkbox"/> DEHP <input checked="" type="checkbox"/> BBP <input checked="" type="checkbox"/> DBP

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EXHIBIT B

Person(s) to receive Notices Pursuant to Section 7.1 of the Consent Judgment.

<u>Steffi Bogart</u>	_____
Name	Name
<u>Senior Vice President & Deputy General Counsel</u>	_____
Title	Title
<u>The Estee Lauder Companies Inc.</u>	_____
Address Line 1	Address Line 1
<u>767 5th Avenue, New York NY 10153</u>	_____
Address Line 2	Address Line 2
_____	_____
Email Address	Email Address