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-and-

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Attorneys for Plaintiffs

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

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LINE ROTHMAN and GLAMOURMOM LLC, :

Plaintiffs, :

-against- .:

TARGET CORPORATION; MOTHERWEAR :
INTERNATIONAL, INC; KOHL'S DEPARTMENT :
STORES, INC.; LEADING LADY COMPANIES; :
MOTHERS WORK, INC.; FEDERATED :
DEPARTMENT STORES, INC.; MACY'S :
DEPARTMENT STORES, INC.; J.C. PENNEY :
COMPANY, INC.; AMAZON.COM, INC.; :
REDCATS USA, L.P. d/b/a LANE BRYANT :
CATALOG; SEARS HOLDING CORPORATION; :
KMART CORP.; and ELIZABETH LANGE LLC, :
d/b/a LIZ LANGE MATERNITY, :

No. 05 Civ. 4829 (GEB)

Defendants. :

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THIRD AMENDED COMPLAINT AND JURY DEMAND

Plaintiffs Line Rothman and Glamourmom LLC, by and through their undersigned attorneys, for their Third Amended Complaint allege as follows:

Jurisdiction and Venue

1. This court has jurisdiction over this action pursuant to 28 U.S.C. §§ 1331 and 1338(a) as the claims asserted herein arise under the United States Patent Laws, Title 35 of the United States Code, 35 U.S.C. § 271, et seq.

2. Venue is proper in this district pursuant to 28 U.S.C. §§ 1391 and 1400.

The Parties

3. Plaintiff Line Rothman (“Rothman”) is an individual residing in Rye, New York.

4. Plaintiff Glamourmom LLC (“Glamourmom”) is a New York limited liability corporation with a principal place of business at 2 Laurel Street, Rye, New York.

5. Rothman and Glamourmom are sometimes herein jointly referred to as “Plaintiffs.”

6. Defendant Target Corporation (“Target”) is a corporation organized and existing under the laws of the State of Minnesota with a principal place of business at 1000 Nicollet Mall, Minneapolis, Minnesota and does business in this District and throughout the United States.

7. Defendant Motherwear International, Inc. (“Motherwear”) is a corporation organized and existing under the laws of the Commonwealth of Massachusetts with a principal place of business at 320 Riverside Drive, Suite C, Florence, Massachusetts and does business in this District and throughout the United States.

8. Defendant Kohl’s Department Stores, Inc. (“Kohl’s”) is a corporation organized and existing under the laws of the State of Wisconsin with a principal place of business at 2315

N. 124th Street, Brookfield, Wisconsin and does business in this District and throughout the United States.

9. Defendant Leading Lady Companies (“Leading Lady”) is a corporation organized and existing under the laws of Ohio with a principal place of business at 24050 Commerce Park, Beachwood, Ohio and does business in this District and throughout the United States.

10. Defendant Mothers Work, Inc. (“Mothers Work”) is a corporation organized and existing under the laws of the Commonwealth of Pennsylvania with a principal place of business at 456 North Fifth Street, Philadelphia, Pennsylvania and does business in this District and throughout the United States.

11. Defendant Federated Department Stores, Inc. (“Federated”) is a corporation organized and existing under the laws of the State of Ohio with a principal place of business at 7 West 7th Street, Cincinnati, Ohio and does business in this District and throughout the United States.

12. Defendant Macy’s Department Stores, Inc. (“Macy’s”) is a corporation organized and existing under the laws of the State of Ohio, with a principal place of business at 7 West 7th Street, Cincinnati, Ohio and does business in this District and throughout the United States.

13. Defendant J.C. Penney Company, Inc. (“J.C. Penney”) is a corporation organized and existing under the laws of the State of Texas with its principal place of business at 6501 Legacy Drive, Plano, Texas and does business in this District and throughout the United States.

14. Defendant Amazon.com, Inc. (“Amazon.com”) is a corporation organized and existing under the laws of the State of Washington with a principal place of business at 1200 12th Avenue South, #1200, Seattle, Washington and does business in this District and throughout the United States.

15. Defendant Redcats USA, L.P. d/b/a Lane Bryant Catalog (“Redcats”) is a corporation organized and existing under the laws of the State of Delaware with a principal place of business located at 463 7th Avenue, New York, New York and does business in this District and throughout the United States.

16. Defendant Sears Holding Corp. (“Sears”) is a corporation organized and existing under the laws of the State of Delaware with a principal place of business located at 3333 Beverly Road, Hoffman Estates, Illinois and does business in this District and throughout the United States.

17. Defendant Kmart Corp. (“Kmart”) is a corporation organized and existing under the laws of the State of Delaware with a principal place of business located at 3333 Beverly Road, Hoffman Estates, Illinois and does business in this District and throughout the United States.

18. Defendant Elizabeth Lange LLC, d/b/a Liz Lange Maternity (“Liz Lange”) is a corporation organized and existing under the laws of the State of Delaware with a principal place of business at 347 West 36th Street, 2nd Floor, New York, New York and does business in this District and throughout the United States.

19. Target, Motherwear, Kohl’s, Leading Lady, Mothers Work, Federated, J.C. Penney, Amazon.com, Redcats, Sears, Kmart and Liz Lange are sometimes herein jointly referred to as “Defendants.”

COUNT I

(Patent Infringement)

20. Rothman is the named inventor and owner of all right, title and interest in and to United States Patent No. 6,855,029, entitled “Stretchable Nursing Tank Top With Invisible

Breast Support,” which was duly and legally issued by the United States Patent and Trademark Office on February 15, 2005 (the “‘029 Patent”). A true and correct copy of the ‘029 Patent is annexed hereto as **Exhibit A**.

21. Glamourmom is the exclusive licensee of the ‘029 Patent and has the exclusive right to import, make, have made, manufacture, distribute, sell and offer for sale, and to license others to import, make, have made, manufacture, distribute, sell and offer for sale, products incorporating the inventions covered by the ‘029 Patent.

22. Plaintiffs have placed and/or caused to be placed any and all required statutory notices on all products manufactured and sold by Plaintiffs under the ‘029 Patent.

23. Upon information and belief, Defendants had actual notice and/or constructive notice of the ‘029 Patent, including notice of the publication of the PCT Pub. W002/30221 and/or US Application No. 2004/143885.

24. Defendants Leading Lady, Target, Motherswear, Kohl’s, J.C. Penney, Amazon.com, Redcats and Liz Lange import, make, have made, manufacture, distribute, sell and/or offer for sale products, including, but not limited to, the Leading Lady Nursing Bra Tank or Nursing Tank with Full Sling or Drop Cup Nursing Camisole (product number 718) and the Leading Lady Nursing Tank/Pajamas (product number 719), which infringe the ‘029 Patent literally or under the doctrine of equivalents.

25. Defendants Federated, Macy’s, Amazon.com, and Mothers Work import, make, have made, manufacture, distribute, sell and/or offer for sale products, including, but not limited to, the Mothers Work Mimi Maternity nursing tank with shelf bra (product number 62876-07), the Motherhood nursing tank or nursing cami (product number 91874-10) the Motherhood

nursing bra tank with lace trim (product number 97650-10) and the Mimi nursing nightgown, which infringe the '029 Patent literally or under the doctrine of equivalents.

26. Defendants Kmart and Sears import, make, have made, manufacture, distribute, sell and/or offer for sale products, including, but not limited to, the New Additions Maternity Nursing Cami (product number K09431), which infringe the '029 Patent literally or under the doctrine of equivalents.

27. Defendants have directly infringed, induced infringement and contributorily infringed the '029 Patent and are still doing so by importing, making, having made, manufacturing, distributing, selling and/or offering for sale infringing garments in violation of 35 U.S.C. § 271.

28. All of the aforesaid acts of Defendants have been without right or license from Plaintiffs.

29. Upon information and belief, Defendants' infringement of the '029 is willful.

30. Defendants' infringement will continue unless enjoined by the Court.

31. As a result of Defendants' infringing activities, Plaintiffs have been, and continue to be, damaged through loss of sales, customers and license fees and claim all damages, including, but not limited to, reasonable royalties to which they are entitled.

32. As a result of Defendants' infringing activities, Plaintiffs have suffered irreparable injury.

REQUESTED RELIEF

WHEREFORE, Plaintiffs ask that this Court enter judgment against Defendants, granting the following relief:

A. That this court enter a judgment that the '029 patent is valid and has been infringed by defendants.

B. That Defendants, their agents, servants, employees, and other persons in active concern or participation with them, be preliminarily enjoined from directly and/or indirectly making or causing to be made, manufacturing, selling, offering for sale or causing to be sold or in any way distributing any nursing garment that infringes any claim of the '029 patent, and from contributing to, or inducing such infringement by others.

C. That Defendants, their agents, servants, employees, and other persons in active concert or participation with them, be permanently enjoined from directly and/or indirectly making or causing to be made, manufacturing, selling, offering for sale or causing to be sold or in any way distributing any nursing garment that infringes any claim of the '029 patent, and from contributing to, or inducing such infringement by others.

D. That an accounting be made to determine damages for all forms of Defendants' infringement.

E. That Plaintiffs recover Provisional Rights damages pursuant to 35 U.S.C. § 154(d) from Defendants.

F. That Plaintiffs recover Patent Infringement damages from Defendants pursuant to 35 U.S.C. § 271.

G. That the amount of damages found under 35 U.S.C. § 271 be trebled for willful infringement pursuant to 35 U.S.C. § 284.

H. That Plaintiffs recover interest and costs pursuant to 35 U.S.C. § 284.

I. That an assessment of prejudgment and post judgment interest be determined.

J. That a finding be made that this is an exceptional case and that Plaintiffs be awarded reasonable attorneys' fees pursuant to 35 U.S.C. § 285.

K. That Plaintiffs be granted such other and futher relief as the court deems just and proper.

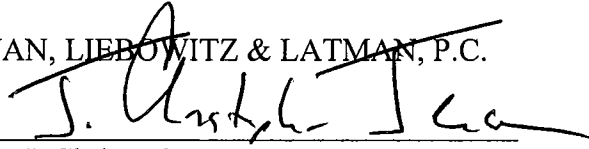
JURY DEMAND

Pursuant to Fed. R. Civ. P. 38, Plaintiffs demand a trial by jury of all issues triable of right by a jury.

Dated: New York, New York
March 23, 2007

Respectfully submitted,

COWAN, LIEBOWITZ & LATMAN, P.C.

By: 
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