

Exhibit A

Second Amended Complaint

**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF PENNSYLVANIA**

Kimberly-Clark Worldwide, Inc.,

Plaintiff,

v.

First Quality Baby Products, LLC,

First Quality Products, Inc.,

First Quality Retail Services, LLC,

First Quality Hygienic, Inc.,

Defendants.

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) Case No. 1:09-cv-01685-WWC

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) Hon. William W. Caldwell

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) Jury Trial Demanded

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SECOND AMENDED COMPLAINT

Plaintiff Kimberly-Clark Worldwide, Inc., (“K-C”), by its attorneys, for its Second Amended Complaint against Defendants, First Quality Baby Products, LLC, First Quality Products, Inc., First Quality Retail Services, LLC, and First Quality Hygienic, Inc., (collectively “First Quality” or Defendants), hereby demands a jury trial and alleges as follows:

THE PARTIES

1. Plaintiff, Kimberly-Clark Worldwide, Inc., is a corporation organized and existing under the laws of the State of Delaware

2. Defendant First Quality Baby Products, LLC, (“FQBP”) is a limited liability company organized and existing under the laws of the State of Delaware

with a place of business at Lewistown, Pennsylvania; Defendant First Quality Products, Inc., ("FQP") is a corporation organized and existing under the laws of the State of New York with a place of business at McElhattan, Pennsylvania; and Defendant First Quality Retail Services, LLC, ("FQRS") is a limited liability company organized and existing under the laws of the State of Delaware with a place of business at Great Neck, New York. Upon information and belief, First Quality Hygienic, Inc. ("FQH") is a corporation organized and existing under the laws of the State of Pennsylvania with a place of business at State College, Pennsylvania.

JURISDICTION AND VENUE

3. This action is for patent infringement arising under the patent laws of the United States, 35 U.S.C. § 1 *et seq.*

4. This Court has subject matter jurisdiction over this dispute pursuant to 28 U.S.C. §§ 1331 and 1338(a).

5. This Court has personal jurisdiction over Defendants because Defendants have done and are doing business in Pennsylvania, and in this judicial district. This Court also has personal jurisdiction over Defendants because Defendants offer for sale, sell, distribute, and ship products according to the claims of the patents-in-suit in Middle District of Pennsylvania.

6. Venue is proper in this district pursuant to 28 U.S.C. §§ 1391(c) and 1400(b) because Defendants reside and are doing business in the Middle District of Pennsylvania and because wrongful acts committed by Defendants have occurred in, and are causing injury to, K-C in the Middle District of Pennsylvania.

COUNT I – INFRINGEMENT OF U.S. PATENT NO. 5,496,298

7. On March 5, 1996, the United States Patent and Trademark Office duly and legally issued U.S. Patent No. 5,496,298 (“the ‘298 patent”) to Rebecca J. Kuepper and Christine A. Rasmussen who assigned to K-C the entire right, title, and interest to the ‘298 patent, including all rights to recover for all infringements thereof. A copy of the ‘298 patent is attached as Exhibit A.

8. FQBP has been infringing and continues to infringe, induces the infringement of, and/or contributes to the infringement of the ‘298 patent by making, using, offering to sell, selling, and/or importing products that are covered by one or more claims of the ‘298 patent, including, but not limited to, FQBP’s recently introduced diaper product having elastic ears with non-parallel sides for fastening the sides of the diaper (“First Quality’s Recently Introduced Diaper Product”); Sam’s Club Members Mark Premium Diaper; and Target Up & Up Diaper.

9. On information and belief, FQRS has been infringing and continues to infringe, induces the infringement of, and/or contributes to the infringement of the

‘298 patent by using, offering to sell, selling, and/or importing products that are covered by one or more claims of the ‘298 patent, including, but not limited to, First Quality’s Recently Introduced Diaper Product; Sam’s Club Members Mark Premium Diaper; and Target Up & Up Diaper.

10. The first sale of FQBP’s Sam’s Club Members Mark Premium Diaper to consumers occurred in at least as early as February 2009.

11. K-C has been damaged by FQBP and FQRS’s infringement.

12. Furthermore, FQBP and FQRS’s acts of infringement have been without express or implied license by K-C, are in violation of K-C’s rights, and will continue unless enjoined by this Court.

13. Upon information and belief, FQBP and FQRS have continued their infringement in willful disregard of the ‘298 patent and the rights created thereunder.

14. Upon information and belief, this is an exceptional case because of FQBP and FQRS’s willful infringement.

15. K-C has been and will continue to be irreparably harmed by FQBP and FQRS’s infringement of the ‘298 patent.

COUNT II – INFRINGEMENT OF U.S. PATENT NO. 5,286,543

16. On February 15, 1994, the United States Patent and Trademark Office duly and legally issued U.S. Patent No. 5,286,543 (“the ‘543 patent”) to Tanakon

Ungpiyakul, Christopher J. Sheleski, Arch D. Morgan, Terry G. Hayes, Gene M. Gregory, and Daniel J. Vander Heiden who assigned to K-C the entire right, title, and interest to the '543 patent, including all rights to recover for all infringements thereof. A copy of the '543 patent is attached as Exhibit B.

17. FQBP has been infringing and continues to infringe the '543 patent by making, using, offering to sell, selling, and/or importing products that are covered by one or more claims of the '543 patent, including, but not limited to, FQBP's Recently Introduced Diaper Product.

18. On information and belief, FQRS has been infringing and continues to infringe the '543 patent by using, offering to sell, selling, and/or importing products that are covered by one or more claims of the '543 patent, including, but not limited to, FQBP's Recently Introduced Diaper Product.

19. The first sale of FQBP's Recently Introduced Diaper Product to consumers occurred in at least as early as February 2009.

20. K-C has been damaged by FQBP and FQRS's infringement.

21. Furthermore, FQBP and FQRS's acts of infringement have been without express or implied license by K-C, are in violation of K-C's rights, and will continue unless enjoined by this Court.

22. K-C has been and will continue to be irreparably harmed by FQBP and FQRS's infringement of the '543 patent.

COUNT III – INFRINGEMENT OF U.S. PATENT NO. 5,601,542

23. On February 11, 1997, the United States Patent and Trademark Office duly and legally issued U.S. Patent No. 5,601,542 (“the ‘542 patent”) to Mark K. Melius, Sandra M. Yarbrough, Melissa C. Putzer, Stanley R. Kellenberger and Shannon K. Byerly who assigned to K-C the entire right, title, and interest to the ‘542 patent, including all rights to recover for all infringements thereof. A copy of the ‘542 patent is attached as Exhibit C.

24. FQRS has been infringing and continues to infringe the ‘542 patent by making, using, offering to sell, selling, and/or importing products that are covered by one or more claims of the ‘542 patent, including, but not limited to, Walgreens Certainty Pads, Ultimate Absorbency; Wal-Mart Assurance Underwear for Women, Extra Absorbency; Wal-Mart Assurance Underwear, Super Plus Absorbency; Wal-Mart Assurance Underwear, Overnight Absorbency; and Wal-Mart Assurance Male Guards, Extra Absorbency.

25. FQP has been infringing and continues to infringe the ‘542 patent by making, using, offering to sell, selling, and/or importing products that are covered by one or more claims of the ‘542 patent, including, but not limited to, Walgreens Certainty Ultra Thin Underwear, Extra Absorbency; Walgreens Certainty Pads, Ultimate Absorbency; and Walgreens Sleep Pants for Boys.

26. FQBP has been infringing and continues to infringe the '542 patent by making, using, offering to sell, selling, and/or importing products that are covered by one or more claims of the '542 patent, including, but not limited to, Target Up & Up Diaper.

27. On information and belief, FQRS has been infringing and continues to infringe the '542 patent by using, offering to sell, selling, and/or importing products that are covered by one or more claims of the '542 patent, including, but not limited to, Target Up & Up Diaper.

28. K-C has been damaged by Defendants' infringement.

29. Furthermore, Defendants' acts of infringement have been without express or implied license by K-C, are in violation of K-C's rights, and will continue unless enjoined by this Court.

30. Upon information and belief, FQRS, FQP and FQBP have continued their infringement in willful disregard of the '542 patent and the rights created thereunder.

31. Upon information and belief, this is an exceptional case because of FQRS, FQP and FQBP's willful infringement

32. K-C has been and will continue to be irreparably harmed by Defendants' infringement of the '542 patent.

COUNT IV – INFRINGEMENT OF U.S. PATENT NO. 5,147,343

33. On September 15, 1992, the United States Patent and Trademark Office duly and legally issued U.S. Patent No. 5,147,343 (“the ‘343 patent”) to Stanley R. Kellenberger who assigned to K-C the entire right, title, and interest to the ‘343 patent, including all rights to recover for all infringements thereof. A copy of the ‘343 patent is attached as Exhibit D.

34. FQRS has been infringing and continues to infringe the ‘343 patent by making, using, offering to sell, selling, and/or importing products that are covered by one or more claims of the ‘343 patent, including, but not limited to, Walgreens Certainty Guards for Men, Extra Absorbency; Target Diaper; Walgreens Certainty Pads, Ultimate Absorbency; Wal-Mart Assurance Belted Undergarments, Extra Absorbency; and Wal-Mart Assurance Underwear for Women, Extra Absorbency.

35. FQP has been infringing and continues to infringe the ‘343 patent by making, using, offering to sell, selling, and/or importing products that are covered by one or more claims of the ‘343 patent, including, but not limited to, Walgreens Certainty Guards for Men, Extra Absorbency; Walgreens Certainty Pads, Ultimate Absorbency; and, Walgreens Sleep Pants for Boys.

36. FQBP has been infringing and continues to infringe the ‘343 patent by making, using, offering to sell, selling, and/or importing products that are covered

by one or more claims of the '343 patent, including, but not limited to, Sam's Club Members Mark Premium Diaper; and Target Up & Up Diaper.

37. On information and belief, FQRS has been infringing and continues to infringe the '343 patent by using, offering to sell, selling, and/or importing products that are covered by one or more claims of the '343 patent, including, but not limited to, Sam's Club Members Mark Premium Diaper; and Target Up & Up Diaper.

38. K-C has been damaged by Defendants' infringement.

39. Furthermore, Defendants' acts of infringement have been without express or implied license by K-C, are in violation of K-C's rights, and will continue unless enjoined by this Court.

40. Upon information and belief, FQRS, FQP and FQBP have continued their infringement in willful disregard of the '343 patent and the rights created thereunder.

41. Upon information and belief, this is an exceptional case because of FQRS, FQP and FQBP's willful infringement

42. K-C has been and will continue to be irreparably harmed by Defendants' infringement of the '343 patent.

COUNT V – INFRINGEMENT OF U.S. PATENT NO. 6,702,798

43. On March 9, 2004, the United States Patent and Trademark Office duly and legally issued U.S. Patent No. 6,702,798 (“the ‘798 patent”) to Paul William Christoffel, Joel Curtis Krueger, Mark John Jung, Willard Frances Hawley, Jr., Steven Charles Schapel, Mark David Spiegelberg, Jeffery Michael Tabor, Mark Joseph VanGroll, and Mark James VanRossum who assigned to K-C the entire right, title, and interest to the ‘798 patent, including all rights to recover for all infringements thereof. A copy of the ‘798 patent is attached as Exhibit E.

44. FQRS has been infringing and continues to infringe the ‘798 patent by making, using, offering to sell, selling, and/or importing products that are covered by one or more claims of the ‘798 patent, including, but not limited to, Wal-Mart Assurance Premium Underwear for Women; Walgreens Certainty Women’s Underwear, Extra Absorbency; CVS Women’s Underwear, Extra Absorbency; CVS Women’s Underwear, Super Plus Absorbency.

45. FQP has been infringing and continues to infringe the ‘798 patent by making, using, offering to sell, selling, and/or importing products that are covered by one or more claims of the ‘798 patent, including, but not limited to, Walgreens Certainty Underwear, Extra Absorbency; Walgreens Certainty Women’s Underwear, Extra Absorbency; CVS Protective Underwear, Extra Absorbency; CVS Protective Underwear, Extra Absorbency; and CVS Protective Underwear –

Day & Night, Super Plus Absorbency; CVS Women's Underwear, Extra Absorbency; and CVS Women's Underwear, Super Plus Absorbency.

46. K-C has been damaged by FQRS and FQP's infringement.

47. Furthermore, FQRS and FQP's acts of infringement have been without express or implied license by K-C, are in violation of K-C's rights, and will continue unless enjoined by this Court.

48. K-C has been and will continue to be irreparably harmed by FQRS and FQP's infringement of the '798 patent.

COUNT VI – INFRINGEMENT OF U.S. PATENT NO. 7,000,260

49. On February 21, 2006, the United States Patent and Trademark Office duly and legally issued U.S. Patent No. 7,000,260 ("the '260 patent") to Gregory John Rajala, Steven Craig Gehling and Paul Daniel Suke who assigned to K-C the entire right, title, and interest to the '260 patent, including all rights to recover for all infringements thereof. A copy of the '260 patent is attached as Exhibit F.

50. On information and belief, FQRS and FQP have been infringing and continue to infringe the '260 patent by making, using, offering to sell, selling, and/or importing products that are covered by one or more claims of the '260 patent, including, but not limited to, CVS Women's Underwear, Extra Absorbency; CVS Women's Underwear, Super Plus Absorbency; Personal Confidence Underwear, Extra Absorbency, Rite Aid Women's Select Premium

Underwear, Extra Absorbency; Rite Aid Women's Select Premium Underwear, Super Plus Absorbency; and Wal-Mart Assurance Premium Underwear for Women, Extra Absorbency.

51. Upon information and belief, FQH has been infringing and continues to infringe the '260 patent by using, offering to sell, selling, and/or importing products that are covered by one or more claims of the '260 patent, including, but not limited to Personal Confidence Underwear, Extra Absorbency.

52. K-C has been damaged by FQRS, FQP and FQH's infringement.

53. Furthermore, FQRS, FQP and FQH's acts of infringement have been without express or implied license by K-C, are in violation of K-C's rights, and will continue unless enjoined by this Court.

54. K-C has been and will continue to be irreparably harmed by FQRS and FQP's infringement of the '260 patent.

COUNT VII – INFRINGEMENT OF U.S. PATENT NO. 6,260,211

55. On July 17, 2001, the United States Patent and Trademark Office duly and legally issued U.S. Patent No. 6,260,211 ("the '211 patent") to Gregory John Rajala, Steven Craig Gehling and Paul Daniel Suke who assigned to K-C the entire right, title, and interest to the '211 patent, including all rights to recover for all infringements thereof. A copy of the '211 patent is attached as Exhibit G.

56. On information and belief, FQRS and FQP have been infringing and continue to infringe the '211 patent by making, using, offering to sell, selling, and/or importing products that are covered by one or more claims of the '211 patent, including, but not limited to, CVS Women's Underwear, Extra Absorbency; CVS Women's Underwear, Super Plus Absorbency; Personal Confidence Underwear, Extra Absorbency, Rite Aid Women's Select Premium Underwear, Extra Absorbency; Rite Aid Women's Select Premium Underwear, Super Plus Absorbency; and Wal-Mart Assurance Premium Underwear for Women, Extra Absorbency.

57. Upon information and belief, FQH has been infringing and continues to infringe the '211 patent by using, offering to sell, selling, and/or importing products that are covered by one or more claims of the '211 patent, including, but not limited to Personal Confidence Underwear, Extra Absorbency.

58. K-C has been damaged by FQRS, FQP and FQH's infringement.

59. Furthermore, FQRS, FQP and FQH's acts of infringement have been without express or implied license by K-C, are in violation of K-C's rights, and will continue unless enjoined by this Court.

60. K-C has been and will continue to be irreparably harmed by FQRS and FQP's infringement of the '211 patent.

COUNT VIII – INFRINGEMENT OF U.S. PATENT NO. 6,098,203

61. On August 8, 2000, the United States Patent and Trademark Office duly and legally issued U.S. Patent No. 6,098,203 (“the ‘203 patent”) to Gregory John Rajala, Steven Craig Gehling and Paul Daniel Suke who assigned to K-C the entire right, title, and interest to the ‘203 patent, including all rights to recover for all infringements thereof. A copy of the ‘203 patent is attached as Exhibit H.

62. On information and belief, FQRS and FQP have been infringing and continue to infringe the ‘203 patent by making, using, offering to sell, selling, and/or importing products that are covered by one or more claims of the ‘203 patent, including, but not limited to, CVS Women’s Underwear, Extra Absorbency; CVS Women’s Underwear, Super Plus Absorbency; Personal Confidence Underwear, Extra Absorbency, Rite Aid Women’s Select Premium Underwear, Extra Absorbency; Rite Aid Women’s Select Premium Underwear, Super Plus Absorbency; and Wal-Mart Assurance Premium Underwear for Women, Extra Absorbency.

63. Upon information and belief, FQH has been infringing and continues to infringe the ‘203 patent by using, offering to sell, selling, and/or importing products that are covered by one or more claims of the ‘203 patent, including, but not limited to Personal Confidence Underwear, Extra Absorbency.

64. K-C has been damaged by FQRS, FQP and FQH’s infringement.

65. Furthermore, FQRS, FQP and FQH's acts of infringement have been without express or implied license by K-C, are in violation of K-C's rights, and will continue unless enjoined by this Court.

66. K-C has been and will continue to be irreparably harmed by FQRS and FQP's infringement of the '203 patent.

COUNT IX – INFRINGEMENT OF U.S. PATENT NO. 5,940,887

67. On August 24, 1999, the United States Patent and Trademark Office duly and legally issued U.S. Patent No. 5,940,887 ("the '887 patent") to Gregory John Rajala, and Steven Craig Gehling who assigned to K-C the entire right, title, and interest to the '887 patent, including all rights to recover for all infringements thereof. A copy of the '887 patent is attached as Exhibit I.

68. On information and belief, FQRS and FQP have been infringing and continue to infringe the '887 patent by making, using, offering to sell, selling, and/or importing products that are covered by one or more claims of the '887 patent, including, but not limited to, CVS Men's Underwear, Super Plus Absorbency; Walgreens Sleep Pants for Boys; and Walgreens Sleep Pants for Girls.

69. K-C has been damaged by FQRS and FQP's infringement.

70. Furthermore, FQRS and FQP's acts of infringement have been without express or implied license by K-C, are in violation of K-C's rights, and will continue unless enjoined by this Court.

71. K-C has been and will continue to be irreparably harmed by FQRS and FQP's infringement of the '887 patent.

COUNT X – INFRINGEMENT OF U.S. PATENT NO. 5,745,922

72. On May 5, 1998, the United States Patent and Trademark Office duly and legally issued U.S. Patent No. 5,745,922 ("the '922 patent") to Gregory John Rajala, Steven Craig Gehling and Paul Daniel Suke who assigned to K-C the entire right, title, and interest to the '922 patent, including all rights to recover for all infringements thereof. A copy of the '922 patent is attached as Exhibit J.

73. On information and belief, FQRS and FQP have been infringing and continue to infringe the '922 patent by making, using, offering to sell, selling, and/or importing products that are covered by one or more claims of the '922 patent, including, but not limited to, CVS Women's Underwear, Extra Absorbency; CVS Women's Underwear, Super Plus Absorbency; Personal Confidence Underwear, Extra Absorbency, Rite Aid Women's Select Premium Underwear, Extra Absorbency; Rite Aid Women's Select Premium Underwear, Super Plus Absorbency; and Wal-Mart Assurance Premium Underwear for Women, Extra Absorbency.

74. Upon information and belief, FQH has been infringing and continues to infringe the '922 patent by using, offering to sell, selling, and/or importing products that are covered by one or more claims of the '922 patent, including, but not limited to Personal Confidence Underwear, Extra Absorbency.

75. K-C has been damaged by FQRS, FQP and FQH's infringement.

76. Furthermore, FQRS, FQP and FQH's acts of infringement have been without express or implied license by K-C, are in violation of K-C's rights, and will continue unless enjoined by this Court.

77. K-C has been and will continue to be irreparably harmed by FQRS and FQP's infringement of the '922 patent.

COUNT XI – INFRINGEMENT OF U.S. PATENT NO. 5,156,902

78. On October 20, 1992, the United States Patent and Trademark Office duly and legally issued U.S. Patent No. 5,156,902 ("the '902 patent") to Christopher M. Pieper, Jeffrey W. King, Bruce R. Shafer, Robert A. Stevens, Timothy L. Wehman, and Edward E. Werner who assigned to K-C the entire right, title, and interest to the '902 patent, including all rights to recover for all infringements thereof. A copy of the '902 patent is attached as Exhibit K.

79. FQBP has been infringing and continues to infringe the '902 patent by making, using, offering to sell, selling, and/or importing products that are covered

by one or more claims of the '902 patent, including, but not limited to, Sam's Club Members Mark Premium Diaper; and Target Up & Up Diaper.

80. On information and belief, FQRS has been infringing and continues to infringe the '902 patent by using, offering to sell, selling, and/or importing products that are covered by one or more claims of the '902 patent, including, but not limited to, Sam's Club Members Mark Premium Diaper; and Target Up & Up Diaper.

81. K-C has been damaged by FQBP and FQRS's infringement.

82. Furthermore, FQBP and FQRS's acts of infringement have been without express or implied license by K-C, are in violation of K-C's rights, and will continue unless enjoined by this Court.

83. K-C has been and will continue to be irreparably harmed by FQBP and FQRS's infringement of the '902 patent.

JURY DEMAND

K-C hereby demands a trial by jury on all issues so triable.

RELIEF SOUGHT

WHEREFORE, K-C prays:

A. For an injunction against further infringement of the '298, '543, '542, '343, '798, '260, '211, '203, '887, '922, and '902 patents by Defendants, their

officers, agents, servants, employees, attorneys, and all those persons in active concert or participation with them or controlled by them;

B. For damages to compensate K-C for the infringement of the '298, '543, '542, '343, '798, '260, '211, '203, '887, '922, and '902 patents, together with prejudgment and postjudgment interest;

C. For an assessment of costs against Defendants;

D. For treble damages pursuant to 35 U.S.C. § 284 because, upon information and belief, Defendants' infringement has been willful;

E. For judgment that this is an exceptional case under 35 U.S.C. § 285, and that Defendants shall pay to K-C all its attorneys' fees; and

F. For all such other and further relief as this Court deems just and proper.

Respectfully submitted,

Dated: February 12, 2010

/s/Bridget E. Montgomery

Bridget E. Montgomery

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Attorneys for Plaintiff,
Kimberly-Clark Worldwide, Inc.

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on February 12, 2010, the foregoing document was electronically submitted with the Clerk of the Court for the U.S. District Court, Middle District of Pennsylvania using the electronic case files system of the court. The electronic case files system sent a "Notice of Electronic Filing" to all counsel of record.

/s/Bridget E. Montgomery
FOR KIMBERLY-CLARK
WORLDWIDE, INC.