

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD**

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BEAR U.S.A., INC., :
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 Opposer, :
 :
 :
 v. : Opposition No.: 91170064
 : Serial No.: 76/631,094
 :
 ARMOUTH INTERNATIONAL, INC., :
 :
 :
 Applicant. :
 :
-----X

AFFIDAVIT OF TIMOTHY J. KELLY

TIMOTHY J. KELLY, hereby declares and states as follows:

1. I am a partner with the law firm of Fitzpatrick, Cella, Harper & Scinto, attorneys for Opposer Bear U.S.A., Inc. in the above-caption opposition proceeding. I make this declaration in support of Opposer Bear U.S.A. Inc.'s motion for summary judgment. I have personal knowledge of the facts and circumstances set forth below and if called to testify I could and would testify as follows.

2. The materials attached hereto as Exhibit 1 and filed under seal pursuant to the Protective Order filed in this opposition, are true and correct copies of excerpts from the deposition transcript of Charles Levy, Applicant's Rule 30(b)(6) witness, taken on February 1, 2007.

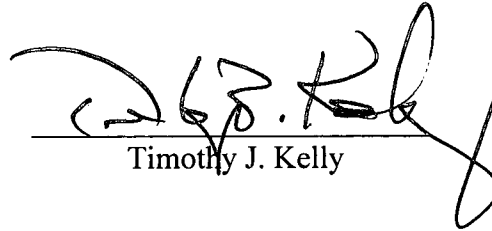
3. Attached hereto as Exhibits 2, 3 and 4, respectively, are true and correct reproductions of Exhibits 1, 6 and 7 from the deposition of Charles Levy, Applicant's Rule 30(b)(6) witness.

4. Attached hereto as Exhibit 5-19 are Certified Status and Title copies of the following United States Trademark Registrations: 3,038,588; 2,191,596; 2,286,759;

2,559,155; 2,556,355; 2,285,696; 2,559,096; 2,700,829; 2,997,379; 2,623,471; 2,429,029;
2,384,568; 2,276,955; 2,199,125; and 2,691,242. These registrations are all in good
standing, in full force and effect, and are all owned by Opposer Bear U.S.A., Inc.

I declare, under the penalty of perjury, that the foregoing is true and correct.

Dated: February 9, 2007



Timothy J. Kelly

NY_MAIN 617219v1

Pursuant to Rule 30(b)(6) of the Federal Rules of Civil Procedure, Applicant is required to designate one or more officers, directors, or managing agents, or other persons who are qualified, knowledgeable and competent to testify on its behalf to testify with respect to each of the topics listed in the attached Schedule A.

Dated: December 8, 2006

FITZPATRICK, CELLA, HARPER
& SCINTO

By: *Timothy J. Kelly* /ep
Timothy J. Kelly
30 Rockefeller Plaza
New York, New York 10112
(212) 218-2100

Attorneys for Opposer
Bear U.S.A., Inc.

Schedule A – Topics of Deposition

1. The creation, consideration, development, selection, clearance, adoption and first use of the mark shown in United States Trademark Application Serial No. 76/631094 (hereinafter referred to as “Applicant’s Mark”).
2. The prosecution of Application Serial No. 76/631094.
3. The products offered for sale or planned to be offered for sale by Applicant in connection with Applicant’s Mark.
4. The sale of products bearing Applicant’s Mark, including, without limitation, the identity of retailers and distributors of products bearing Applicant’s Mark.
5. Applicant’s past and present sales of products bearing Applicant’s Mark.
6. The past, present, and planned customers and channels of trade for goods bearing Applicant’s Mark.
7. Applicant’s knowledge of Opposer and/or Opposer’s products.
8. Applicant’s past, present and planned advertising, marketing and promotion of products bearing Applicant’s Mark
9. Applicant’s formal or informal investigations, research, searches, surveys, tests, studies, or polls of any kind, including, but not limited to, trademark searches, the Applicant has conducted or has knowledge of pertaining to Applicant’s, Opposer’s, or any third party’s use of the term BEAR in connection with clothing products.
10. Instances or possible instances of confusion, mistake or deception of any kind, including confusion, mistake or deception as to sponsorship or

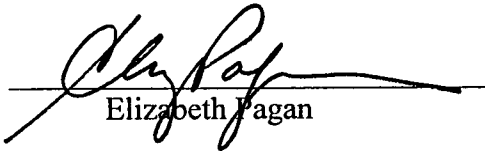
affiliation, that has occurred between Applicant or its use of Applicant's Mark and Opposer or any of Opposer's Marks as defined in the Notice of Opposition herein.

11. Consumer or retailer returns of products bearing Applicant's Mark.
12. Applicant's responses to Opposer's interrogatories and document requests in this matter.
13. Applicant's Answer to the Notice of Opposition herein.
14. Applicant's awareness of Opposer and/or Opposer's Marks.

Certificate of Service

I, Elizabeth Pagan, hereby certify that on this the 8th day of December 2006, a true and correct copy of the foregoing Notice of Rule 30(b)(6) Deposition of Applicant, was served on the following counsel of record, by First Class Mail and by Facsimile, as follows:

Joseph Sutton, Esq.
EZRA SUTTON, P.A.
PLAZA 9, 900 ROUTE 9, SUITE 201
WOODBIDGE, NJ 07095
Facsimile: (732) 634-3511


Elizabeth Pagan

DOUBLE FRONT CARPENTER PANT

BEAR



RIVER WORKWEAR

**TOUGH CLOTHING
FOR TOUGH JOBS**

Roomy Fit For Greater Comfort and Ease of Motion

Double Front Knee Panels for Durability

Triple Stitched Main Seams

Tool Pockets and Hammer Loop

Rivets at Major Stress Points

13.5 oz. 100% Cotton Duck

FOR TOUGH JOBS
TOUGH CLOTHING

WORKWEAR RIVER BEAR

BEAR



WORKWEAR 36x32



Manufacturer's Suggested Retail Price

\$30.00

EXHIBIT

LEVY G.D.
2/1/07 KC

001182

BEAR



OUTDOOR
CLOTHING

BEAR




RIVER WORKWEAR

☆☆☆☆

CONVENIENT CELL PHONE POCKET

WORK PANT

BEAR



RIVER WORKWEAR

**TOUGH CLOTHING
FOR TOUGH JOBS**

Roomy Fit For Greater Comfort
and Ease of Motion

Double Front Knee Panels for Durability

Convenient Cell Phone Pocket

Easy Care 65% Polyester 35% Cotton Twill

001183

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

TTAB

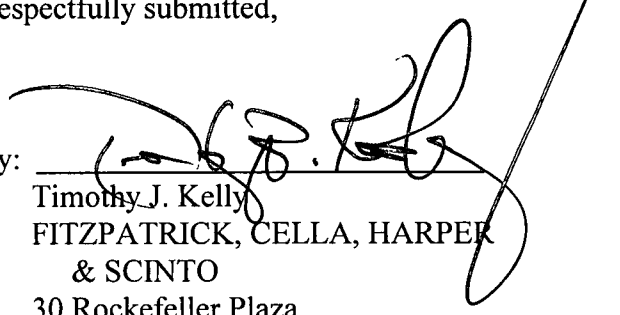
-----X	:	
BEAR U.S.A., INC.,	:	
	:	
Opposer,	:	
	:	
v.	:	Opposition No.: 91170064
	:	Serial No.: 76/631,094
ARMOUTH INTERNATIONAL, INC.,	:	
	:	
Applicant.	:	
-----X	:	

OPPOSER'S MOTION FOR SUMMARY JUDGMENT

Bear U.S.A., Inc. (hereinafter "Bear"), hereby moves this Honorable Board, pursuant to 37 C.F.R. § 2.127 and Rule 56 of the Federal Rules of Civil Procedure, for an Order granting Summary Judgment and sustaining the instant Opposition proceeding. In support of its Motion, Bear submits its Memorandum in support of its Motion for Summary Judgement, together with the Affidavits of Thomas Hong and Timothy J. Kelly (with Exhibits), concurrently herewith.

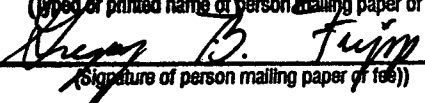
Dated: February 9, 2007

Respectfully submitted,

By: 
 Timothy J. Kelly
 FITZPATRICK, CELLA, HARPER
 & SCINTO
 30 Rockefeller Plaza
 New York, New York 10112
 (212) 218-2100

Express Mail mailing number EV129552657US
Date of Deposit 02/09/07

I hereby certify that this paper is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37CFR 2.198 on the date indicated above and is addressed to:
Commissioner for Trademarks
P.O. Box 1451, Alexandria, VA 22313-1451

GREGORY B. FRIPP
(Typed or printed name of person mailing paper or fee)

(Signature of person mailing paper or fee)

Attorneys for Opposer,
BEAR U.S.A., INC.

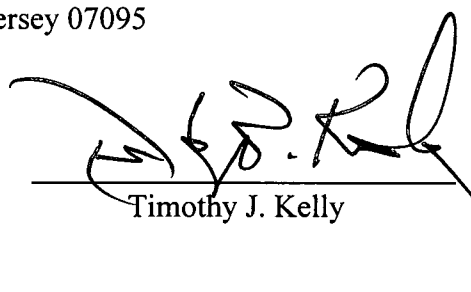


02-09-2007

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of Opposer's For Summary
Judgement together with its Memorandum in support thereof and the supporting affidavits
of Thomas Hong and Timothy J. Kelly (with Exhibits) were served on Counsel of Record
for Applicant at the address set forth below on this 9th day of February 2007, by First Class
Mail:

Joseph Sutton, Esq.
Ezra Sutton & Associates, PA
Plaza 9
900 Route 9
Woodbridge, New Jersey 07095



Timothy J. Kelly

BEAR
RIVER

RN86960

**OUTDOOR
CLOTHING**

Rugged Clothing For An Active Lifestyle
WEEL: 60% COTTON 20% POLYESTER
LINING: 60% COTTON 40% POLYESTER

WASHING INSTRUCTIONS
MACHINE WASH COLD
WITH SIMILAR COLORS
DO NOT BLEACH
TUMBLE DRY LOW
REMOVE PROMPTLY
WASH FROM INSIDE

SIZE

1.

Made in Pakistan

BEAR
RIVER

42 x 30

Double Front

42 x 30

BEAR
RIVER

42 x 30

Double Front

42 x 30

BEAR
RIVER

TOUGH CLOTHING FOR TOUGH JOBS

WORKWEAR
RIVER
BEAR

BEAR



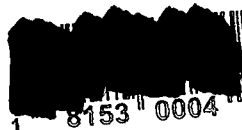
WORKWEAR
42x30

BEAR
RIVER



**OUTDOOR
CLOTHING**

Rugged Clothing For
An Active Lifestyle

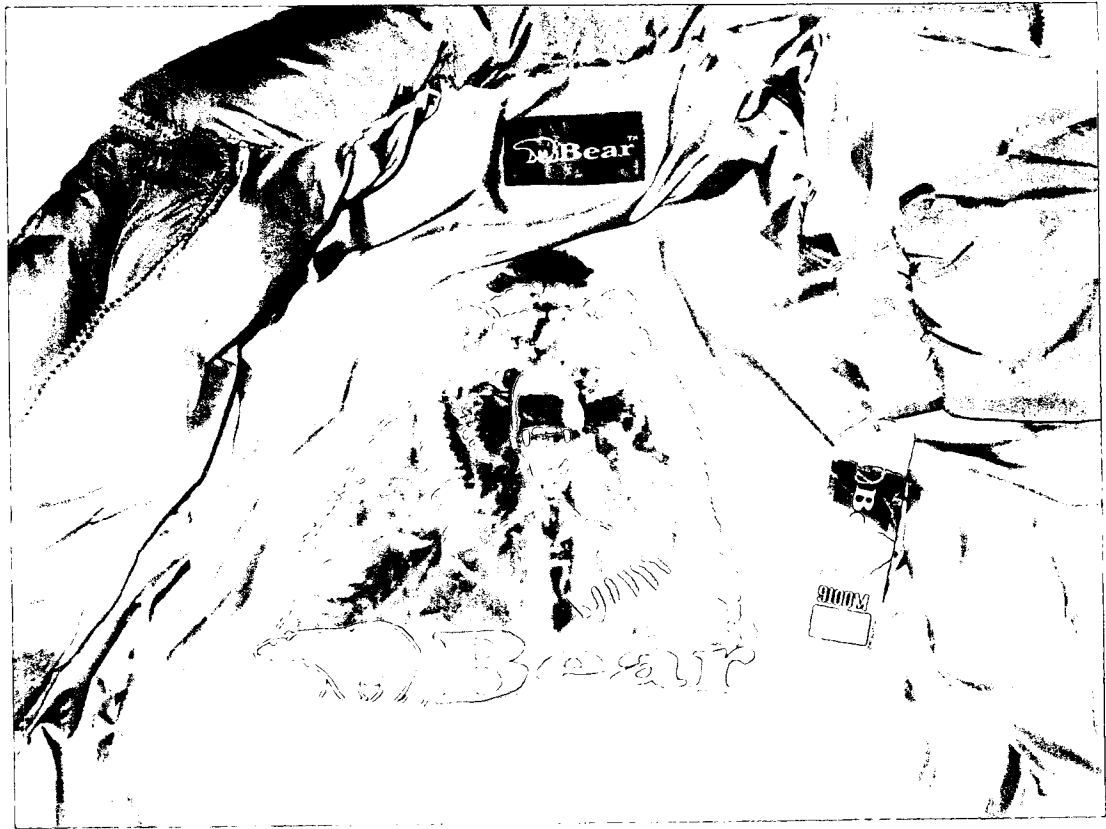


Manufacturer's Suggested Retail Price

\$40.00

1 8153 0004 8
Manufacturer's Suggested Retail Price
\$35.00

001184




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9100M

EXHIBIT

LEVY 7 ID
2/1/07 K6

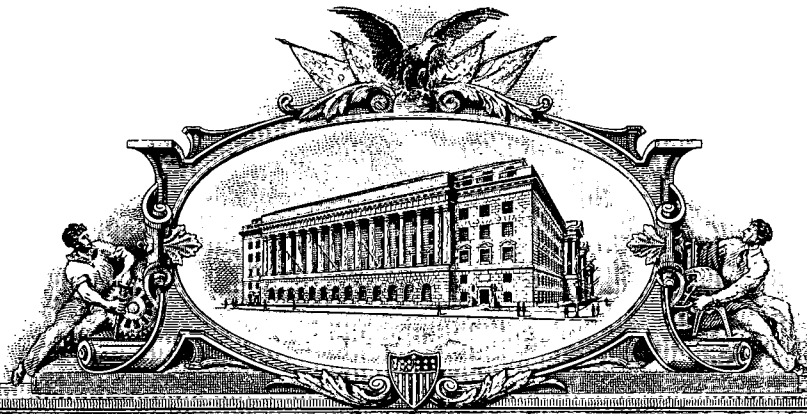
B

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S



1574964



THE UNITED STATES OF AMERICA

TO ALL TO WHOM THESE PRESENTS SHALL COME:

**UNITED STATES DEPARTMENT OF COMMERCE
United States Patent and Trademark Office**

February 07, 2007

**THE ATTACHED U.S. TRADEMARK REGISTRATION 3,038,588 IS
CERTIFIED TO BE A TRUE COPY OF THE REGISTRATION ISSUED BY
THE UNITED STATES PATENT AND TRADEMARK OFFICE WHICH
REGISTRATION IS IN FULL FORCE AND EFFECT.**

**REGISTERED FOR A TERM OF 10 YEARS FROM *January 10, 2006*
SAID RECORDS SHOW TITLE TO BE IN: *Registrant***

**By Authority of the
Under Secretary of Commerce for Intellectual Property
and Director of the United States Patent and Trademark Office**


**VIELKA BROWN
Certifying Officer**



Int. Cls.: 18 and 25

Prior U.S. Cls.: 1, 2, 3, 22, 39 and 41

United States Patent and Trademark Office

Reg. No. 3,038,588

Registered Jan. 10, 2006

**TRADEMARK
PRINCIPAL REGISTER**

BEAR

BEAR U.S.A., INC. (NEW JERSEY CORPORATION)
40 OAK STREET
P.O. BOX 424
NORWOOD, NJ 07648

FOR: ALL PURPOSE ATHLETIC, SPORT AND
DUFFEL BAGS, IN CLASS 18 (U.S. CLS. 1, 2, 3, 22
AND 41).

FIRST USE 5-0-1993; IN COMMERCE 11-0-1993.

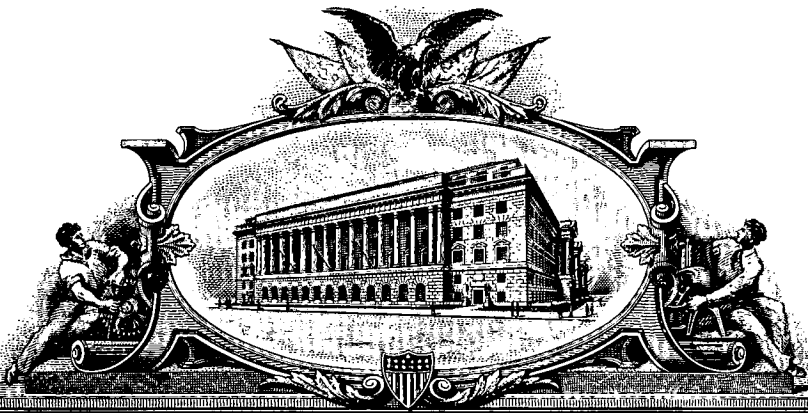
FOR: CLOTHING, NAMELY PARKAS, JACKETS,
SHIRTS, HATS, HEADBANDS AND FOOTWEAR, IN
CLASS 25 (U.S. CLS. 22 AND 39).

FIRST USE 5-0-1993; IN COMMERCE 11-0-1993.

SER. NO. 75-063,344, FILED 2-26-1996.

ALICE SUE CARRUTHERS, EXAMINING ATTOR-
NEY

1501774



THE UNITED STATES OF AMERICA

TO ALL TO WHOM THESE PRESENTS SHALL COME:

UNITED STATES DEPARTMENT OF COMMERCE

United States Patent and Trademark Office

August 09, 2006

THE ATTACHED U.S. TRADEMARK REGISTRATION 2,191,596 IS CERTIFIED TO BE A TRUE COPY WHICH IS IN FULL FORCE AND EFFECT WITH NOTATIONS OF ALL STATUTORY ACTIONS TAKEN THEREON AS DISCLOSED BY THE RECORDS OF THE UNITED STATES PATENT AND TRADEMARK OFFICE.

REGISTERED FOR A TERM OF 10 YEARS FROM *September 22, 1998*

SECTION 8

LESS GOODS

SAID RECORDS SHOW TITLE TO BE IN:

Registrant

**By Authority of the
Under Secretary of Commerce for Intellectual Property
and Director of the United States Patent and Trademark Office**



Shirley D. Harris
SHIRLEY D. HARRIS
Certifying Officer

Int. Cl.: 25

Prior U.S. Cls.: 22 and 39

Reg. No. 2,191,596

United States Patent and Trademark Office

Registered Sep. 22, 1998

**TRADEMARK
PRINCIPAL REGISTER**

BEAR-MAX

**BEAR U.S.A., INC. (NEW JERSEY CORPORATION)
40 OAK STREET
P.O. BOX 424
NORWOOD, NJ 07648**

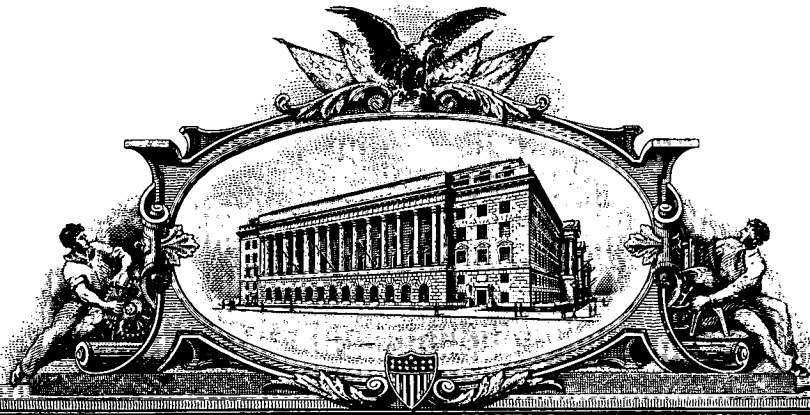
**FIRST USE 2-1-1997; IN COMMERCE
2-1-1997.**

SN 75-977,619, FILED 2-26-1996.

**FOR: CLOTHING, NAMELY, PARKAS,
JACKETS AND ~~T-SHIRTS~~, IN CLASS 25 (U.S.
CLS. 22 AND 39).**

ALICE SUE CARRUTHERS, EXAMINING ATTORNEY

1501774



THE UNITED STATES OF AMERICA

TO ALL TO WHOM THESE PRESENTS SHALL COME:

UNITED STATES DEPARTMENT OF COMMERCE

United States Patent and Trademark Office

August 09, 2006

THE ATTACHED U.S. TRADEMARK REGISTRATION 2,286,759 IS CERTIFIED TO BE A TRUE COPY WHICH IS IN FULL FORCE AND EFFECT WITH NOTATIONS OF ALL STATUTORY ACTIONS TAKEN THEREON AS DISCLOSED BY THE RECORDS OF THE UNITED STATES PATENT AND TRADEMARK OFFICE.


REGISTERED FOR A TERM OF 10 YEARS FROM *October 12, 1999*

SECTION 8 & 15

SAID RECORDS SHOW TITLE TO BE IN:

Registrant

**By Authority of the
Under Secretary of Commerce for Intellectual Property
and Director of the United States Patent and Trademark Office**


SHIRLEY D. HARRIS
Certifying Officer



Int. Cl.: 25

Prior U.S. Cls.: 22 and 39

United States Patent and Trademark Office

Reg. No. 2,286,759

Registered Oct. 12, 1999

**TRADEMARK
PRINCIPAL REGISTER**

BABY BEAR

BEAR U.S.A., INC. (NEW JERSEY CORPORATION)
85 METRO WAY
SECAUCUS, NJ 07094

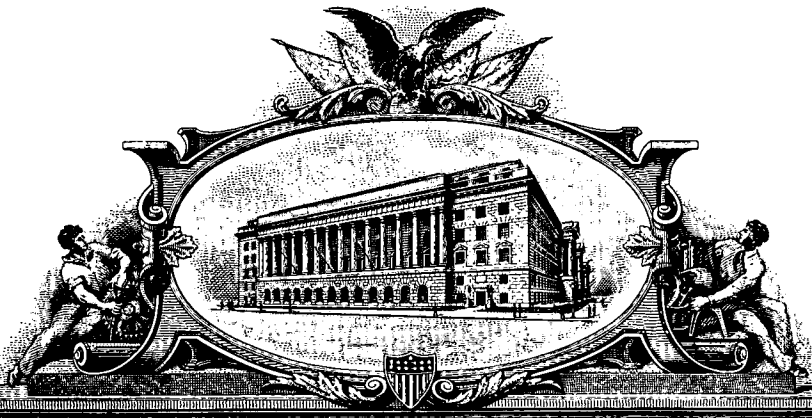
FIRST USE 1-1-1999; IN COMMERCE
1-1-1999.

SN 75-978,499, FILED 4-7-1998.

FOR: CLOTHING, NAMELY, PARKAS,
JACKETS, SWEATSHIRTS AND SHORTS, IN
CLASS 25 (U.S. CLS. 22 AND 39).

ALICE SUE CARRUTHERS, EXAMINING ATTORNEY

1501774



THE UNITED STATES OF AMERICA

TO ALL TO WHOM THESE PRESENTS SHALL COME:

**UNITED STATES DEPARTMENT OF COMMERCE
United States Patent and Trademark Office**

August 09, 2006

**THE ATTACHED U.S. TRADEMARK REGISTRATION 2,559,155 IS
CERTIFIED TO BE A TRUE COPY OF THE REGISTRATION ISSUED BY
THE UNITED STATES PATENT AND TRADEMARK OFFICE WHICH
REGISTRATION IS IN FULL FORCE AND EFFECT.**

**REGISTERED FOR A TERM OF 10 YEARS FROM *April 09, 2002*
SAID RECORDS SHOW TITLE TO BE IN: *Registrant***

**By Authority of the
Under Secretary of Commerce for Intellectual Property
and Director of the United States Patent and Trademark Office**



Shirley D. Harris
SHIRLEY D. HARRIS
Certifying Officer

Int. Cl.: 25

Prior U.S. Cls.: 22 and 39

United States Patent and Trademark Office

Reg. No. 2,559,155

Registered Apr. 9, 2002

**TRADEMARK
PRINCIPAL REGISTER**

BABY BEAR

**BEAR U.S.A., INC. (NEW JERSEY CORPORATION)
85 METRO WAY
SECAUCUS, NJ 07094**

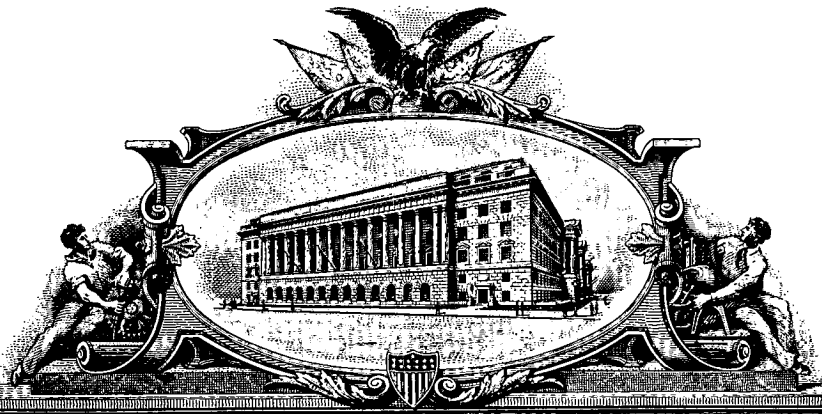
FIRST USE 8-0-2001; IN COMMERCE 8-0-2001.

SN 75-463,798, FILED 4-7-1998.

**FOR: CLOTHING, NAMELY, FOOTWEAR,
SHIRTS, HATS, PANTS, SOCKS, GLOVES, MIT-
TENS, SCARVES AND CAPS, IN CLASS 25 (U.S.
CLS. 22 AND 39).**

**ALICE SUE CARRUTHERS, EXAMINING ATTOR-
NEY**

1501774



THE UNITED STATES OF AMERICA

TO ALL TO WHOM THESE PRESENTS SHALL COME:

**UNITED STATES DEPARTMENT OF COMMERCE
United States Patent and Trademark Office**

August 09, 2006

**THE ATTACHED U.S. TRADEMARK REGISTRATION 2,556,355 IS
CERTIFIED TO BE A TRUE COPY OF THE REGISTRATION ISSUED BY
THE UNITED STATES PATENT AND TRADEMARK OFFICE WHICH
REGISTRATION IS IN FULL FORCE AND EFFECT.**

**REGISTERED FOR A TERM OF 10 YEARS FROM *April 02, 2002*
SAID RECORDS SHOW TITLE TO BE IN: *Registrant***

**By Authority of the
Under Secretary of Commerce for Intellectual Property
and Director of the United States Patent and Trademark Office**



(Signature)
SHIRLEY D. HARRIS
Certifying Officer

Int. Cl.: 25

Prior U.S. Cls.: 22 and 39

United States Patent and Trademark Office

Reg. No. 2,556,355

Registered Apr. 2, 2002

**TRADEMARK
PRINCIPAL REGISTER**

baby bear

BEAR U.S.A., INC. (NEW JERSEY CORPORATION)
85 METRO WAY
SECAUCUS, NJ 07094

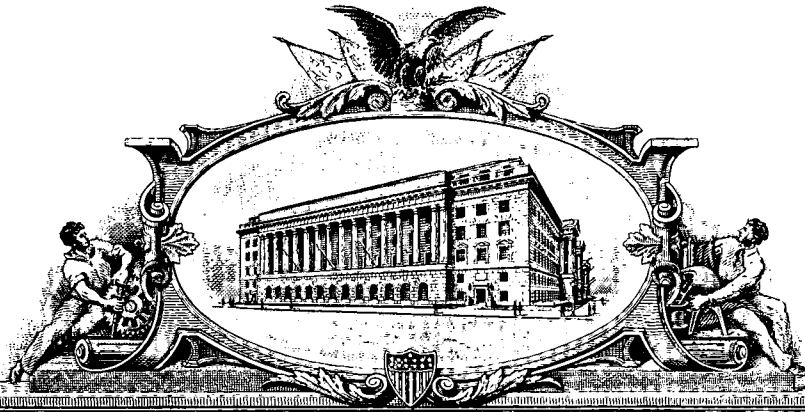
FIRST USE 10-0-2001; IN COMMERCE 10-0-2001.

SN 75-463,799, FILED 4-7-1998.

FOR: CLOTHING, NAMELY, PARKAS, SHIRTS,
HATS, SWEATSHIRTS, JACKETS, PANTS, SHORTS,
SOCKS, GLOVES, MITTENS, SCARVES AND CAPS,
IN CLASS 25 (U.S. CLS. 22 AND 39).

ALICE SUE CARRUTHERS, EXAMINING ATTORNEY

7024790



THE UNITED STATES OF AMERICA

TO ALL TO WHOM THESE PRESENTS SHALL COME:

UNITED STATES DEPARTMENT OF COMMERCE

United States Patent and Trademark Office

August 09, 2006

THE ATTACHED U.S. TRADEMARK REGISTRATION 2,285,696 IS CERTIFIED TO BE A TRUE COPY WHICH IS IN FULL FORCE AND EFFECT WITH NOTATIONS OF ALL STATUTORY ACTIONS TAKEN THEREON AS DISCLOSED BY THE RECORDS OF THE UNITED STATES PATENT AND TRADEMARK OFFICE.

REGISTERED FOR A TERM OF 10 YEARS FROM *October 12, 1999*

SECTION 8 & 15

SAID RECORDS SHOW TITLE TO BE IN:

REGISTRANT

**By Authority of the
Under Secretary of Commerce for Intellectual Property
and Director of the United States Patent and Trademark Office**


N. WILLIAMS

Certifying Officer



Int. Cl.: 25

Prior U.S. Cls.: 22 and 39

Reg. No. 2,285,696

United States Patent and Trademark Office

Registered Oct. 12, 1999

**TRADEMARK
PRINCIPAL REGISTER**



BEAR U.S.A., INC. (NEW JERSEY CORPORATION)
276-A BLANCH AVENUE
HARRINGTON PARK, NJ 07640

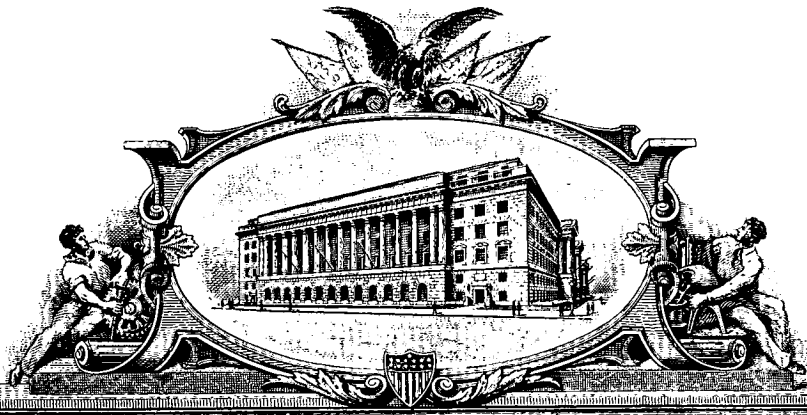
(EXCLUDING GOLF SHOES), IN CLASS 25
(U.S. CLS. 22 AND 39).
FIRST USE 9-0-1994; IN COMMERCE
9-0-1994.

FOR: CLOTHING, NAMELY, COLD WEATHER HATS, HEADBANDS, AND FOOTWEAR

SN 74-625,219, FILED 1-24-1995.

CHRISIE B. KING, EXAMINING ATTORNEY

7024790



THE UNITED STATES OF AMERICA

TO ALL TO WHOM THESE PRESENTS SHALL COME:

UNITED STATES DEPARTMENT OF COMMERCE

United States Patent and Trademark Office

August 09, 2006

**THE ATTACHED U.S. TRADEMARK REGISTRATION 2,559,096 IS
CERTIFIED TO BE A TRUE COPY OF THE REGISTRATION ISSUED BY
THE UNITED STATES PATENT AND TRADEMARK OFFICE WHICH
REGISTRATION IS IN FULL FORCE AND EFFECT.**

**REGISTERED FOR A TERM OF 10 YEARS FROM *April 09, 2002*
SAID RECORDS SHOW TITLE TO BE IN: *Registrant***

**By Authority of the
Under Secretary of Commerce for Intellectual Property
and Director of the United States Patent and Trademark Office**



W. Montgomery
W. MONTGOMERY
Certifying Officer

Int. Cl.: 18

Prior U.S. Cls.: 1, 2, 3, 22, and 41

United States Patent and Trademark Office

Reg. No. 2,559,096

Registered Apr. 9, 2002

**TRADEMARK
PRINCIPAL REGISTER**

 **BEAR USA**

**BEAR U.S.A., INC. (NEW JERSEY CORPORATION)
85 METRO WAY
SECAUCUS, NJ 07094**

**FOR: ALL PURPOSE ATHLETIC, SPORT AND
DUFFEL BAGS, IN CLASS 18 (U.S. CLS. 1, 2, 3, 22
AND 41).**

FIRST USE 4-0-2001; IN COMMERCE 4-0-2001.

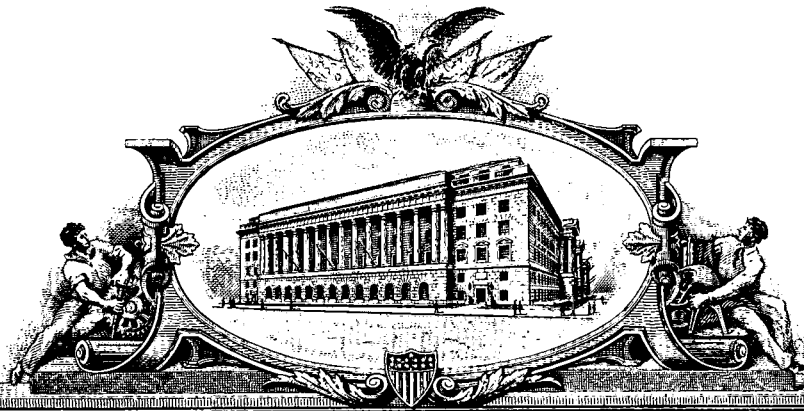
**NO CLAIM IS MADE TO THE EXCLUSIVE
RIGHT TO USE "USA", APART FROM THE MARK
AS SHOWN.**

**THE STIPLING SHOWN IN THE DRAWING IS
FOR SHADING PURPOSES ONLY.**

SN 75-371,191, FILED 10-10-1997.

**ALICE SUE CARRUTHERS, EXAMINING ATTOR-
NEY**

7024790



THE UNITED STATES OF AMERICA

TO ALL TO WHOM THESE PRESENTS SHALL COME:

UNITED STATES DEPARTMENT OF COMMERCE

United States Patent and Trademark Office

August 09, 2006

**THE ATTACHED U.S. TRADEMARK REGISTRATION 2,700,829 IS
CERTIFIED TO BE A TRUE COPY OF THE REGISTRATION ISSUED BY
THE UNITED STATES PATENT AND TRADEMARK OFFICE WHICH
REGISTRATION IS IN FULL FORCE AND EFFECT.**

**REGISTERED FOR A TERM OF 10 YEARS FROM *March 25, 2003*
SAID RECORDS SHOW TITLE TO BE IN: *Registrant***

**By Authority of the
Under Secretary of Commerce for Intellectual Property
and Director of the United States Patent and Trademark Office**



W. Montgomery
W. MONTGOMERY
Certifying Officer

Int. Cl.: 25

Prior U.S. Cls.: 22 and 39

United States Patent and Trademark Office

Reg. No. 2,700,829

Registered Mar. 25, 2003

**TRADEMARK
PRINCIPAL REGISTER**



BEAR U.S.A., INC. (NEW JERSEY CORPORATION)
40 OAK STREET
P.O. BOX 424
NORWOOD, NJ 07648

FOR: PARKAS AND JACKETS, IN CLASS 25 (U.S. CLS. 22 AND 39).

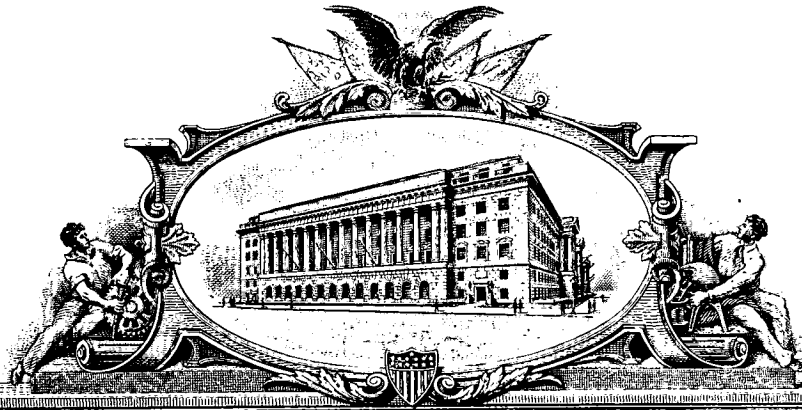
FIRST USE 4-0-1996; IN COMMERCE 4-0-1996.

NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE "USA", APART FROM THE MARK AS SHOWN.

SN 75-983,105, FILED 2-26-1996.

ALICE SUE CARRUTHERS, EXAMINING ATTORNEY

7024790



THE UNITED STATES OF AMERICA

TO ALL TO WHOM THESE PRESENTS SHALL COME:

**UNITED STATES DEPARTMENT OF COMMERCE
United States Patent and Trademark Office**

August 09, 2006

**THE ATTACHED U.S. TRADEMARK REGISTRATION 2,997,379 IS
CERTIFIED TO BE A TRUE COPY OF THE REGISTRATION ISSUED BY
THE UNITED STATES PATENT AND TRADEMARK OFFICE WHICH
REGISTRATION IS IN FULL FORCE AND EFFECT.**

**REGISTERED FOR A TERM OF 10 YEARS FROM *September 20, 2005*
SAID RECORDS SHOW TITLE TO BE IN: *Registrant***

**By Authority of the
Under Secretary of Commerce for Intellectual Property
and Director of the United States Patent and Trademark Office**



N. Williams
N. WILLIAMS
Certifying Officer

Int. Cl.: 25

Prior U.S. Cls.: 22 and 39

United States Patent and Trademark Office

Reg. No. 2,997,379

Registered Sep. 20, 2005

**TRADEMARK
PRINCIPAL REGISTER**



BEAR U.S.A., INC. (NEW JERSEY CORPORATION)

460 BERGEN BOULEVARD SUITE 400
PALISADES PARK, NJ 07650

FOR: CLOTHING, NAMELY PARKAS AND
JACKETS, IN CLASS 25 (U.S. CLS. 22 AND 39).

FIRST USE 4-0-1996; IN COMMERCE 4-0-1996.

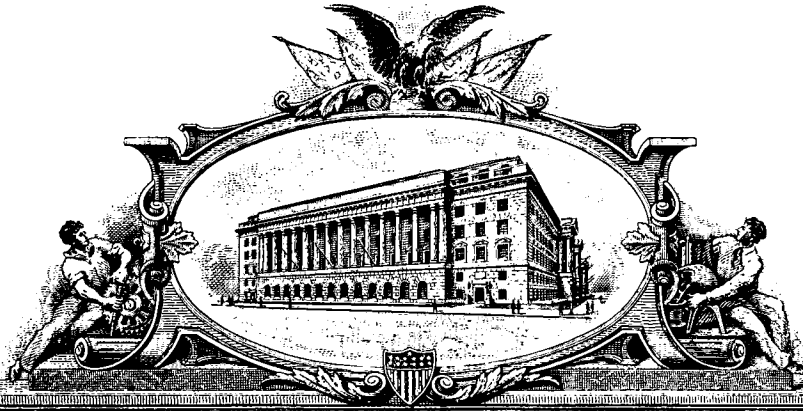
OWNER OF U.S. REG. NOS. 2,276,955, 2,700,829
AND OTHERS.

NO CLAIM IS MADE TO THE EXCLUSIVE
RIGHT TO USE "USA", APART FROM THE MARK
AS SHOWN.

SER. NO. 78-391,423, FILED 3-26-2004.

ANN E. SAPPENFIELD, EXAMINING ATTORNEY

7024790



THE UNITED STATES OF AMERICA

TO ALL TO WHOM THESE PRESENTS SHALL COME:

UNITED STATES DEPARTMENT OF COMMERCE

United States Patent and Trademark Office

August 09, 2006

**THE ATTACHED U.S. TRADEMARK REGISTRATION 2,623,471 IS
CERTIFIED TO BE A TRUE COPY OF THE REGISTRATION ISSUED BY
THE UNITED STATES PATENT AND TRADEMARK OFFICE WHICH
REGISTRATION IS IN FULL FORCE AND EFFECT.**

**REGISTERED FOR A TERM OF 10 YEARS FROM *September 24, 2002*
SAID RECORDS SHOW TITLE TO BE IN: *Registrant***

**By Authority of the
Under Secretary of Commerce for Intellectual Property
and Director of the United States Patent and Trademark Office**



W. Montgomery
W. MONTGOMERY
Certifying Officer

Int. Cls.: 18 and 25

Prior U.S. Cls.: 1, 2, 3, 22, 39 and 41

United States Patent and Trademark Office

Reg. No. 2,623,471

Registered Sep. 24, 2002

TRADEMARK
PRINCIPAL REGISTER

bear-usa

BEAR U.S.A., INC. (DELAWARE CORPORATION)
530 SECAUCUS ROAD
SECAUCUS, NJ 07094

FOR: ALL PURPOSE ATHLETIC SPORT AND
DUFFEL BAGS, IN CLASS 18 (U.S. CLS. 1, 2, 3, 22
AND 41).

FIRST USE 9-14-2000; IN COMMERCE 9-14-2000.

FOR: CLOTHING, NAMELY SWEATERS,
GLOVES, HEADBANDS AND FOOTWEAR, IN-

CLUDING SHOES AND BOOTS, IN CLASS 25 (U.S.
CLS. 22 AND 39).

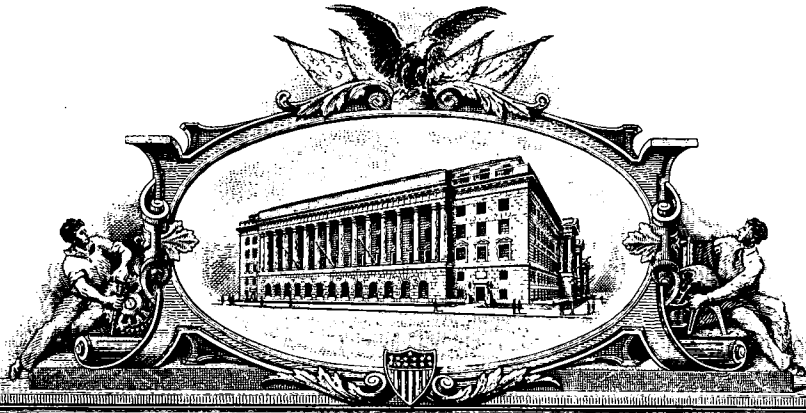
FIRST USE 9-14-2000; IN COMMERCE 9-14-2000.

OWNER OF U.S. REG. NOS. 2,276,955, 2,429,029
AND OTHERS.

SER. NO. 76-169,089, FILED 11-21-2000.

HENRY S. ZAK, EXAMINING ATTORNEY

7024790



THE UNITED STATES OF AMERICA

TO ALL TO WHOM THESE PRESENTS SHALL COME:

UNITED STATES DEPARTMENT OF COMMERCE

United States Patent and Trademark Office

August 09, 2006

**THE ATTACHED U.S. TRADEMARK REGISTRATION 2,429,029 IS
CERTIFIED TO BE A TRUE COPY OF THE REGISTRATION ISSUED BY
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REGISTRATION IS IN FULL FORCE AND EFFECT.**

**REGISTERED FOR A TERM OF 10 YEARS FROM *February 20, 2001*
SAID RECORDS SHOW TITLE TO BE IN: *Registrant***

**By Authority of the
Under Secretary of Commerce for Intellectual Property
and Director of the United States Patent and Trademark Office**



W. Montgomery
W. MONTGOMERY
Certifying Officer

Int. Cls.: 18 and 25

Prior U.S. Cls.: 1, 2, 3, 22, 39 and 41

Reg. No. 2,429,029

United States Patent and Trademark Office

Registered Feb. 20, 2001

**TRADEMARK
PRINCIPAL REGISTER**

BEAR U.S.A., INC.

BEAR U.S.A., INC. (NEW JERSEY CORPORATION)
40 OAK STREET
P.O. BOX 424
NORWOOD, NJ 07648

FOR: ALL PURPOSE ATHLETIC, SPORT AND
DUFFEL BAGS, IN CLASS 18 (U.S. CLS. 1, 2, 3,
22 AND 41).

FIRST USE 9-7-1994; IN COMMERCE 10-17-1994.

FOR: CLOTHING, NAMELY PARKAS, JACKETS,
SHIRTS, HATS, HEADBANDS AND FOOTWEAR, IN
CLASS 25 (U.S. CLS. 22 AND 39).

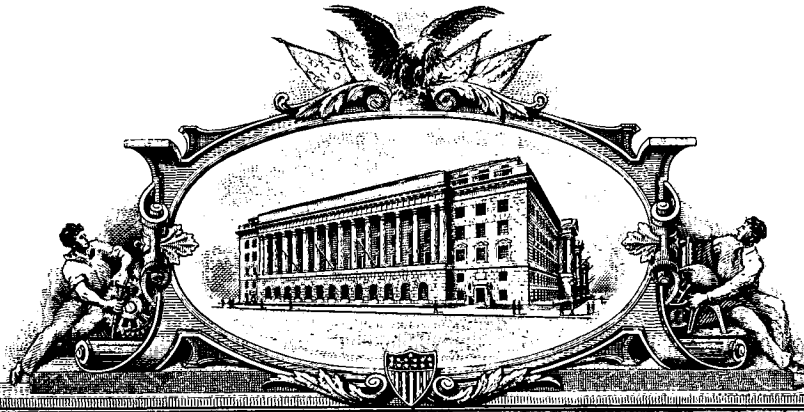
FIRST USE 9-7-1994; IN COMMERCE 10-17-1994.

NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT
TO USE "U.S.A., INC.", APART FROM THE MARK
AS SHOWN.

SER. NO. 75-063,343, FILED 2-26-1996.

ALICE SUE CARRUTHERS, EXAMINING ATTOR-
NEY

7024790



THE UNITED STATES OF AMERICA

TO ALL TO WHOM THESE PRESENTS SHALL COME:

UNITED STATES DEPARTMENT OF COMMERCE

United States Patent and Trademark Office

August 09, 2006

THE ATTACHED U.S. TRADEMARK REGISTRATION 2,384,568 IS
CERTIFIED TO BE A TRUE COPY OF THE REGISTRATION ISSUED BY
THE UNITED STATES PATENT AND TRADEMARK OFFICE WHICH
REGISTRATION IS IN FULL FORCE AND EFFECT.

REGISTERED FOR A TERM OF 10 YEARS FROM *September 12, 2000*
SAID RECORDS SHOW TITLE TO BE IN: *Registrant*

By Authority of the
Under Secretary of Commerce for Intellectual Property
and Director of the United States Patent and Trademark Office



W. Montgomery
W. MONTGOMERY
Certifying Officer

Int. Cl.: 25

Prior U.S. Cls.: 22 and 39

Reg. No. 2,384,568

United States Patent and Trademark Office

Registered Sep. 12, 2000

**TRADEMARK
PRINCIPAL REGISTER**

BEAR MOUNTAIN

**BEAR U.S.A., INC. (NEW JERSEY CORPORATION)
85 METRO WAY
SECAUCUS, NJ 07094**

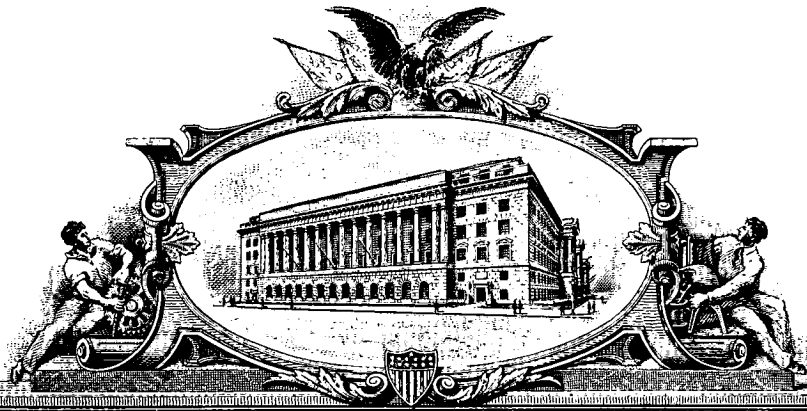
FIRST USE 6-12-1993; IN COMMERCE 6-12-1993.

SER. NO. 75-472,696, FILED 4-23-1998.

**FOR: CLOTHING, NAMELY PARKAS AND
VESTS, IN CLASS 25 (U.S. CLS. 22 AND 39).**

**ALICE SUE CARRUTHERS, EXAMINING ATTOR-
NEY**

7024790



THE UNITED STATES OF AMERICA

**TO ALL TO WHOM THESE PRESENTS SHALL COME:
UNITED STATES DEPARTMENT OF COMMERCE**

United States Patent and Trademark Office

August 09, 2006

**THE ATTACHED U.S. TRADEMARK REGISTRATION 2,276,955 IS
CERTIFIED TO BE A TRUE COPY WHICH IS IN FULL FORCE AND
EFFECT WITH NOTATIONS OF ALL STATUTORY ACTIONS TAKEN
THEREON AS DISCLOSED BY THE RECORDS OF THE UNITED STATES
PATENT AND TRADEMARK OFFICE.**

**REGISTERED FOR A TERM OF 10 YEARS FROM *September 14, 1999*
SECTION 8 & 15**

**SAID RECORDS SHOW TITLE TO BE IN:
*REGISTRANT***

**By Authority of the
Under Secretary of Commerce for Intellectual Property
and Director of the United States Patent and Trademark Office**



W. Montgomery
W. MONTGOMERY
Certifying Officer

Int. Cl.: 25

Prior U.S. Cls.: 22 and 39

Reg. No. 2,276,955

United States Patent and Trademark Office

Registered Sep. 14, 1999

**TRADEMARK
PRINCIPAL REGISTER**



BEAR U.S.A., INC. (NEW JERSEY CORPORATION)
276-A BLANCH AVENUE
HARRINGTON PARK, NJ 07640

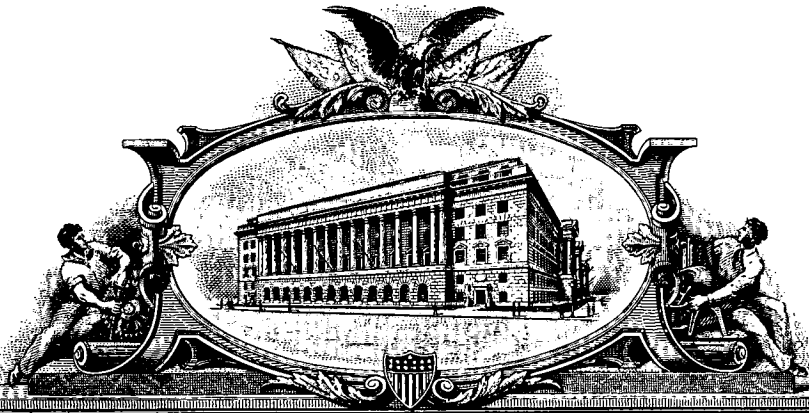
NO CLAIM IS MADE TO THE EXCLUSIVE
RIGHT TO USE "U.S.A." AND "INC.", APART
FROM THE MARK AS SHOWN.

FOR: CLOTHING, NAMELY PARKAS AND
JACKETS, IN CLASS 25 (U.S. CLS. 22 AND 39).
FIRST USE 9-7-1994; IN COMMERCE
10-17-1994.

SER. NO. 74-802,359, FILED 8-2-1994.

RUDY R. SINGLETON, EXAMINING ATTORNEY

1501774



THE UNITED STATES OF AMERICA

TO ALL TO WHOM THESE PRESENTS SHALL COME:

UNITED STATES DEPARTMENT OF COMMERCE

United States Patent and Trademark Office

August 09, 2006

**THE ATTACHED U.S. TRADEMARK REGISTRATION 2,199,125 IS
CERTIFIED TO BE A TRUE COPY WHICH IS IN FULL FORCE AND
EFFECT WITH NOTATIONS OF ALL STATUTORY ACTIONS TAKEN
THEREON AS DISCLOSED BY THE RECORDS OF THE UNITED STATES
PATENT AND TRADEMARK OFFICE.**

REGISTERED FOR A TERM OF 20 YEARS FROM *October 20, 1998*

SECTION 8 & 15

SAID RECORDS SHOW TITLE TO BE IN:

Registrant

**By Authority of the
Under Secretary of Commerce for Intellectual Property
and Director of the United States Patent and Trademark Office**



(Shirley D. Harris)
SHIRLEY D. HARRIS
Certifying Officer

Int. Cl.: 25

Prior U.S. Cls.: 22 and 39

Reg. No. 2,199,125

United States Patent and Trademark Office

Registered Oct. 20, 1998

**TRADEMARK
PRINCIPAL REGISTER**



BEAR-MAX

BEAR U.S.A., INC. (NEW JERSEY CORPORATION)
40 OAK STREET
P.O. BOX 424
NORWOOD, NJ 07648

FIRST USE 2-1-1997; IN COMMERCE
2-1-1997.

SN 75-977,665, FILED 2-26-1996.

FOR: CLOTHING, NAMELY, PARKAS,
JACKETS, AND T-SHIRTS, IN CLASS 25 (U.S.
CLS. 22 AND 39).

ALICE SUE CARRUTHERS, EXAMINING ATTORNEY

Int. Cl.: 25

Prior U.S. Cls.: 22 and 39

Reg. No. 2,199,125

United States Patent and Trademark Office

Registered Oct. 20, 1998

**TRADEMARK
PRINCIPAL REGISTER**



**BEAR U.S.A., INC. (NEW JERSEY CORPORATION)
40 OAK STREET
P.O. BOX 424
NORWOOD, NJ 07648**

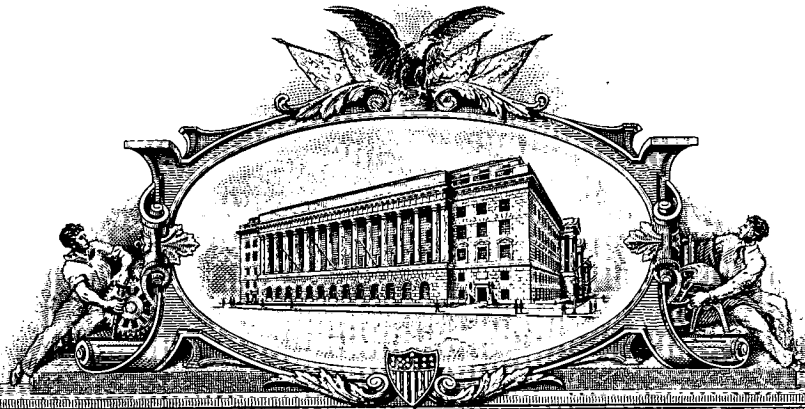
**FIRST USE 2-1-1997; IN COMMERCE
2-1-1997.**

SN 75-977,665, FILED 2-26-1996.

**FOR: CLOTHING, NAMELY, PARKAS,
JACKETS, AND T-SHIRTS, IN CLASS 25 (U.S.
CLS. 22 AND 39).**

**ALICE SUE CARRUTHERS, EXAMINING AT-
TORNEY**

1574964



THE UNITED STATES OF AMERICA

TO ALL TO WHOM THESE PRESENTS SHALL COME:

UNITED STATES DEPARTMENT OF COMMERCE

United States Patent and Trademark Office

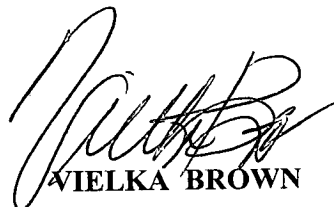
February 07, 2007

**THE ATTACHED U.S. TRADEMARK REGISTRATION 2,691,242 IS
CERTIFIED TO BE A TRUE COPY OF THE REGISTRATION ISSUED BY
THE UNITED STATES PATENT AND TRADEMARK OFFICE WHICH
REGISTRATION IS IN FULL FORCE AND EFFECT.**

**REGISTERED FOR A TERM OF 10 YEARS FROM *February 25, 2003*
SAID RECORDS SHOW TITLE TO BE IN: *Registrant***

**By Authority of the
Under Secretary of Commerce for Intellectual Property
and Director of the United States Patent and Trademark Office**




VIELKA BROWN
Certifying Officer

Int. Cl.: 25

Prior U.S. Cls.: 22 and 39

Reg. No. 2,691,242

United States Patent and Trademark Office

Registered Feb. 25, 2003

**TRADEMARK
PRINCIPAL REGISTER**

 **BEAR USA**

BEAR U.S.A., INC. (NEW JERSEY CORPORATION)
85 METRO WAY
SECAUCUS, NJ 07094

FOR: CLOTHING, NAMELY, PARKAS, JACKETS, SWEATERS, SWEATSHIRTS, T-SHIRTS, PANTS, JEANS, SHORTS, SOCKS, HATS, CAPS, GLOVES AND HEADBANDS, IN CLASS 25 (U.S. CLS. 22 AND 39).

FIRST USE 4-0-2001; IN COMMERCE 4-0-2001.

NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE "USA", APART FROM THE MARK AS SHOWN.

THE STIPLING IS FOR SHADING PURPOSES ONLY.

SN 75-371,197, FILED 10-10-1997.

ALICE SUE CARRUTHERS, EXAMINING ATTORNEY

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD**

-----X		
BEAR U.S.A., INC.,	:	
	:	
Opposer,	:	
	:	
v.	:	Opposition No.: 91170064
	:	Serial No.: 76/631,094
ARMOUTH INTERNATIONAL, INC.,	:	
	:	
Applicant.	:	
-----X		

AFFIDAVIT OF THOMAS B. HONG

THOMAS HONG, hereby declares and states as follows:

1. I am the President of Bear U.S.A., Inc., the Opposer in this action and the owner of the BEAR Trademarks asserted in this Opposition and described below. I make this affidavit in support of Opposer Bear U.S.A. Inc.'s motion for summary judgment. I have personal knowledge of the facts and circumstances set forth below and if called to testify I could and would testify as follows.

2. I have been the President of Bear U.S.A., Inc. (hereinafter "Bear"), since the company incorporated under the laws of the State of New Jersey in 1994. Prior to that time I, along with my other family members, was employed by Bear's predecessor-in-interest, my family's retail clothing store in Manhattan. Bear is opposing Applicant's application to register United States Trademark Application Serial No. 76/631,094 for the alleged mark "Bear River" because Bear believes that if this mark were permitted to register, Bear would be harmed because the mark would confuse consumers into believing that Bear is the source of Applicant's products, that Bear has authorized Applicant's

distribution and sale of such products, and/or that Bear is in some way sponsoring Applicant's sale of such products.

3. Bear is a well known manufacturer and seller of high quality apparel products. Since 1993, Bear and its predecessor in interest (the Hong family business) have continuously used Bear's trademarks in connection with the marketing and sale of various articles of clothing and footwear. These products include, among other things, parkas, jackets, tee-shirts, hats and boots. Bear's products are sold to consumers of all ages. Although Bear's products originally appealed primarily to teens and young adults who desired to achieve the "hip-hop" look in the clothes they wear, the high quality and of Bear's products have made them popular items with twenty-, thirty-, and forty-something outdoor and sports enthusiasts, as well as with fashion and style-conscious consumers from all walks of life.

4. Beginning as early as 1993, Bear's predecessor-in-interest sold jackets, vests and parkas under the trademark BEAR MOUNTAIN. These products were high quality products made exclusively for the Hong family by manufacturers in China and Korea. Exhibit 1 shows photographs of a down vest and a down parka first offered for sale and sold by Bear's predecessor-in-interest as early as 1993. Bear's line of vests and parkas was an immediate success. Building on that success, Bear began developing and aggressively manufacturing, distributing, promoting and selling high-quality apparel under various trademarks incorporating the term "BEAR". In addition, in 1994, Bear incorporated under the name Bear U.S.A., Inc., and succeeded to its predecessor's rights.

5. Over the years since its inception, Bear has developed and used a collection of distinctive BEAR trademarks in connection with the manufacture, distribution, promotion, advertising and sale of apparel of the type listed above. Presently, Bear is the owner of numerous Federal trademark registrations for its BEAR Trademarks. These trademarks, referred to collectively as the "BEAR Trademarks" include: Registration No. 3,038,588 for the mark BEAR; Registration No. 2,191,596 for the mark BEAR-MAX; Registration Nos. 2,286,759, 2,559,155 and 2,556,355 for the mark BABY BEAR; Registration No. 2,285,696 for the mark BEAR and Design; Registration No. 2,282,358 for the mark BEAR and Design; Registration Nos. 2,559,096, 2,700,829, 2,997,379, 2,623,471, and 2,691,242 for various BEAR U.S.A. and Design marks; Registration No. 2,429,029 for the mark BEAR U.S.A., INC.; Registration No. 2,384,568 for the mark BEAR MOUNTAIN; and Registration No. 2,276,955 for the mark BEAR U.S.A., Inc. Attached as Exhibit 2 are copies of the certificates of registration for above-referenced marks. The filing and first use dates for each of Bear's above-referenced trademark registrations pre-dates the filing of the intent-to-use application at issue in this proceeding.

6. Copies of photographs of representative samples of Bear's clothing displaying some of the trademarks that comprise the BEAR Trademarks are attached hereto as Exhibit 3. As shown in Exhibit 4 (attached), at least one of my company's products used the image of a growling bear as a design element of the jacket. A copy of one of Bear's sales pieces, also displaying some of the products we have offered, is attached hereto as Exhibit 5. As is apparent from a review of these materials, many of our products may be classified as "outerwear" (and often is by advertisers and journalists).

7. Bear has established its products, each of which carry one or more of the BEAR Trademarks, as a very popular brand of apparel. Based on my experience, both the retail trade and consumers have come to expect products carrying the BEAR Trademarks to be high-quality products manufactured solely by Bear, and have come to rely on the presence of one or more of the BEAR Trademarks on clothing and footwear as a guarantee that these products are genuine Bear products of the high-quality consumers have come to expect. Attached hereto as Exhibit 6 are samples of some of labels and hang tags.

8. Bear's products are sold in local inner-city "mom and pop" stores, in department stores, and in select retail outlets throughout the United States. Some of these stores include (or have included) Citi Trends, ABC Variety Stores, Modell's Sporting Goods, Bob's Stores, Lounge, Work In Progress, Macys, Paragon, J.C. Penney, Inc., Nordstrom, Filenes, Dr. Jay's, Inc., Ramsey Outdoors, The Athlete's Foot, Sam's Best Buy (Oklahoma City, Oklahoma); Wal-Mart (Bentonville, Arkansas), Von Maur (28 stores throughout mid-West), Traffik (Atlanta, Georgia), Sky Fashion (Grand Prairie, Texas), Glick's (Illinois), Fresh Wear (Illinois), Scheel's (North Dakota), Juan Armando (Rodeo Drive, Beverly Hills), Goods (Colorado), Lark (Indiana), Tony's (Chicago, Illinois), and Dr. Denim (Philadelphia, Pennsylvania).

9. The price of Bear's products varies with the particular type of product offered and even the store in which the products are sold at retail. For example, our heavy duty expedition parka carries a manufacturer's suggested retail price that is substantially higher than the MSRP for our fleece headbands and tee-shirts. The realities

of the marketplace show that products sold at Macys are often sold at retail for prices higher than similar products priced sold at "mom & pop" stores in the Bronx. However, Bear's products are usually sold at retail for anywhere between \$20-\$40 (for t-shirts and hats); to around \$60-\$80 for pants; to around \$70-\$220 for jackets and parkas.

10. One of the major retailers through which Bear's apparel products carrying the BEAR Trademarks have been marketed is Macys. Attached hereto as Exhibit 7 are copies of Macys advertisements for Bear's parkas, one of which describes the product as the "bearTM bubble jacket", "the hottest look on the street". Also attached hereto as Exhibit 8 is a copy of a letter from John Mains, the Vice President of the Men's Department for Macy's Northeast. In his letter Mr. Mains describes how, as a result of the success of Bear's line of products in 1994, Bear was named a "major vendor" for 1995.

11. Bear's products have been prominently displayed alongside those of such other famous manufacturers as Tommy Hilfiger, Ralph Lauren, Guess, Sean John, Phat Farm, Steve Madden and many more in retail stores throughout the country.

12. Continually, since well prior to the February, 2005 filing date of Applicant's trademark application, Bear has been and still is marketing, offering for sale and selling clothing and footwear under the BEAR Trademarks, within the United States and in countries throughout the world. Since 1995, worldwide retail sales of products carrying one or more of the BEAR Trademarks have exceeded \$250 million, with more than approximately \$110 million in the United States alone. As a result of such sales, products carrying the BEAR Trademarks have acquired valuable goodwill, a recognized

preeminence, and an excellent reputation in the minds of the purchasing public and retail trade.

13. Bear has expended considerable effort and expense in promoting our apparel products and associated BEAR Trademarks. Indeed, since at least as early as 1993, we have invested heavily in advertising and promoting the products carrying the BEAR Trademarks through various advertising mechanisms, including direct advertising and co-op advertising with the various stores in which its products are sold. This advertising and promotional activity, which, over the years has reached more than \$7 million, has prominently featured the BEAR Trademarks and has been for the purpose of acquainting the public with the BEAR Trademarks and with the excellent quality of the clothing sold under those marks so that consumers may, with knowledge and confidence, purchase and use Bear's products. As a result of our extensive sales, advertising, and promotion, the purchasing public has come to know, rely upon and recognize Bear by its BEAR Trademarks. Furthermore, Bear has established valuable goodwill and secondary meaning in its trademarks through its use, advertising and extensive sales of products carrying the BEAR Trademarks.

14. Attached hereto as Exhibits 9 and 10 are photocopies of press books showing some of the various advertising placements for Bear ads over the years; Exhibit 11 is a collection of other advertising and media coverage. These materials emphasize Bear's mission, its attention to detail, its logos, and its commitment to quality.

15. In addition, we have participated in a number of high-profile promotional events. For example, in 2005 we displayed our products in *FHM* magazine,

and worked with the pusher of that magazine on a promotional contest where we flew the winner to the American Music Awards. Also in 2005, we worked with the producers of *STUFF* magazine. See Exhibit 12. This promotion consisted of a drawing wherein the winner and a guest were flown to Park City, Utah for the *Sundance Film Festival*. The promotion was publicized at the MAGIC show, the apparel industry's major trade show that takes place in Las Vegas. In conjunction with the *STUFF* promotion we had a booth at the Film Festival and gave away our products to many celebrities. See Exhibit 13.

16. Other promotional events have included a collaboration with *VOGUE* magazine, which featured "Vogue Models" wearing BEAR® products; and a promotion in conjunction with *Jeep* automobiles wherein BEAR® jackets were used as part of *Jeep's* nationwide promotional campaign.

17. In addition to the foregoing promotional events and activities, we have participated (by having a booth) the MAGIC show in Las Vegas since at least 1997. The MAGIC show is the apparel industry's leading trade show, and provides an opportunity for retail buyers to examine our products and make the decision as to whether to order products for their stores. Other major trade shows where we have had a presence have included the SIA show in Salt Lake City, Utah, and the Project Show in Las Vegas. We have also participated in numerous local and regional trade shows throughout the United States.

18. As a result of Bear's active promotion and as a testament to the quality and popularity of its products, products carrying the BEAR trademarks have been requested for use by the wardrobe managers for several recording artists and celebrities,

including Mary J. Blige, Junior M.A.F.I.A., Ed Lover & Dr. Dre, and have been used on episodes of such television programs as "The Fresh Prince of Bel Air"; "In The House"; and "New York Undercover". Most recently, a December 2006 television report on FUJI TV Communication International, showed reporter Hiroko Takagi wearing a BEAR® jacket during a segment on winter in New York. This report was aired in both the United States and Japan and I have been advised by a representative of the television station that about 20 million people viewed the piece, which prominently displayed one of our BEAR Trademarks.

19. Also as a result of (and as a tribute to) the success of Bear and its products, Bear's clothing and footwear have been prominently featured in editorial spreads published in several national publications including *GQ* (Gentlemen's Quarterly), *THE SOURCE*, *SEVENTEEN*, *DNR*, *BLAZE*, *DETAILS*, and *VIBE*. A piece entitled "Concrete Slopes" which was featured in the November 1995 issue of *THE SOURCE* magazine shows various models displaying ski fashions from nationally famous makers including Bear, Armani Exchange, Tommy Hilfiger, DKNY, Helly Hansen, Woolrich, North Face, and Columbia Sportswear. Selected portions of this feature (showing the Bear products) are attached hereto as Exhibit 14. Also attached as Exhibit 15 is a copy of a letter from Peter Ferraro of *THE SOURCE* magazine stating that "Bear U.S.A.'s attention to detail and quality will keep [Bear U.S.A.] head-and-shoulders above the rest of the pack."

20. Consumers, retailers and other clothing manufacturers have come to expect that the clothing and footwear products sold under the BEAR Trademarks originate solely with Bear. For example, attached hereto as Exhibit 16 is a letter from Joe Mangan,

the Eastern Regional Manager of Columbia Sportswear Company, attesting to the success of the "Bear" program and products.

21. As a result of our efforts, the purchasing public as well as the trade has come to know, rely upon and recognize Bear's products by the BEAR Trademarks. Indeed, Bear has established valuable goodwill in its BEAR Trademarks through its use, advertising and extensive sales of products carrying these marks, and the BEAR Trademarks have become famous.

22. I have been involved in the marketing and sale of clothing and footwear for nearly 20 years. As a result of my experience I am knowledgeable about the needs of our distributors and customers and about their perceptions of all of the products we sell.

23. Bear has undertaken extraordinary efforts to create and maintain a positive image with its consumers and the trade. Part of those efforts include participating in important community causes. For example, several years ago Bear spent more than \$100,000 to sponsor a program to raise awareness of and prevent youth violence. That effort included a link to a web site that contained links to various educational and charitable organizations that promote non-violence, as well as quotations, statistics, cards that could be sent via the Internet to promote the cause, a chat room, and the e-mail addresses of each and every United States senator. An ad from this campaign is attached at Exhibit 17.

24. In 2005, Bear donated more nearly one-quarter of a million dollars worth of its "classic" BEAR® jackets to New York City school children in coordination

with the New York City Housing Authority. That effort was a well-publicized media event, attended by former New York City mayor David Dinkins, and broadcast by the New York City ABC News-affiliate. Some of this press coverage is chronicled in the collection of materials attached as Exhibit 18. In 2006, Bear donated more than \$500,000 worth of its BEAR®-branded products to various charities throughout the New York metropolitan area.

25. Bear's clothing and footwear products have been and continue to be very popular sellers. In the retail trade, where trends and fashion often determine the popularity of a particular brand, Bear's products have been and continue to be a sure hit with the purchasing public.

26. Bear does not permit any unauthorized use of its BEAR Trademarks by third parties. When Bear discovers that someone is misusing or infringing its trademarks, it has vigorously protected its rights in both the Federal Courts and before the Trademark Trial and Appeal Board. Bear has filed six trademark infringement actions against infringers and counterfeiters of authentic BEAR® products in the Southern District of New York. In one case captioned *Bear U.S.A., Inc. v. A.J. Sheepskin & Leather Outerwear, Inc. et al.*, 95 Civ. 8146, United States District Judge Lewis A. Kaplan granted Bear's motion for a preliminary injunction. The opinion is reported at 909 F. Supp. 896 (S.D.N.Y. 1995). A copy of this decision is attached hereto as Exhibit 19. In *Bear U.S.A., Inc. v. Mike Yi, Various John Does, et al.*, 95 Civ. 10223, the Court granted Bear's request for an *ex parte* temporary restraining order to permit inventory, seizure, impoundment, and accelerated discovery. The Court also granted Bear's motion for a preliminary injunction.

Each of the defendants entered into a Consent Judgment and Permanent Injunction with respect to the accused counterfeit and infringing products. The third litigation was captioned *Bear U.S.A., Inc. v. Goose Down USA, Inc., et al.*, 96 Civ 0761, and in that case each of the defendants entered into a Consent Judgment and Permanent Injunction with respect to the accused infringing products. The fourth litigation was captioned *Bear U.S.A., Inc. v. Ben Elias Industries Corp.*, 96 Civ. 5515. There, the Court granted Bear's request for an *ex parte* seizure order, and a preliminary injunction was entered. The case was concluded when the defendant entered into a consent permanent injunction.

27. The fifth litigation was captioned *Bear U.S.A., Inc. v. William Kim, et al.*, 97 civ. 0574 (LAK) (S.D.N.Y. 1997). In the *Kim* case we were able to obtain a preliminary injunction and seizure order based on Mr. Kim and his associates' use of the infringing trademark BEAR MOUNTAIN. Most of defendants settled the matter, agreeing to permanent injunctions before trial. However, Mr. Kim refused to settle and thus we were forced to proceed through trial. The trial was a two week jury trial where we asserted our trademark rights in the BEAR Trademarks (including BEAR MOUNTAIN), as well as trade dress rights in the overall appearance of one of our popular down coats that Mr. Kim had copied. In the end, the jury returned a verdict in our favor on all counts and, in addition to obtaining a permanent injunction against Mr. Kim and all those acting in concert with him, the jury awarded us more than \$1 million in damages resulting from Mr. Kim's willful infringement and unfair competition.

28. Later, in 1998, we were forced to proceed against another defendant who began working with Mr. Kim to infringe or BEAR Trademarks, in particular BEAR

MOUNTAIN. In that case, *Bear U.S.A., Inc. v. Bing Chuan, et al.*, 71 F.Supp. 2d 237 (S.D.N.Y. 1999), *aff'd*, 2000 U.S. App. LEXIS 12554 (2d Cir. 2000), the District Court issued an injunction enjoining the defendants' use of the mark BEAR MOUNTAIN on parkas and ordered a seizure of the goods. The injunction was upheld by the Second Circuit. Copies of these decisions are attached hereto as Exhibit 20.

29. Bear has also been successful in opposing the applications of numerous other parties attempting to register marks which Bear believes have the potential to cause confusion and thereby harm Bear. These oppositions, where the opposition was sustained or where the applicant abandoned its application or deleted the goods in International Class 25, include: *Bear U.S.A., Inc. v. Won Ho Park*, Opposition No. 106,693 (application for BEAR TAG U.S.A); *Bear U.S.A., Inc. v. Bear-Tec*, Opposition No. 110, 919 (application for BEARGEAR); *Bear U.S.A., Inc. v. Hansei Devel. Co., Ltd.*, Opposition No. 111,371 (application for COLLEGE BEAR); *Bear U.S.A., Inc. v. Blessed Int'l, Inc.*, Opposition No. 111,451 (application for NORTH BEAR); *Bear U.S.A., Inc. v. American Champion Media, Inc.*, Opposition No. 117, 798 (application for TACKLE BEAR); *Bear U.S.A., Inc. v. Dandy Bear & Co.*, Opposition No. 118,688 (application for DANDY BEAR); *Bear U.S.A., Inc. v. Famous Stars & Straps, Inc.*, Opposition No. 91170795 (application for IMABEAR); *Bear U.S.A., Inc. v. Hungry Bear*, Opposition No. 91167965 (application for HUNGRY BEAR); *Bear U.S.A., Inc. v. Berge Wassilian*, Opposition No. 91166637 (application for BEAR JIG); *Bear U.S.A., Inc. v. 7040 Entertainment, Inc.*, Opposition No. 91166386 (application for CEDDY BEAR); *Bear U.S.A., Inc. v. Avi Arad & Associates, LLC*, Opposition No. 91165056 (application for

RESCUE BEAR); *Bear U.S.A., Inc. v. Calcetera de Occidente, S.A. de C.V.*, Opposition No. 91163369 (application for BLUE BEAR); *Bear U.S.A., Inc. v. Calcetera de Occidente, S.A. de C.V.*, Opposition No. 91163112 (application for BLUE BEAR); *Bear U.S.A., Inc. v. Lindsay McCrum*, Opposition No. 91162606 (application for BAD BEAR WORLD); *Bear U.S.A., Inc. v. Accessory Network Group, Inc.*, Opposition No. 91159561 (application for G BEAR & FRIENDS); *Bear U.S.A., Inc. v. Fields Caveness*, Opposition No. 91159449 (application for CHEDDAR BEAR); *Bear U.S.A., Inc. v. Sherry Baldwin*, Opposition No. 91156969 (application for BEECHER BEAR); *Bear U.S.A., Inc. v. A.O. Dangerous, Inc.*, Opposition No. 91154828 (application for BEAR INSTINCT); *Bear U.S.A., Inc. v. Mermaid International, Inc.*, Opposition No. 91153795 (application for JAGG BEAR); *Bear U.S.A., Inc. v. The Saltzman Group, LLC*, Opposition No. 91153676 (application for POPPY BEAR); *Bear U.S.A., Inc. v. Milco Industries, Inc.*, Opposition No. 91125372 (application for PJ BEAR); *Bear U.S.A., Inc. v. Bonnie Bear, Ltd.*, Opposition No. 91123222 (application for BONNIE BEAR); *Bear U.S.A., Inc. v. Edward Kaniewski*, Opposition No. 91121829 (application for BEAR MKT); *Bear U.S.A., Inc. v. Happy Thoughts, LLC*, Opposition No. 91121932 (application for HUMMY BEAR); *Bear U.S.A., Inc. v. Sanford J. Starkman*, Opposition No. 9119672 (application for SANDY BEAR); *Bear U.S.A., Inc. v. Ryka, Inc.*, Opposition NoS. 91118466 and 91118516 (applications for BEAR MOUNTAIN GEAR BY RYKA); and *Bear U.S.A., Inc. v. Dandy Bear & Co., Inc.*, Opposition No. 91118351 (application for DANDY BEAR).

30. I believe that if Applicant is permitted to register the mark "Bear River" for goods the are the same as those for which Bear already owns Federal trademark

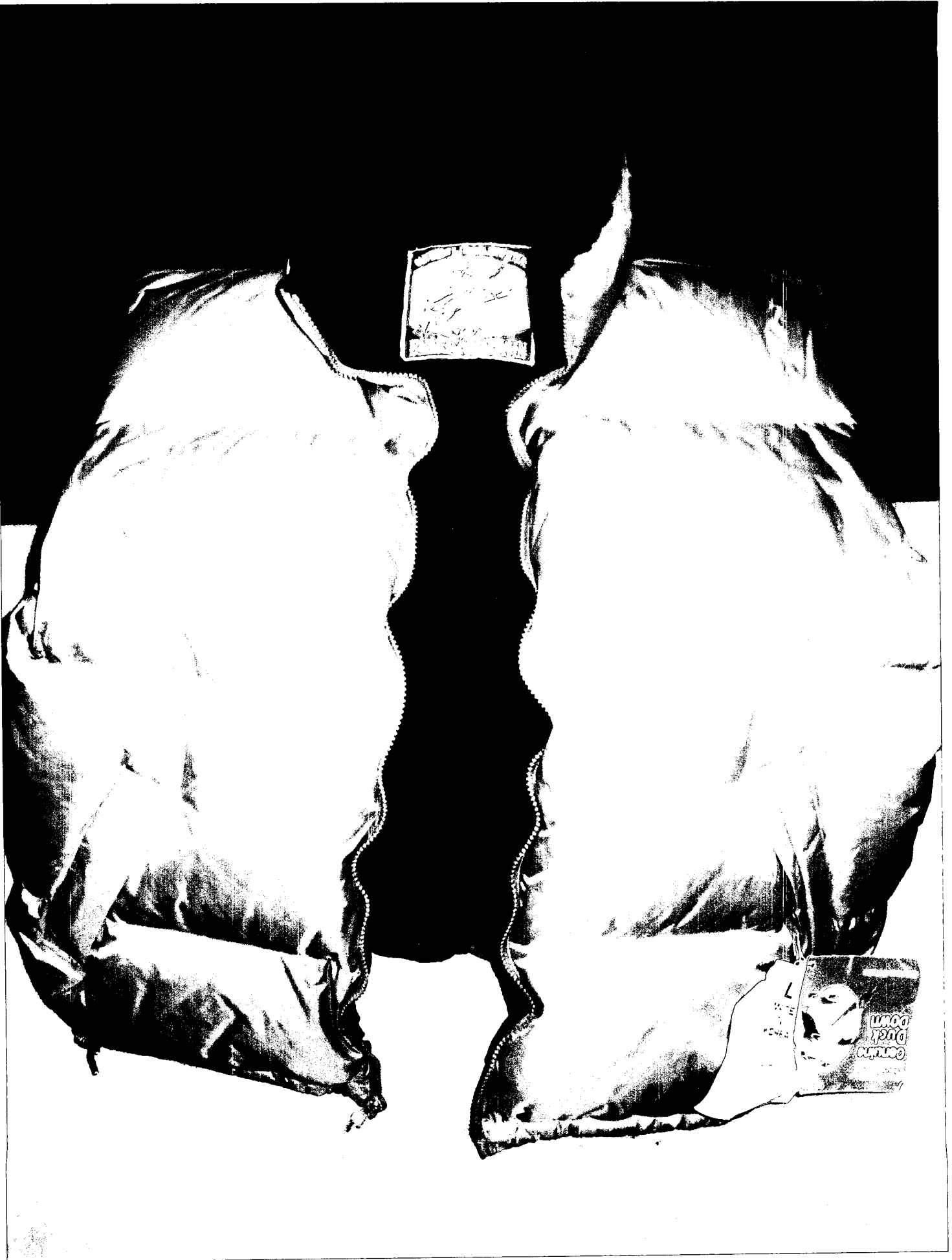
registrations, namely various types of outdoor clothing products, Bear will be harmed by the fact that the trade and the consuming public will be confused as to whether Bear is the source of Applicant's products, or that Bear has somehow authorized or approved such products. The applied-for mark, in addition to adopting our source-indicating term BEAR, combines that element with a term that evokes wilderness images similar to the images evoked by the term "Mountain" as used in our registered BEAR MOUNTAIN trademark. Based on my experience in the apparel industry, it is certainly likely that consumers (and retailers) will believe that the apparel products sold by Applicant under the "Bear River" name are products put out by Bear, the company whose BEAR, BEAR MOUNTAIN, and other BEAR trademarks they have come to know and trust over the many years we have been in the marketplace.

I declare, under the penalty of perjury, that the foregoing is true and correct.

Dated: February 9, 2007

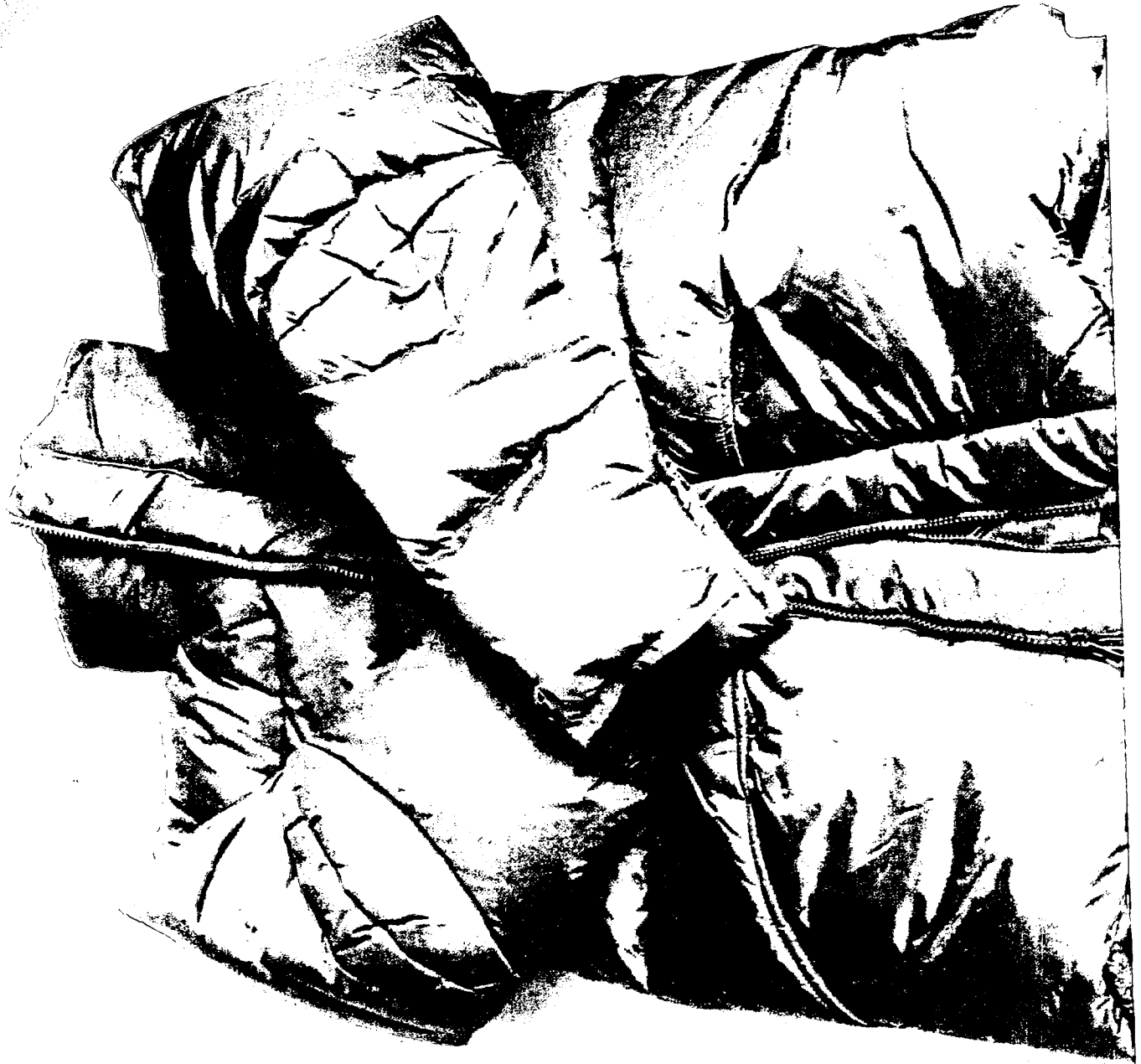

Thomas B. Hong

NY_MAIN 617891v1





B000176





B000175



B000178



B000179

Int. Cl.: 25

Prior U.S. Cls.: 22 and 39

United States Patent and Trademark Office

Reg. No. 2,191,596

Registered Sep. 22, 1998

**TRADEMARK
PRINCIPAL REGISTER**

BEAR-MAX

**BEAR U.S.A., INC. (NEW JERSEY CORPORATION)
40 OAK STREET
P.O. BOX 424
NORWOOD, NJ 07648**

**FIRST USE 2-1-1997; IN COMMERCE
2-1-1997.**

SN 75-977,619, FILED 2-26-1996.

**FOR: CLOTHING, NAMELY, PARKAS,
JACKETS AND ~~T-SHIRTS~~ IN CLASS 25 (U.S.
CLS. 22 AND 39).**

**ALICE SUE CARRUTHERS, EXAMINING AT-
TORNEY**

Int. Cl.: 25

Prior U.S. Cls.: 22 and 39

United States Patent and Trademark Office

Reg. No. 2,286,759

Registered Oct. 12, 1999

**TRADEMARK
PRINCIPAL REGISTER**

BABY BEAR

**BEAR U.S.A., INC. (NEW JERSEY CORPORATION)
85 METRO WAY
SECAUCUS, NJ 07094**

**FIRST USE 1-1-1999; IN COMMERCE
1-1-1999.**

SN 75-978,499, FILED 4-7-1998.

**FOR: CLOTHING, NAMELY, PARKAS,
JACKETS, SWEATSHIRTS AND SHORTS, IN
CLASS 25 (U.S. CLS. 22 AND 39).**

**ALICE SUE CARRUTHERS, EXAMINING AT-
TORNEY**

Int. Cl.: 25

Prior U.S. Cls.: 22 and 39

United States Patent and Trademark Office

Reg. No. 2,559,155

Registered Apr. 9, 2002

**TRADEMARK
PRINCIPAL REGISTER**

BABY BEAR

**BEAR U.S.A., INC. (NEW JERSEY CORPORATION)
85 METRO WAY
SECAUCUS, NJ 07094**

FIRST USE 8-0-2001; IN COMMERCE 8-0-2001.

SN 75-463,798, FILED 4-7-1998.

**FOR: CLOTHING, NAMELY, FOOTWEAR,
SHIRTS, HATS, PANTS, SOCKS, GLOVES, MIT-
TENS, SCARVES AND CAPS, IN CLASS 25 (U.S.
CLS. 22 AND 39).**

**ALICE SUE CARRUTHERS, EXAMINING ATTOR-
NEY**

Int. Cl.: 25

Prior U.S. Cls.: 22 and 39

United States Patent and Trademark Office

Reg. No. 2,556,355

Registered Apr. 2, 2002

TRADEMARK
PRINCIPAL REGISTER

baby bear

BEAR U.S.A., INC. (NEW JERSEY CORPORATION)
85 METRO WAY
SECAUCUS, NJ 07094

FIRST USE 10-0-2001; IN COMMERCE 10-0-2001.

SN 75-463,799, FILED 4-7-1998.

FOR: CLOTHING, NAMELY, PARKAS, SHIRTS,
HATS, SWEATSHIRTS, JACKETS, PANTS, SHORTS,
SOCKS, GLOVES, MITTENS, SCARVES AND CAPS,
IN CLASS 25 (U.S. CLS. 22 AND 39).

ALICE SUB CARRUTHERS, EXAMINING ATTORNEY

Int. Cl.: 25

Prior U.S. Cls.: 22 and 39

Reg. No. 2,285,696

United States Patent and Trademark Office

Registered Oct. 12, 1999

**TRADEMARK
PRINCIPAL REGISTER**



**BEAR U.S.A., INC. (NEW JERSEY CORPORATION)
276-A BLANCH AVENUE
HARRINGTON PARK, NJ 07640**

**(EXCLUDING GOLF SHOES), IN CLASS 25
(U.S. CLS. 22 AND 39).
FIRST USE 9-0-1994; IN COMMERCE
9-0-1994.**

FOR: CLOTHING, NAMELY, COLD WEATHER HATS, HEADBANDS, AND FOOTWEAR

**SN 74-625,219, FILED 1-24-1995.
CHRISIE B. KING, EXAMINING ATTORNEY**

Int. Cl.: 18

Prior U.S. Cls.: 1, 2, 3, 22, and 41

United States Patent and Trademark Office

Reg. No. 2,559,096

Registered Apr. 9, 2002

**TRADEMARK
PRINCIPAL REGISTER**

 **BEAR USA**

**BEAR U.S.A., INC. (NEW JERSEY CORPORATION)
85 METRO WAY
SECAUCUS, NJ 07094**

**FOR: ALL PURPOSE ATHLETIC, SPORT AND
DUFFEL BAGS, IN CLASS 18 (U.S. CLS. 1, 2, 3, 22
AND 41).**

FIRST USE 4-0-2001; IN COMMERCE 4-0-2001.

**NO CLAIM IS MADE TO THE EXCLUSIVE
RIGHT TO USE "USA", APART FROM THE MARK
AS SHOWN.**

**THE STIPLING SHOWN IN THE DRAWING IS
FOR SHADING PURPOSES ONLY.**

SN 75-371,191, FILED 10-10-1997.

**ALICE SUB CARRUTHERS, EXAMINING ATTOR-
NEY**

Int. Cl.: 25

Prior U.S. Cls.: 22 and 39

United States Patent and Trademark Office

Reg. No. 2,700,829

Registered Mar. 25, 2003

**TRADEMARK
PRINCIPAL REGISTER**



BEAR U.S.A., INC. (NEW JERSEY CORPORATION)
40 OAK STREET
P.O. BOX 424
NORWOOD, NJ 07648

FOR: PARKAS AND JACKETS, IN CLASS 25 (U.S. CLS. 22 AND 39).

FIRST USE 4-0-1996; IN COMMERCE 4-0-1996.

NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE "USA", APART FROM THE MARK AS SHOWN.

SN 75-983,105, FILED 2-26-1996.

ALICE SUE CARRUTHERS, EXAMINING ATTORNEY

Int. Cl.: 25

Prior U.S. Cls.: 22 and 39

United States Patent and Trademark Office

Reg. No. 2,997,379

Registered Sep. 20, 2005

**TRADEMARK
PRINCIPAL REGISTER**



BEAR U.S.A., INC. (NEW JERSEY CORPORATION)

460 BERGEN BOULEVARD SUITE 400
PALISADES PARK, NJ 07650

FOR: CLOTHING, NAMELY PARKAS AND
JACKETS, IN CLASS 25 (U.S. CLS. 22 AND 39).

FIRST USE 4-0-1996; IN COMMERCE 4-0-1996.

OWNER OF U.S. REG. NOS. 2,276,955, 2,700,829
AND OTHERS.

NO CLAIM IS MADE TO THE EXCLUSIVE
RIGHT TO USE "USA", APART FROM THE MARK
AS SHOWN.

SER. NO. 78-391,423, FILED 3-26-2004.

ANN E. SAPPENFIELD, EXAMINING ATTORNEY

Int. Cls.: 18 and 25

Prior U.S. Cls.: 1, 2, 3, 22, 39 and 41

United States Patent and Trademark Office

Reg. No. 2,623,471

Registered Sep. 24, 2002

**TRADEMARK
PRINCIPAL REGISTER**

bear-usa

BEAR U.S.A., INC. (DELAWARE CORPORATION)
530 SECAUCUS ROAD
SECAUCUS, NJ 07094

FOR: ALL PURPOSE ATHLETIC SPORT AND
DUFFEL BAGS, IN CLASS 18 (U.S. CLS. 1, 2, 3, 22
AND 41).

FIRST USE 9-14-2000; IN COMMERCE 9-14-2000.

FOR: CLOTHING, NAMELY SWEATERS,
GLOVES, HEADBANDS AND FOOTWEAR, IN-

CLUDING SHOES AND BOOTS, IN CLASS 25 (U.S.
CLS. 22 AND 39).

FIRST USE 9-14-2000; IN COMMERCE 9-14-2000.

OWNER OF U.S. REG. NOS. 2,276,955, 2,429,029
AND OTHERS.

SER. NO. 76-169,089, FILED 11-21-2000.

HENRY S. ZAK, EXAMINING ATTORNEY

Int. Cls.: 18 and 25

Prior U.S. Cls.: 1, 2, 3, 22, 39 and 41

United States Patent and Trademark Office

Reg. No. 2,429,029

Registered Feb. 20, 2001

**TRADEMARK
PRINCIPAL REGISTER**

BEAR U.S.A., INC.

**BEAR U.S.A., INC. (NEW JERSEY CORPORATION)
40 OAK STREET
P.O. BOX 424
NORWOOD, NJ 07648**

**FOR: ALL PURPOSE ATHLETIC, SPORT AND
DUFFEL BAGS, IN CLASS 18 (U.S. CLS. 1, 2, 3,
22 AND 41).**

**FIRST USE 9-7-1994; IN COMMERCE 10-17-1994.
FOR: CLOTHING, NAMELY PARKAS, JACKETS,
SHIRTS, HATS, HEADBANDS AND FOOTWEAR, IN
CLASS 25 (U.S. CLS. 22 AND 39).**

FIRST USE 9-7-1994; IN COMMERCE 10-17-1994.

**NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT
TO USE "U.S.A., INC.", APART FROM THE MARK
AS SHOWN.**

SER. NO. 75-063,343, FILED 2-26-1996.

**ALICE SUE CARRUTHERS, EXAMINING ATTOR-
NEY**

Int. Cl.: 25

Prior U.S. Cls.: 22 and 39

Reg. No. 2,384,568

United States Patent and Trademark Office

Registered Sep. 12, 2000

**TRADEMARK
PRINCIPAL REGISTER**

BEAR MOUNTAIN

**BEAR U.S.A., INC. (NEW JERSEY CORPORATION)
85 METRO WAY
SECAUCUS, NJ 07094**

FIRST USE 6-12-1993; IN COMMERCE 6-12-1993.

SER. NO. 75-472,696, FILED 4-23-1998.

**FOR: CLOTHING, NAMELY PARKAS AND
VESTS, IN CLASS 25 (U.S. CLS. 22 AND 39).**

**ALICE SUE CARRUTHERS, EXAMINING ATTOR-
NEY**

Int. Cl.: 25

Prior U.S. Cls.: 22 and 39

United States Patent and Trademark Office

Reg. No. 2,276,955

Registered Sep. 14, 1999

**TRADEMARK
PRINCIPAL REGISTER**



BEAR U.S.A., INC. (NEW JERSEY CORPORATION)
276-A BLANCH AVENUE
HARRINGTON PARK, NJ 07640

FOR: CLOTHING, NAMELY PARKAS AND JACKETS, IN CLASS 25 (U.S. CLS. 22 AND 39).
FIRST USE 9-7-1994; IN COMMERCE 10-17-1994.

NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE "U.S.A." AND "INC.", APART FROM THE MARK AS SHOWN.

SER. NO. 74-802,359, FILED 8-2-1994.

RUDY R. SINGLETON, EXAMINING ATTORNEY

Int. Cl.: 25

Prior U.S. Cls.: 22 and 39

Reg. No. 2,199,125

United States Patent and Trademark Office

Registered Oct. 20, 1998

**TRADEMARK
PRINCIPAL REGISTER**



**BEAR U.S.A., INC. (NEW JERSEY CORPORATION)
40 OAK STREET
P.O. BOX 424
NORWOOD, NJ 07648**

**FIRST USE 2-1-1997; IN COMMERCE
2-1-1997.**

SN 75-977,665, FILED 2-26-1996.

**FOR: CLOTHING, NAMELY, PARKAS,
JACKETS, AND T-SHIRTS, IN CLASS 25 (U.S.
CLS. 22 AND 39).**

**ALICE SUE CARRUTHERS, EXAMINING AT-
TORNEY**

Int. Cl.: 25

Prior U.S. Cls.: 22 and 39

United States Patent and Trademark Office

Reg. No. 2,691,242

Registered Feb. 25, 2003

**TRADEMARK
PRINCIPAL REGISTER**

 **BEAR USA**

BEAR U.S.A., INC. (NEW JERSEY CORPORATION)
85 METRO WAY
SECAUCUS, NJ 07094

FOR: CLOTHING, NAMELY, PARKAS, JACKETS, SWEATERS, SWEATSHIRTS, T-SHIRTS, PANTS, JEANS, SHORTS, SOCKS, HATS, CAPS, GLOVES AND HEADBANDS, IN CLASS 25 (U.S. CLS. 22 AND 39).

FIRST USE 4-0-2001; IN COMMERCE 4-0-2001.

NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE "USA", APART FROM THE MARK AS SHOWN.

THE STIPPLING IS FOR SHADING PURPOSES ONLY.

SN 75-371,197, FILED 10-10-1997.

ALICE SUE CARRUTHERS, EXAMINING ATTORNEY





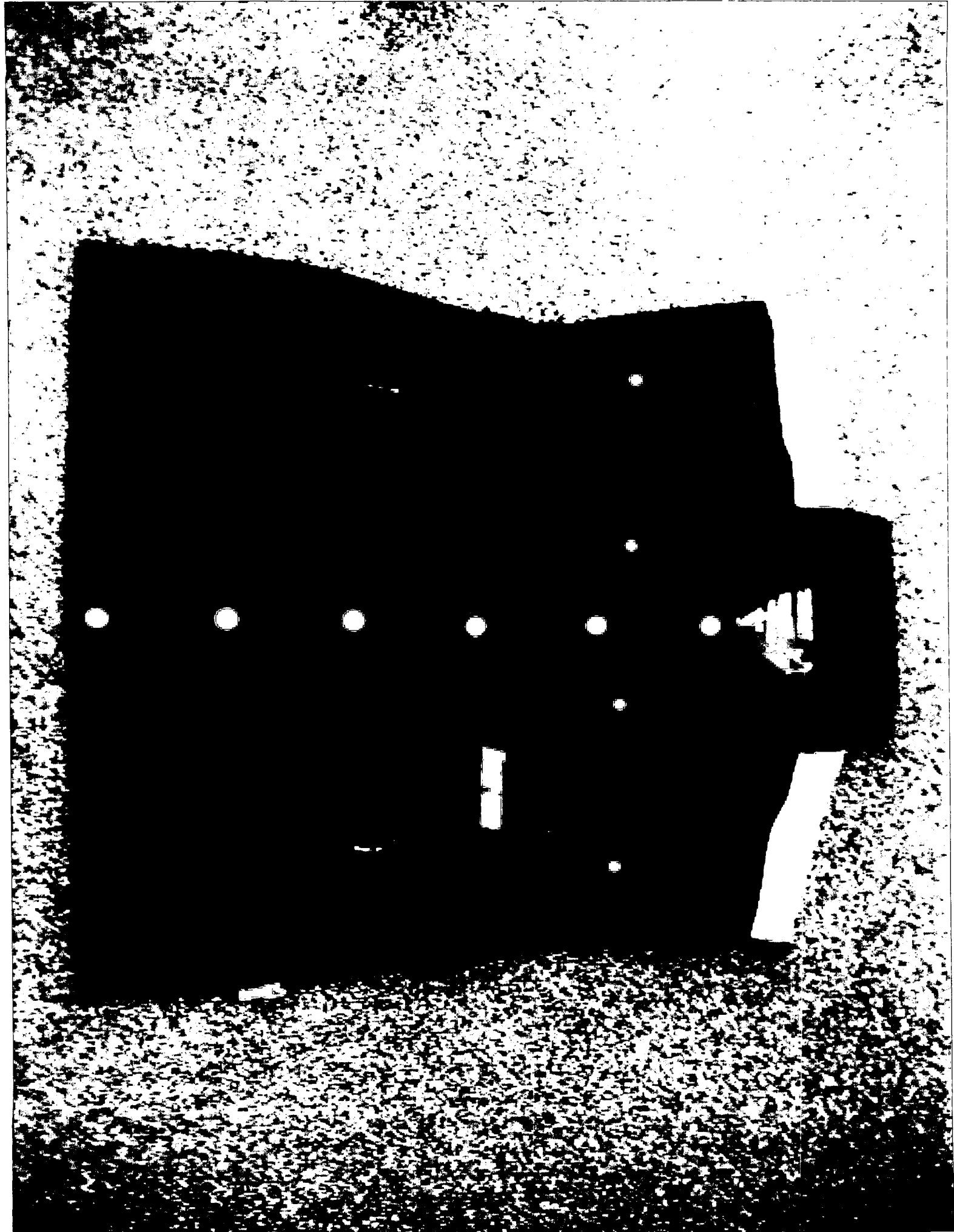


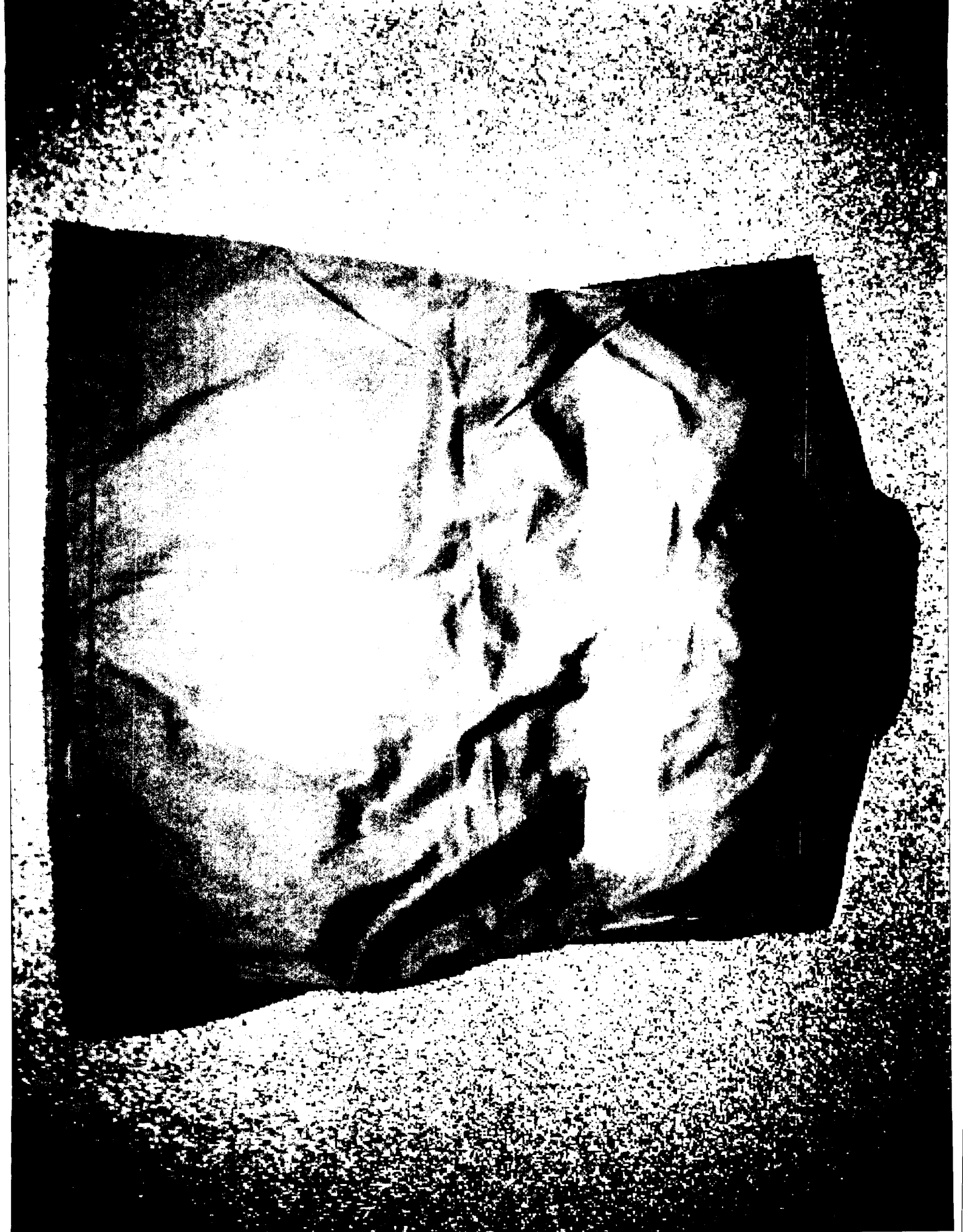


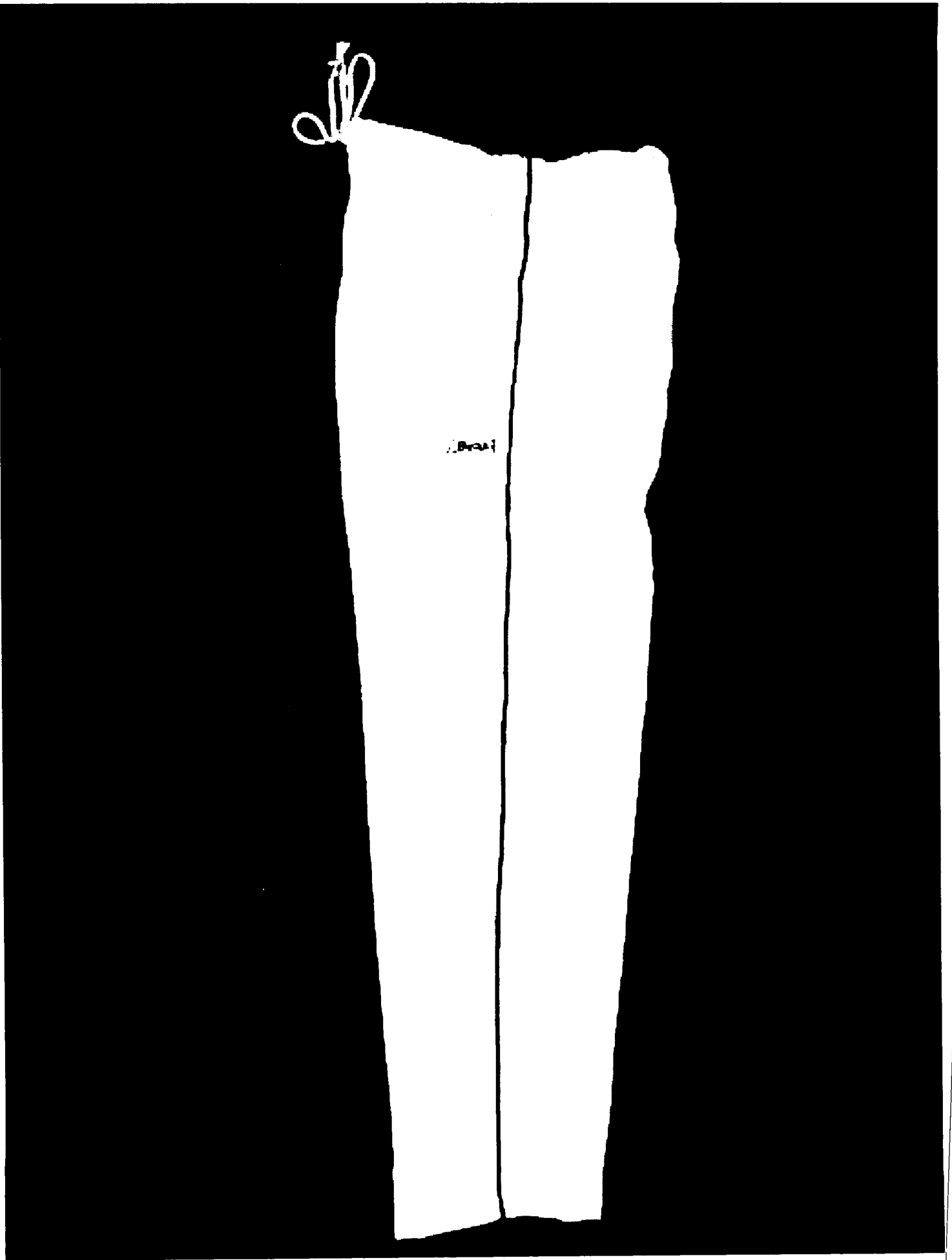


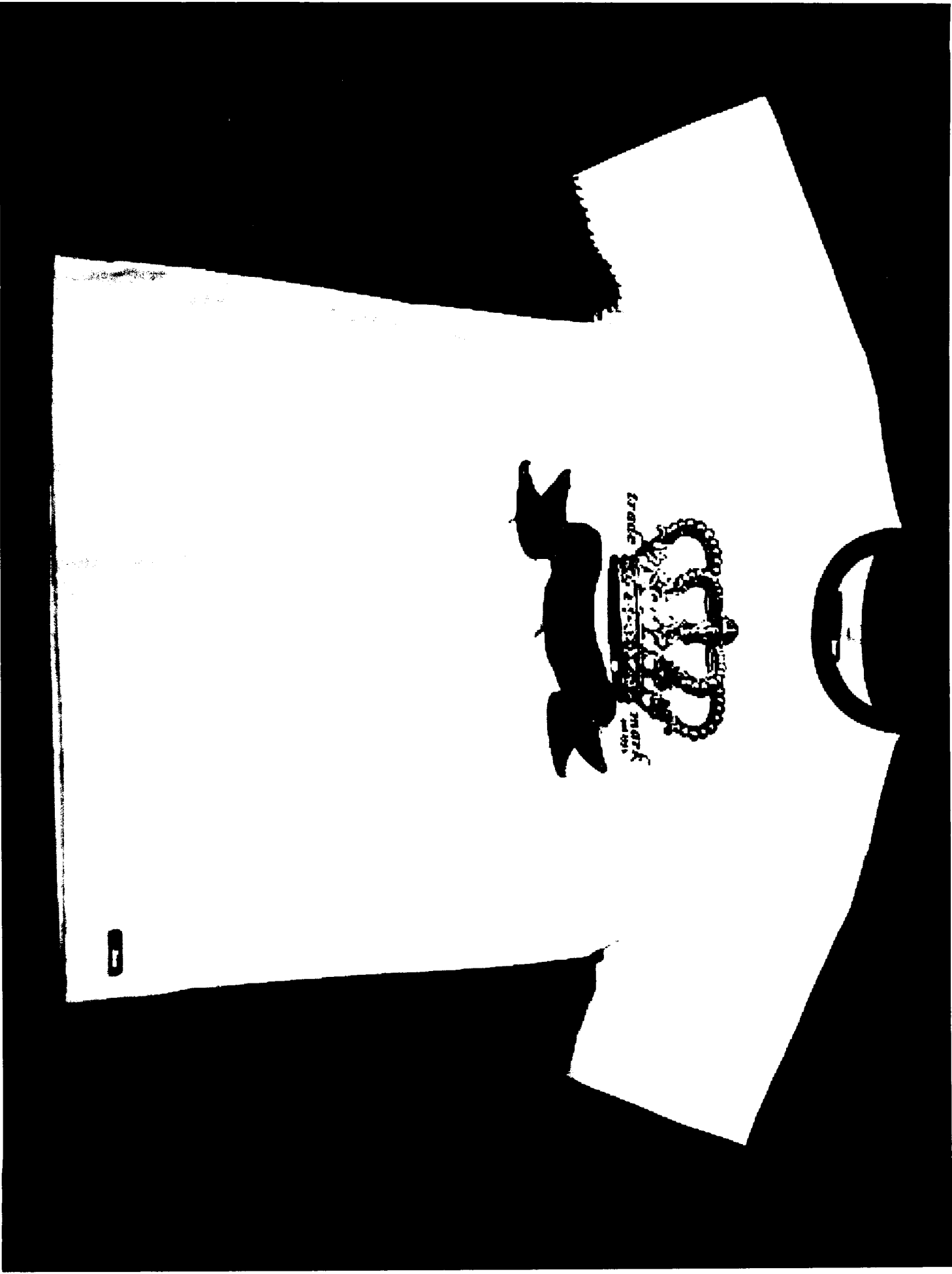




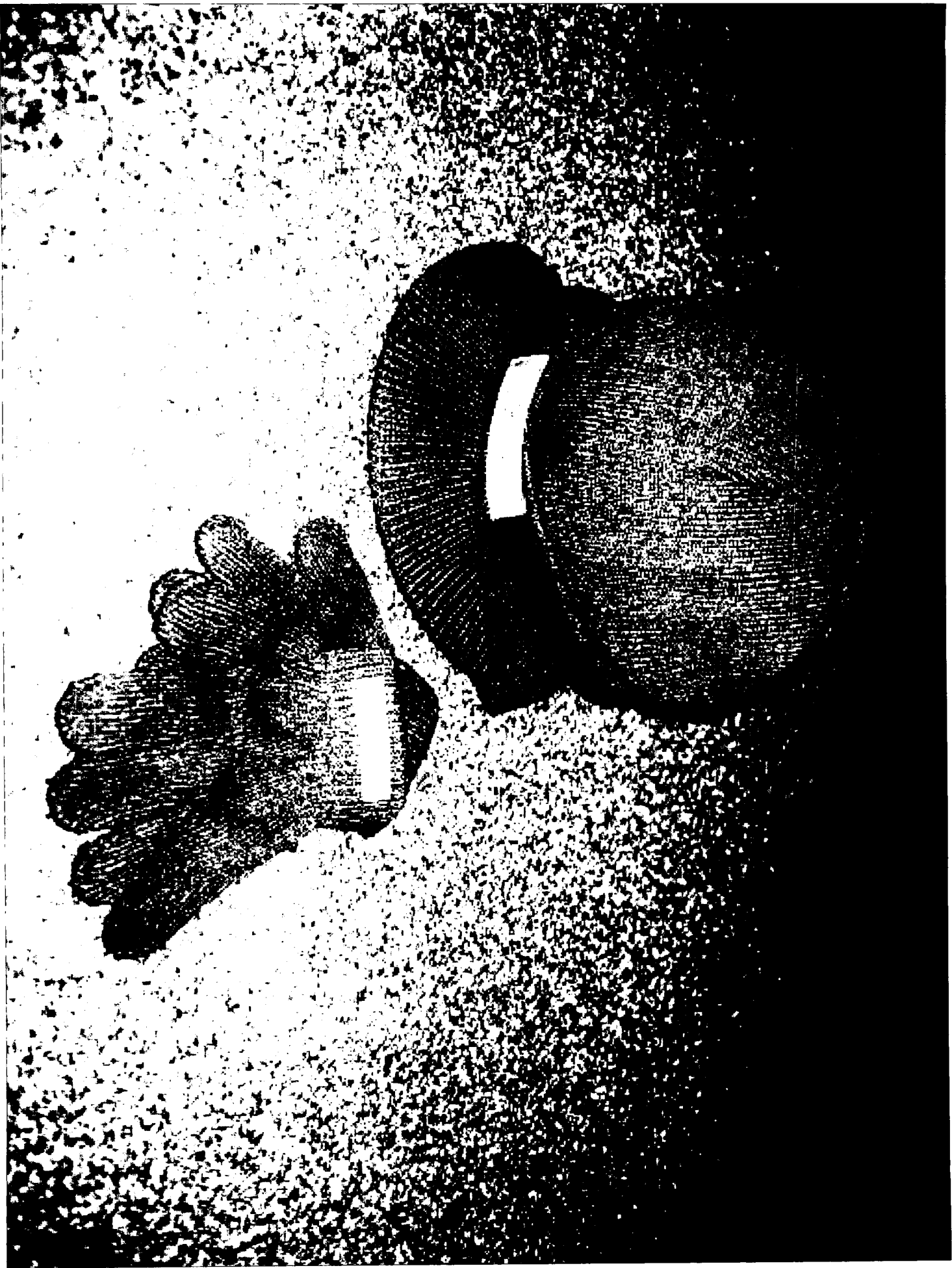


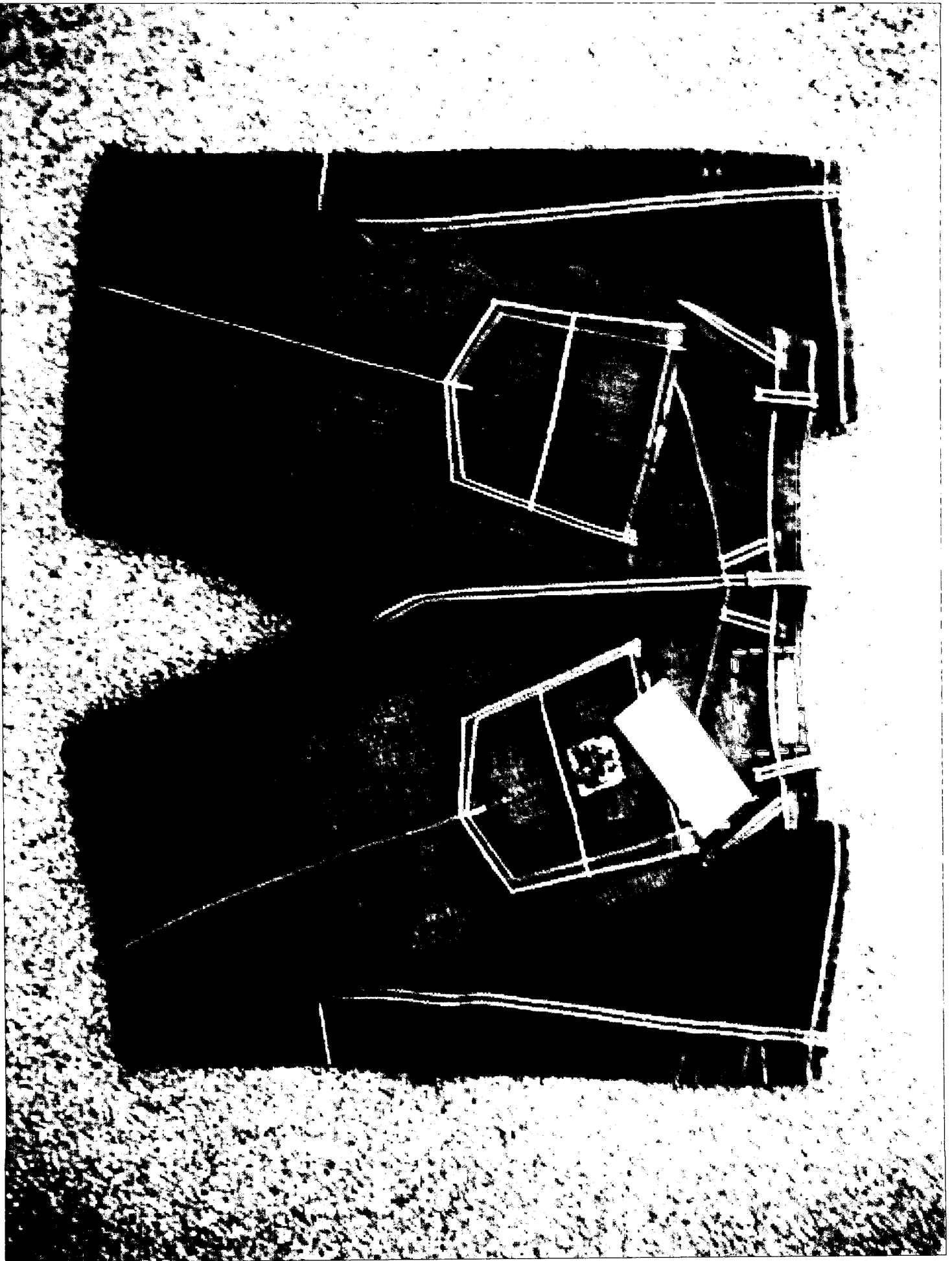




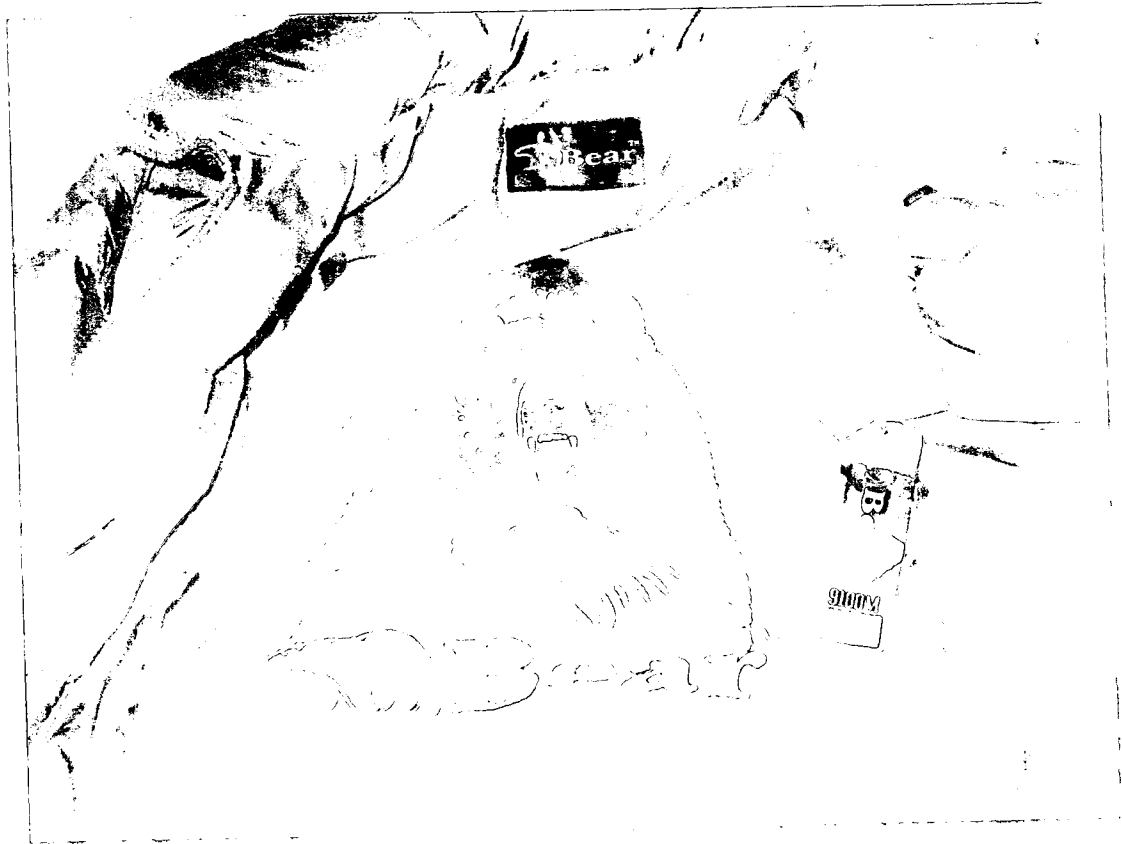













BearTM

INT

9100M
EXHIBIT
LEVY 7 2D
2/1/07 K6





**SOMETIMES YOU NEED A
FEW REASONS TO BUY A LINE**

Bear USA products

look, work and wear so

well that they have won

the hearts & minds of

performance and fashion

oriented consumers.

Bear USA is a name

that has attracted the

notice of the media &

gained strong recognition.



B000042



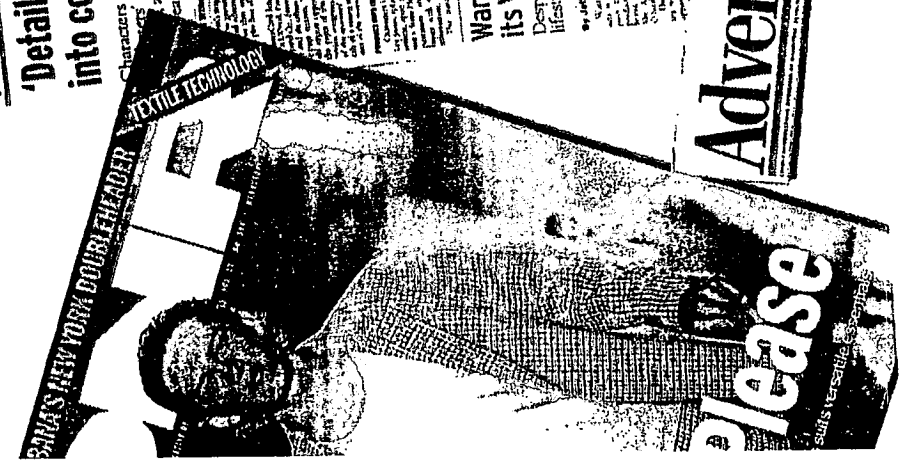
'Details' lures advertisers into comic book section

Characters use ads

Warner Bros. ads tout its WB Sport concept

Despite name, line positioned as lifestyle, not performance, brand

Advertising Age



B000043



our special fashion marathon

SEVENTH GRADE

September 1997

10 guys to avoid

back to school survival guide

your peer the real deal

when these



Monday

Pocket Change From Top To Bottom

Next boys are wearing

Dress for Recess



NEW YORK—After a decade of the plaid shirt and tie, the sport coat and button-down shirt, the 1990s have produced a new breed of boys' fashion. The new look is a mix of styles, from the classic to the contemporary, and it's all about comfort and style. The new look is a mix of styles, from the classic to the contemporary, and it's all about comfort and style. The new look is a mix of styles, from the classic to the contemporary, and it's all about comfort and style.

—STYLING BY JANE BROWN

warming trend

1. White parka with zip-off sleeves, Moncler, \$179.
2. Yellow parka, USA, \$150.
3. Shiny, black-and-blue parka, The North Face, \$325.
4. Silver parka, Tommy Hilfinger, \$325.
5. Red, white, red and blue parka, Goddess Snowboard.

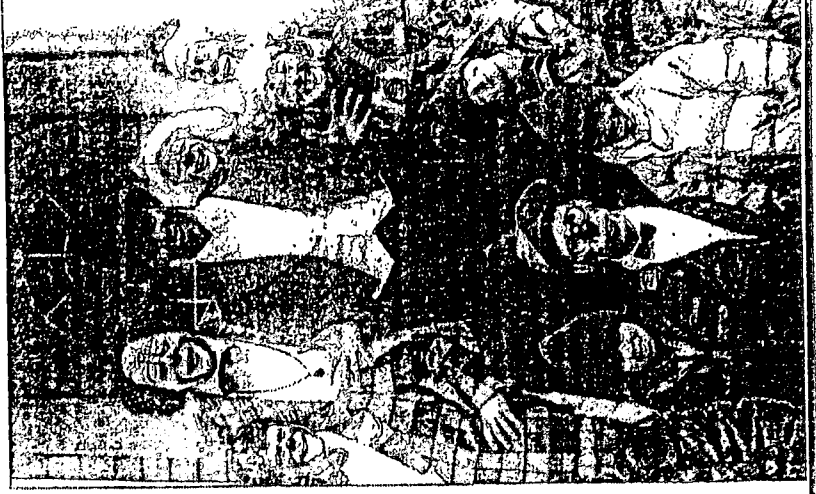


The circus is his life

W. Sider on road as 3-ring master

By MICHAEL BRENNER

Jonathan Lee Weisman, 34, a former New York City Police Officer, has become a 3-ring circus master. He is now on the road, performing in a variety of venues across the country. Weisman, who was a police officer for 10 years, found his true calling in the circus. He has been performing for over 10 years and has a large following. He is now performing in a variety of venues across the country. He is now performing in a variety of venues across the country.



B000045

What Would You Give Sharon Stone?

Antonio over the Ion
By Lucy Kuylenstierna

Sharon Stoned Undercover
By Gary...

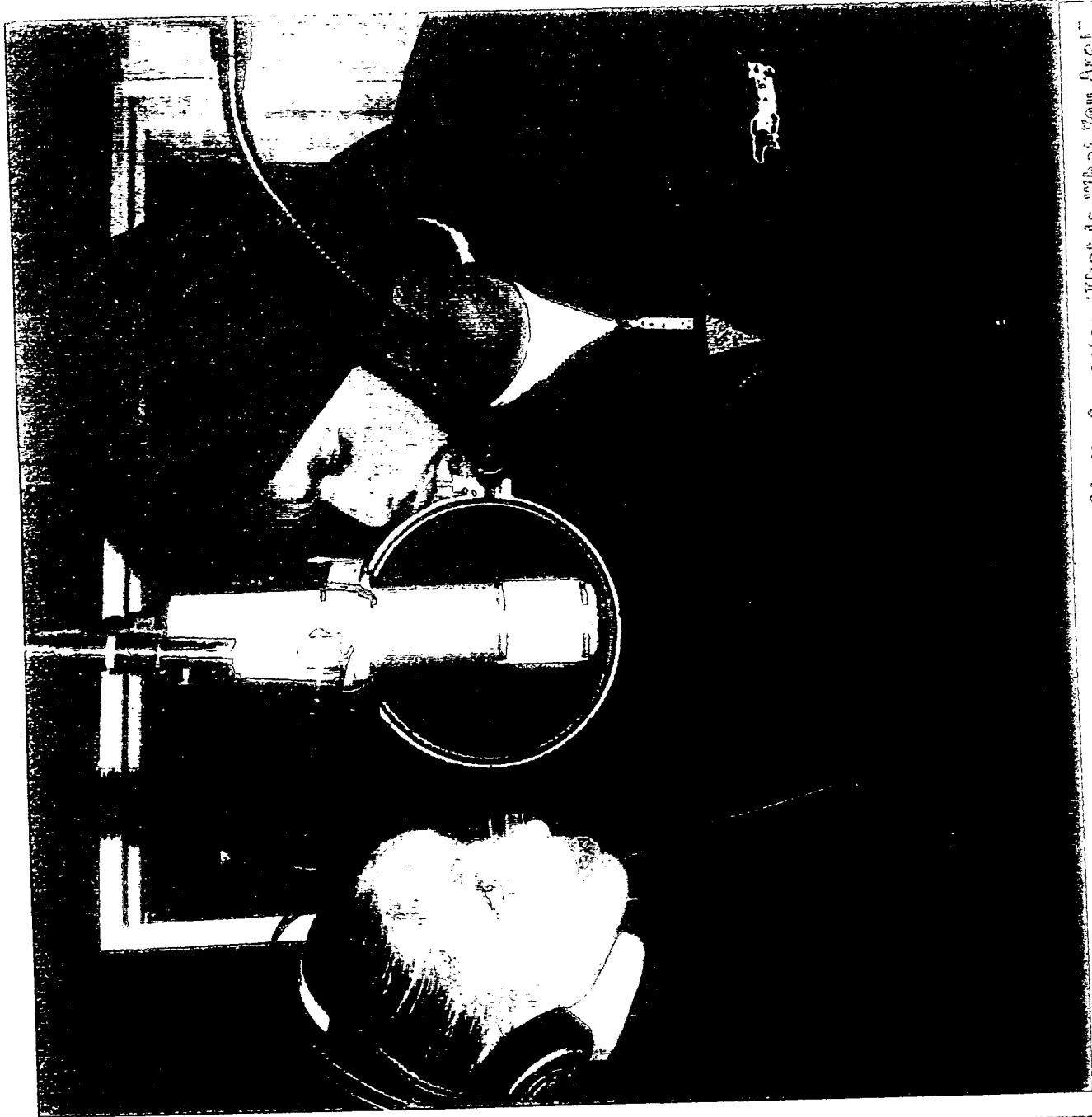
The Modern Suit
My Little Girl is Missing
Air Mail
Double Your Money in Six Months



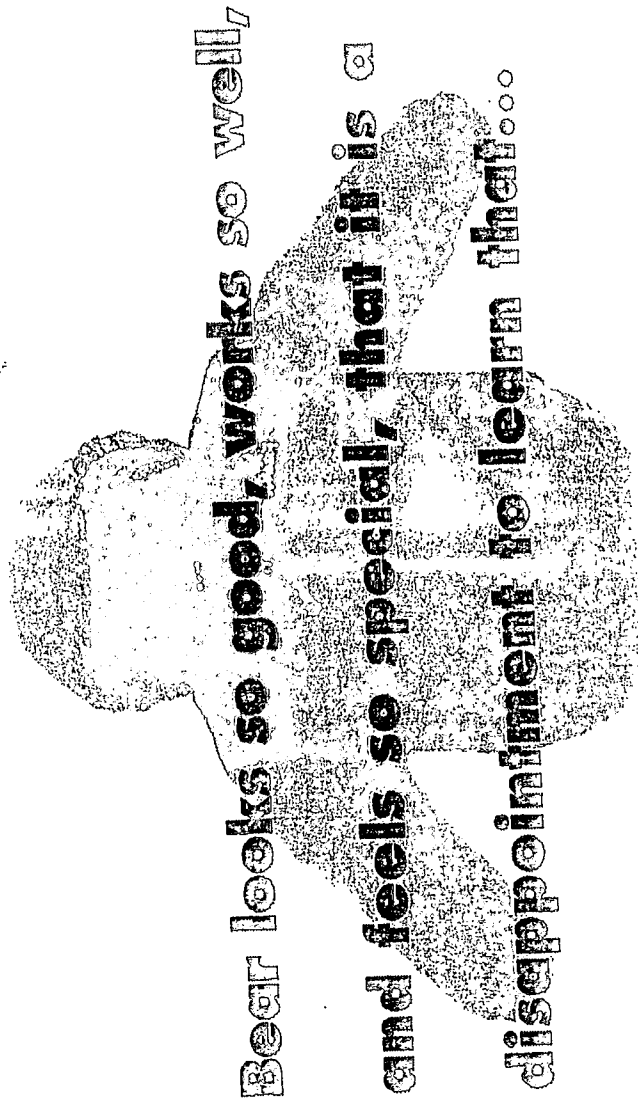
ANNUAL MUSIC AWARDS

1964

ROCK & ROLL



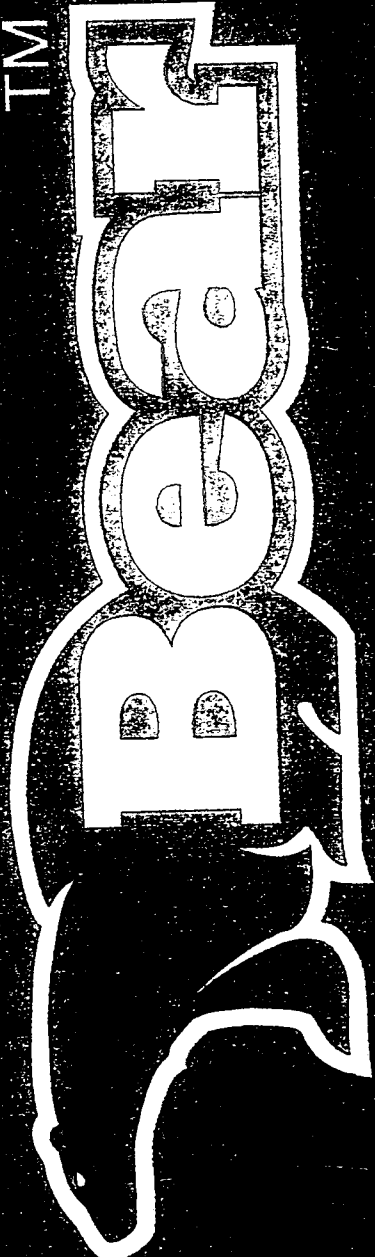
MVA AND PRAS IN THE STUDIO recording "Ghetto Supastar (That's What You Are)"



Bear looks so good, works so well,
and feels so special, that it is a
disappointment to learn that...

USA

TM



presents its ad campaign

Sometimes you'll have to take it off.TM



Sometimes you'll have to take it off.TM





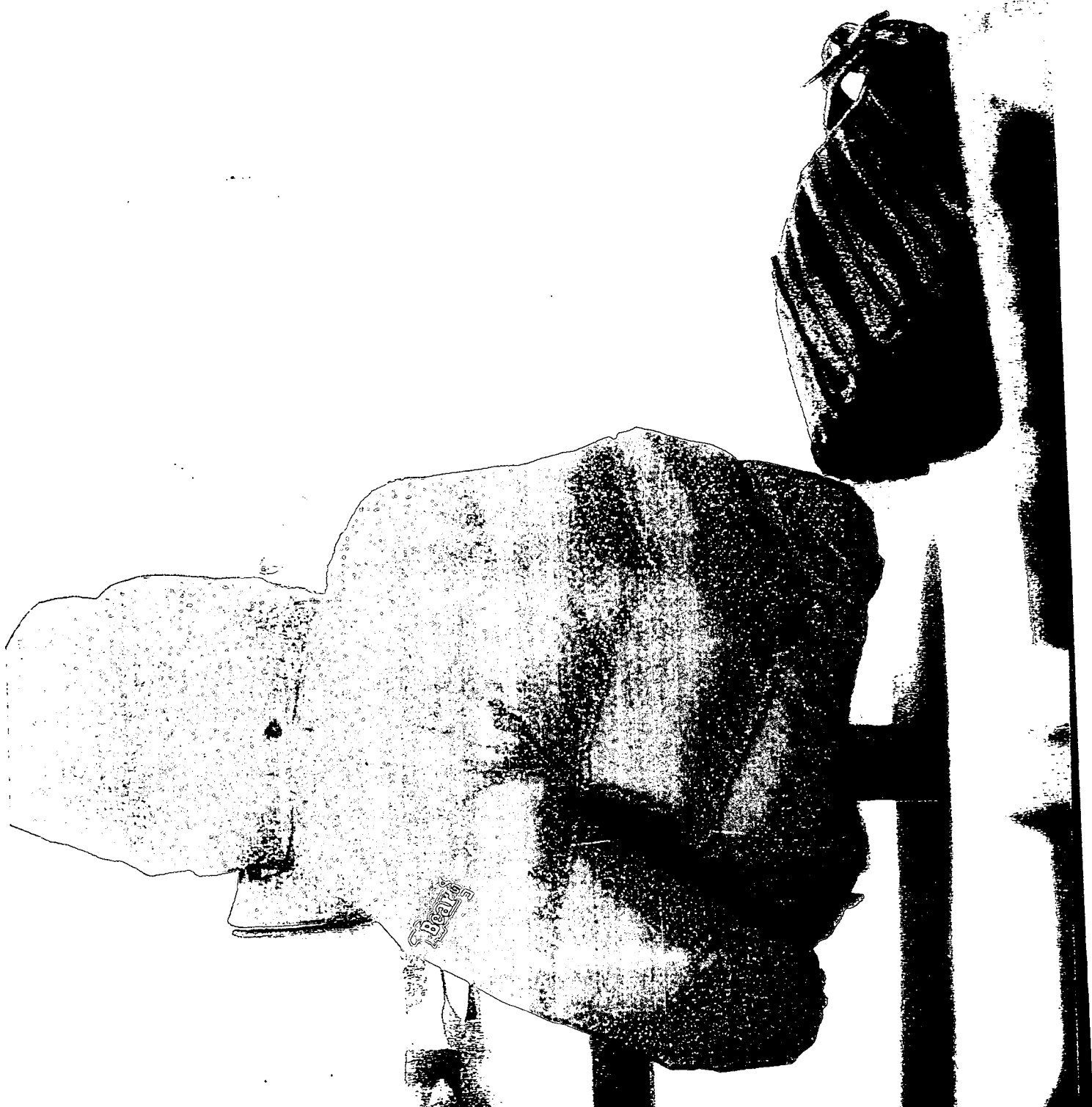
B000052



B000052

Sometimes you'll have to take it off.™

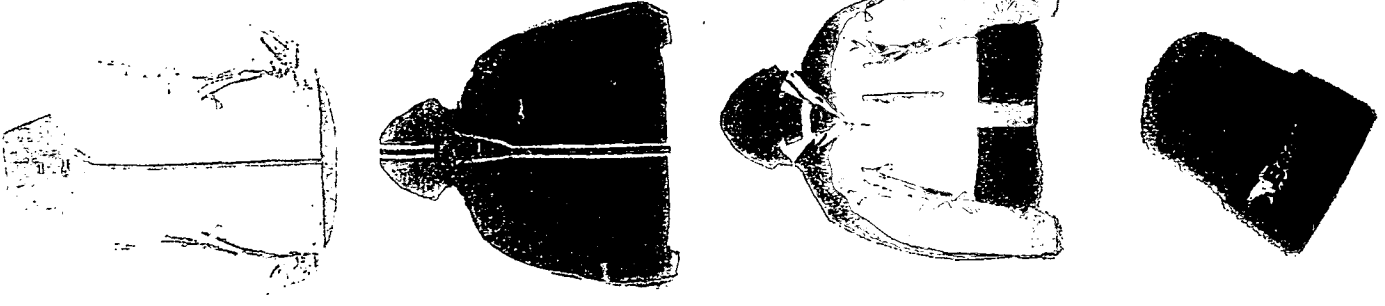
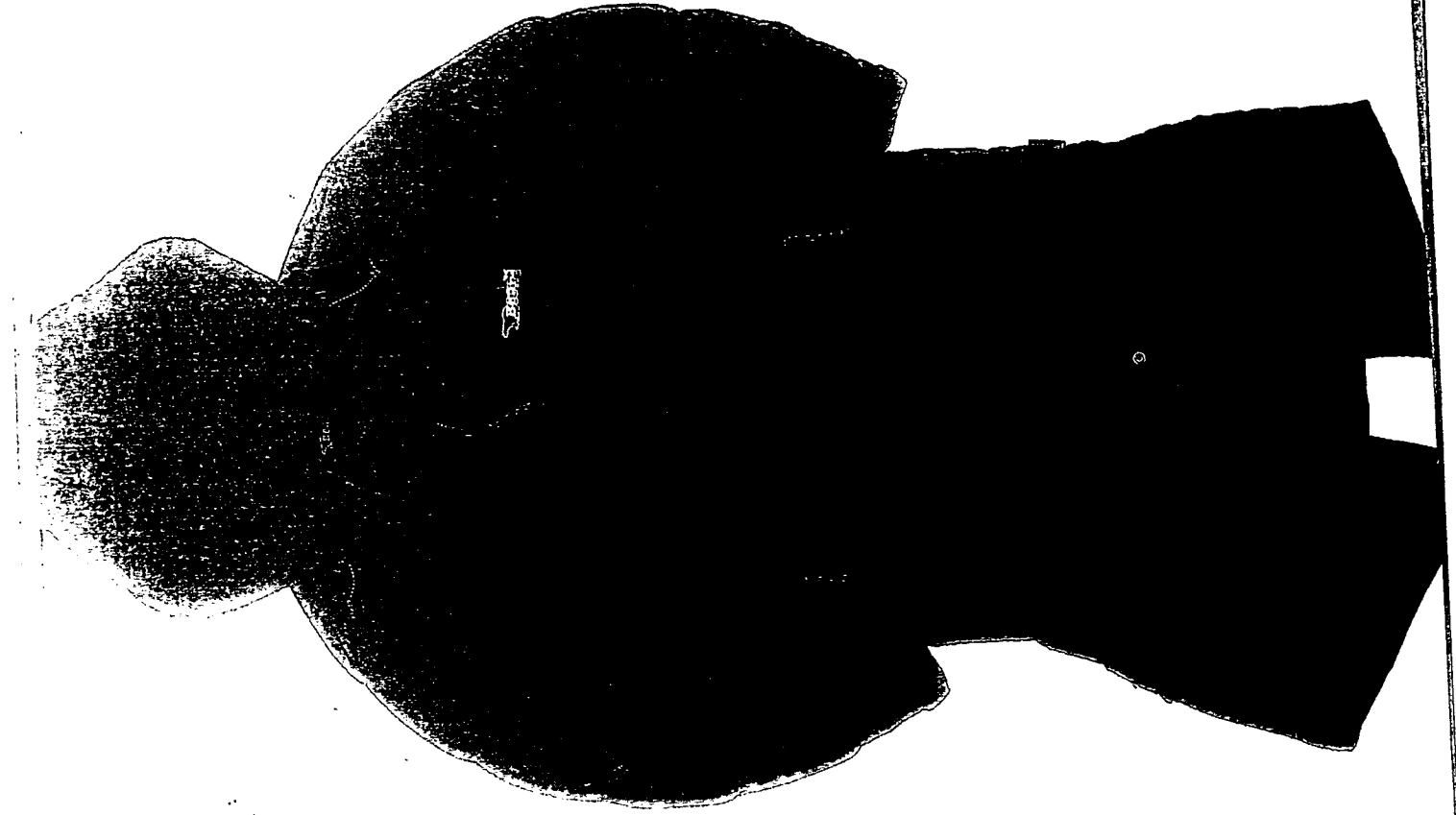




Sometimes you'll have to take it off.TM



B000055



B000056

Bear USA:

visually exciting

casual & active

outdoor inspired apparel

The best at bringing

it all together:

authentic high-end performance

creative, *mi*

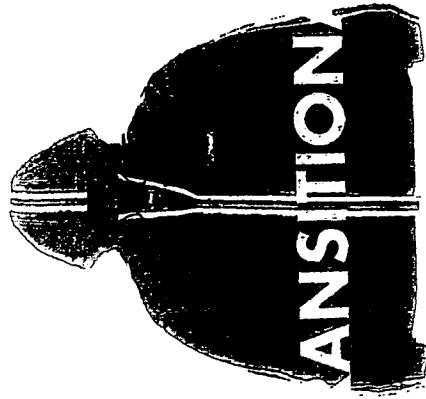
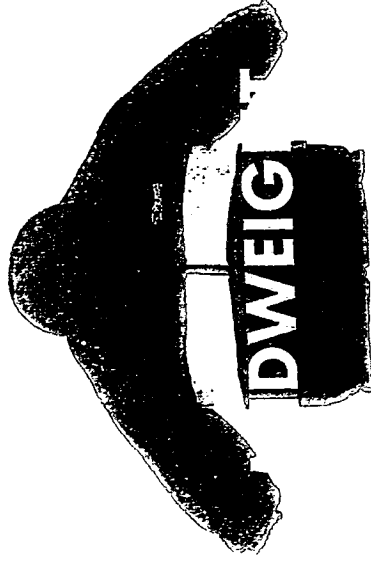
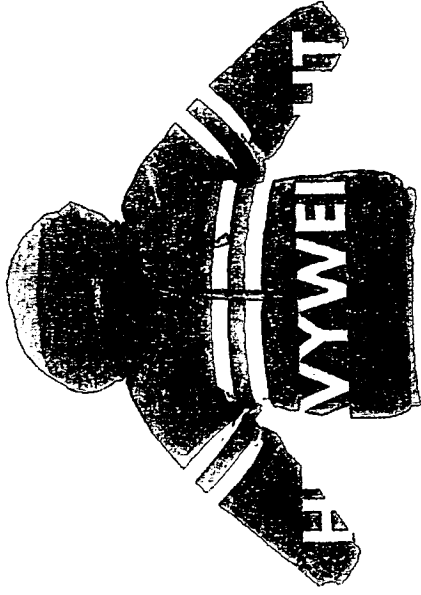
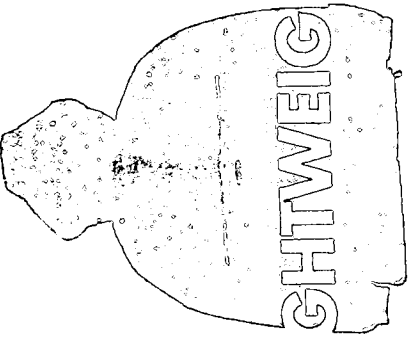
happening design

**SOMETIMES YOU HAVE
TO FACE THE FACTS**



18

B000057



B000058

SOMETIMES YOU HAVE CUSTOMERS WITH SPECIAL NEEDS

FOR PARTICIPATING-

skiing, boarding, sledding, skating, snowman making, snowball playing

FOR OBSERVING-

Football games, soccer games, hockey games

FOR LIVING-

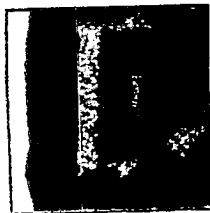
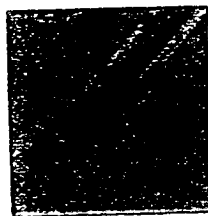
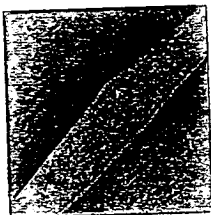
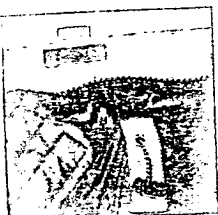
Child play, shopping, driving, yard activities, holiday events, mall cruising, movie seeing

FOR TREKKING-

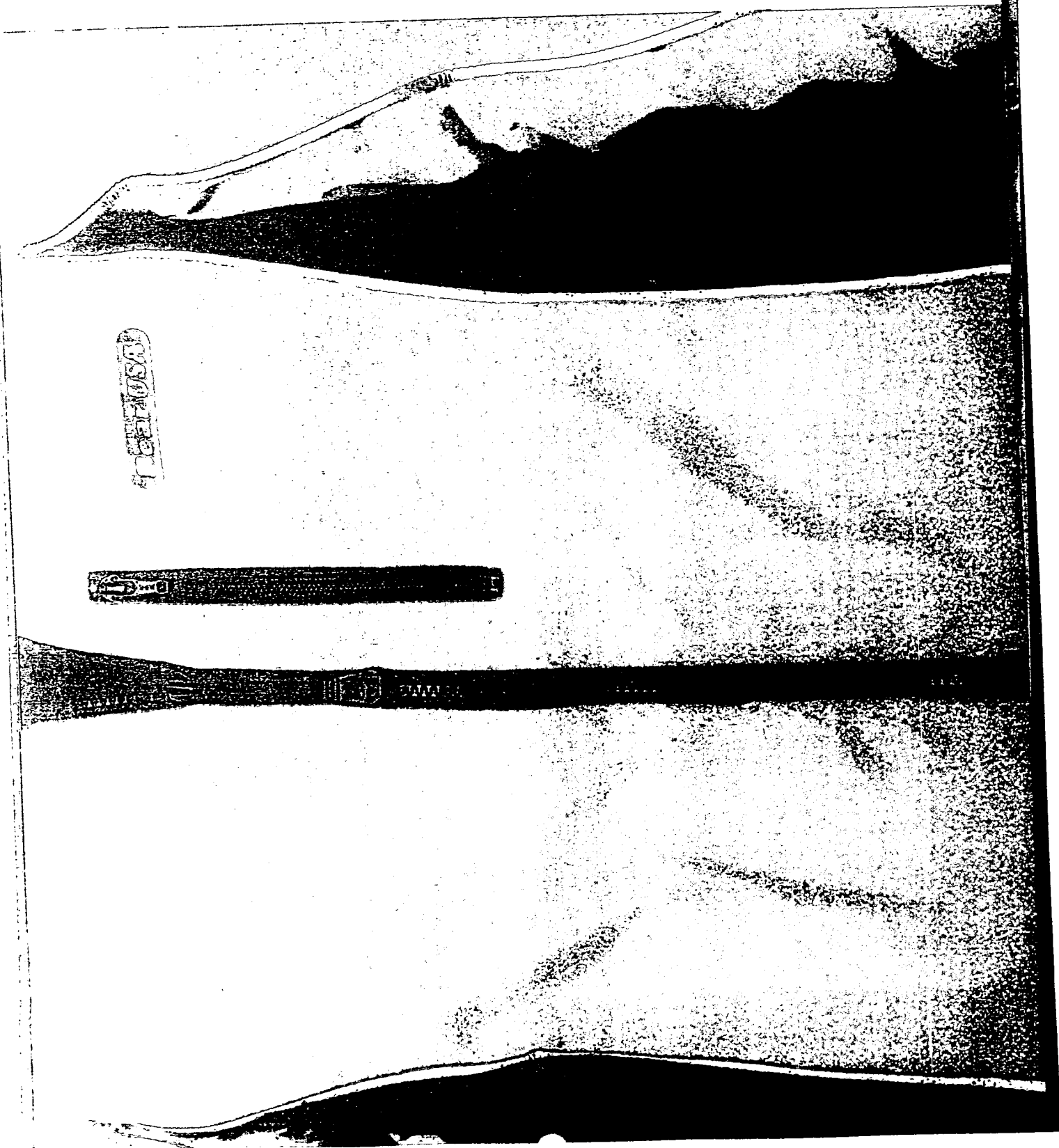
Rock & ice climbing, xc skiing, hiking, mountaineering, adventure chasing



B000059



B000060



- Tough down proof fabrics to prevent leakage
- Multi layered down bag construction to insure longevity
- Super insulating fill powers 450+ to provide incredible warmth
- Rare 80/20 & prime down counts for softness, warmth, and light weight



- Lightweight & thin high-tech fiber fills that provide great warmth
- Micro-loft, Primaloft, Polar guard & equivalents



- Modern, high-tech fabrics utilizing coating or lamination that offer world class water resistance & breathability

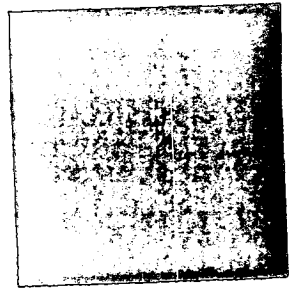
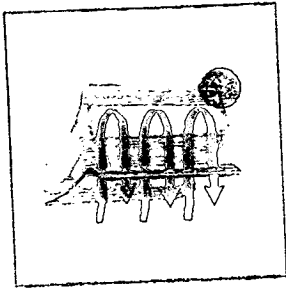
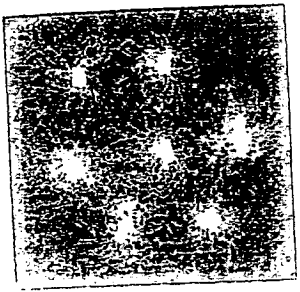


- Durable & rugged rip stop and abrasion resistant trims & fabrics
- Sophisticated sewing methods incorporating high stitch per inch counts

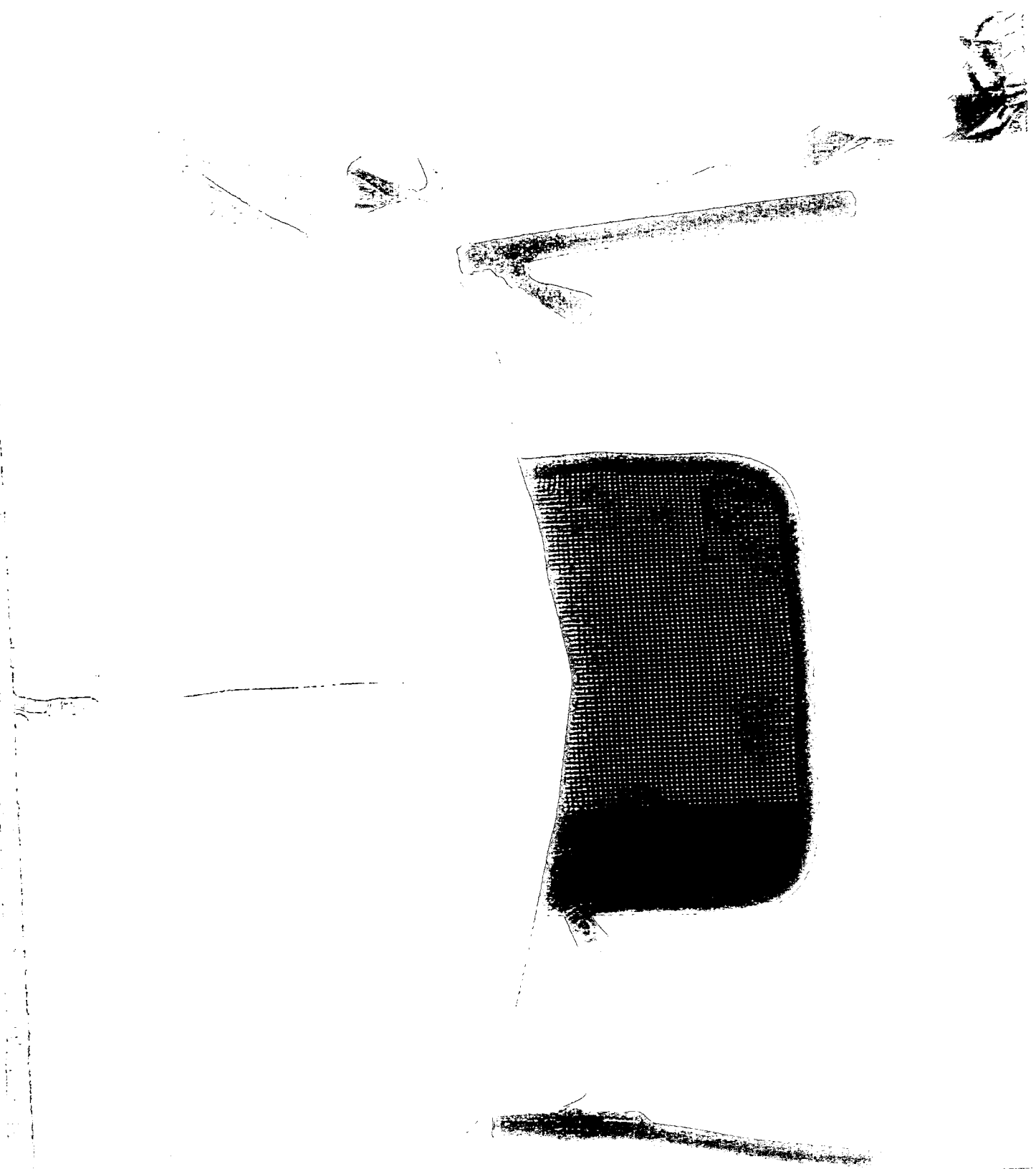


**SOMETIMES PERFORMANCE
FEATURES MUST BE DISCOVERED**





B000062



**SOMETIMES YOU NEED TO
MAKE YOUR LIFE EASIER**

◦ Easy to adjust hook & loop
& elasticized cuffs

◦ Anti draft zipper plackets
to prevent wind entry

◦ Heavy gauge frost free zips that
slide smoothly in arctic conditions

◦ Generous fits for active uses & comfort

◦ Multiple fully zipped pockets for convenience

◦ Performance linings of fleece, mesh
& netting

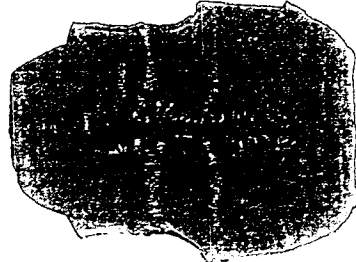
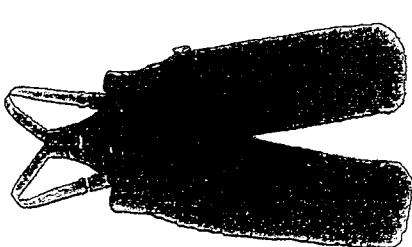
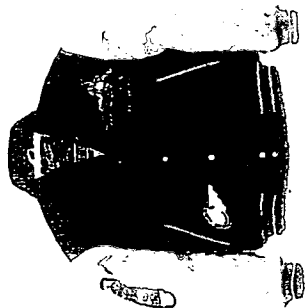
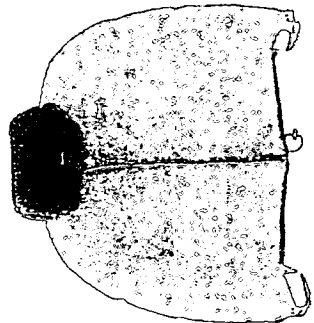
◦ Some models with inner storm skirts,
underarm ventilation, cell phone pockets
& rollable hoods for all condition versatility

◦ Some reversible models, providing
2 for 1 value

◦ Hems with adjustable shock cords to
insure warmth



BEARHILLER



B000064

LIGHTWEIGHT- Unlined shells or shells

with mesh or terry lining



TRANSITIONAL- Jackets with polar

fleece, corduroy or similar lining with

insulating properties



MIDWEIGHT- Product suitable for

winter but not arctic conditions



HEAVYWEIGHT- Winter climate product

with strong insulating capability

ULTIMATE- Arctic & extreme condition

capable, using insulation, special features

and length for maximum warmth

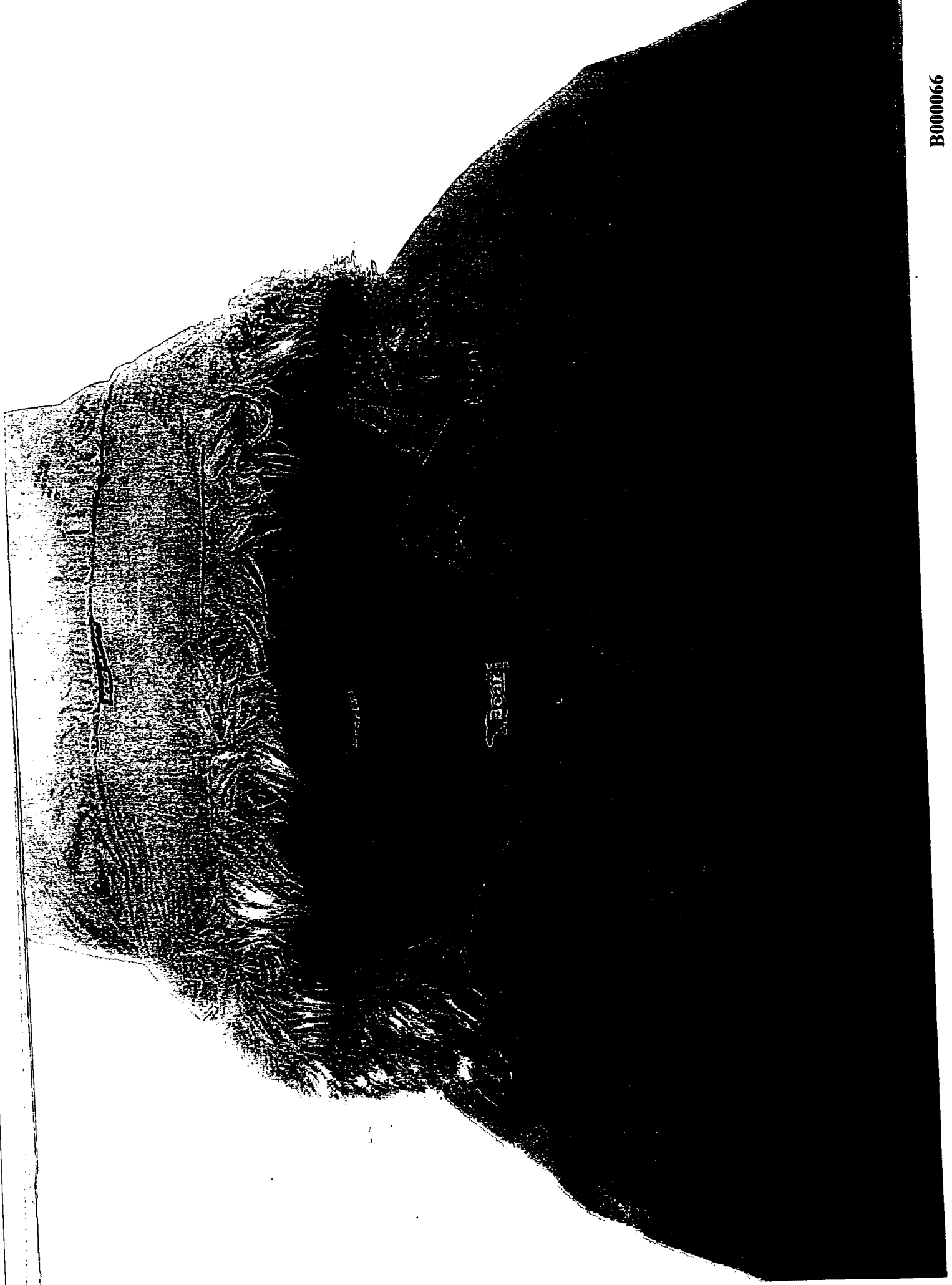


**SOMETIMES YOU NEED TO
COPE WITH THE WEATHER**

5 different weight
climate responsive
outerwear products

B000065





B000066

**SOMETIMES ONE MANUFACTURER
CAN FULFILL ALL YOUR NEEDS**

Fashion direction &
designs inspired by
4 attitudes

CLASSIC-

Products with a long heritage that are
mainstream & broad in their appeal



OUTDOOR SPORT-

Products inspired by alternative sports,
with a hip, youthful, underground appeal



TECH SPORT-

Products with an authentic performance,
function and extreme climate capability



STREET SPORT-

Products driven by urban spirit,
music, film & sport trends



B000067



B000068

© 1999, BEAR USA, INC.

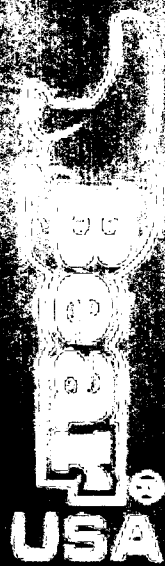
530 Secaucus Road, Secaucus, NJ 07094

Tel. 201.865.4600

Fax. 201.865.7184

www.bearusa.com

B000069



2002

GARMENT WASHED TEES

MATERIAL

GARMENT INSTRUCTION

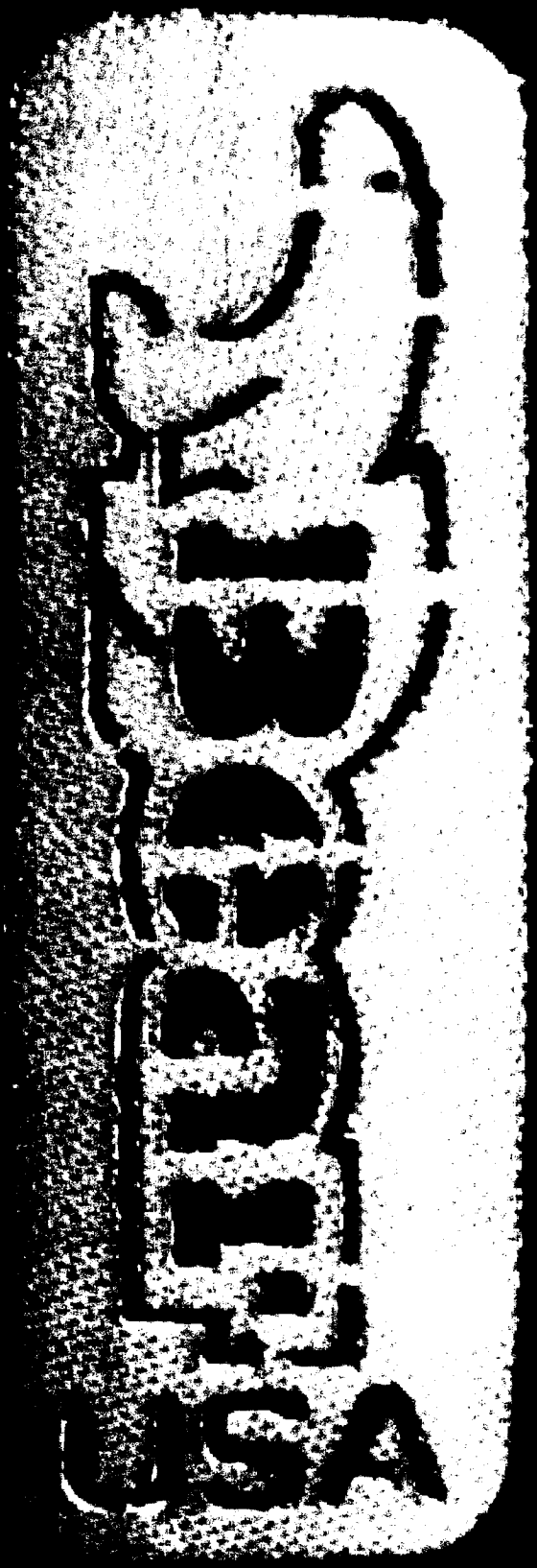
quality of products

BREAR USA

AUTHENTIC DENIM









WAWOOD





ST No MA0555ND

Color NAVY

SIZE: M/M

7 17440 14666 2

MSRP: \$179.00



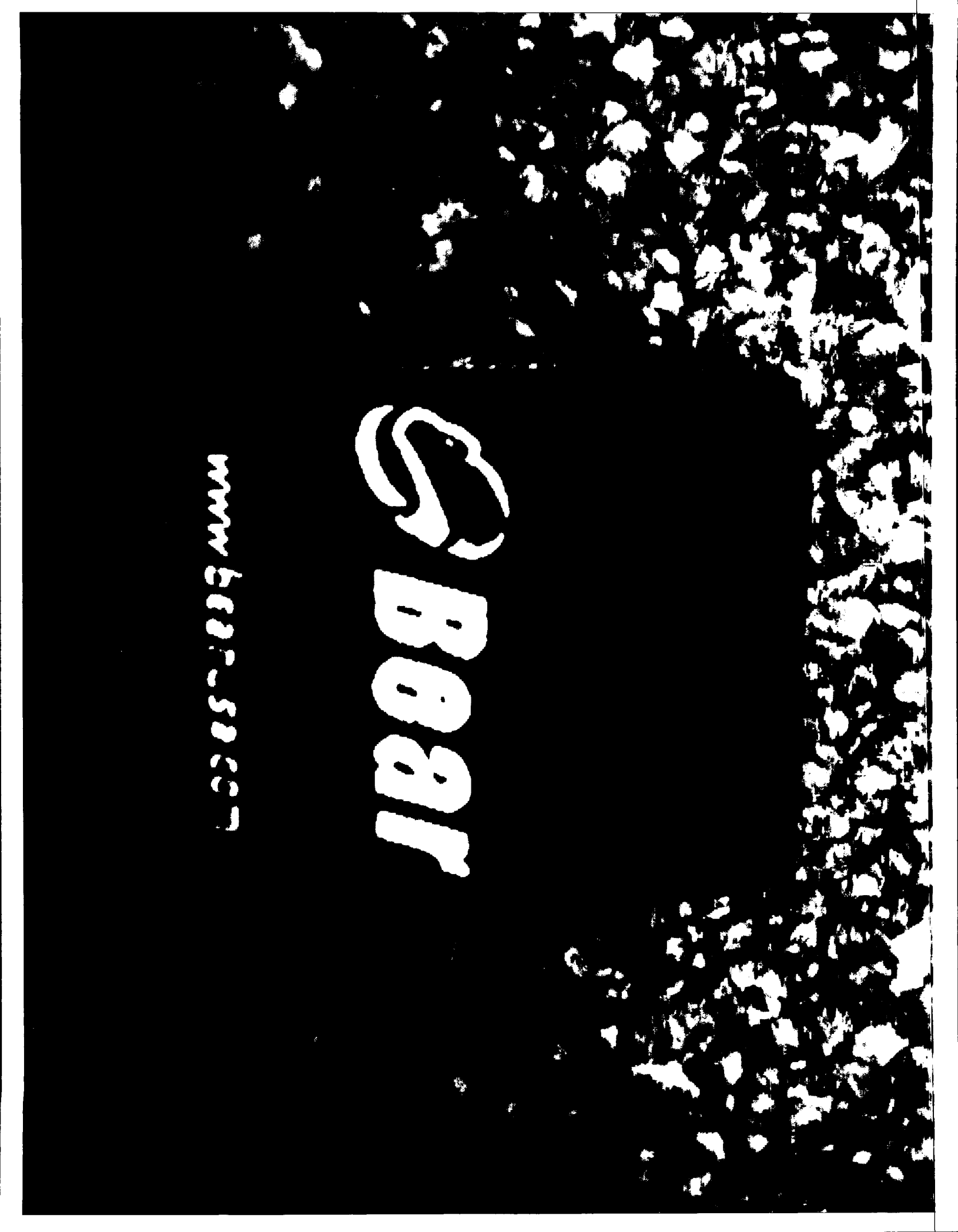
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BEARUSA.COM

BEARUSA.COM





S BOAT

www.boat.com



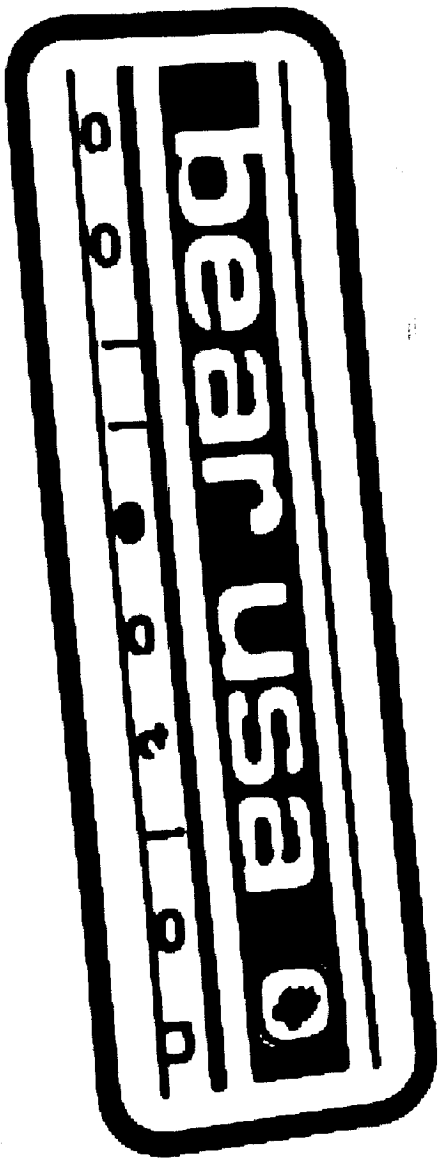
BEER

BEER

BEER



ESNIPACI



Beat

Handwritten signature

SERIES

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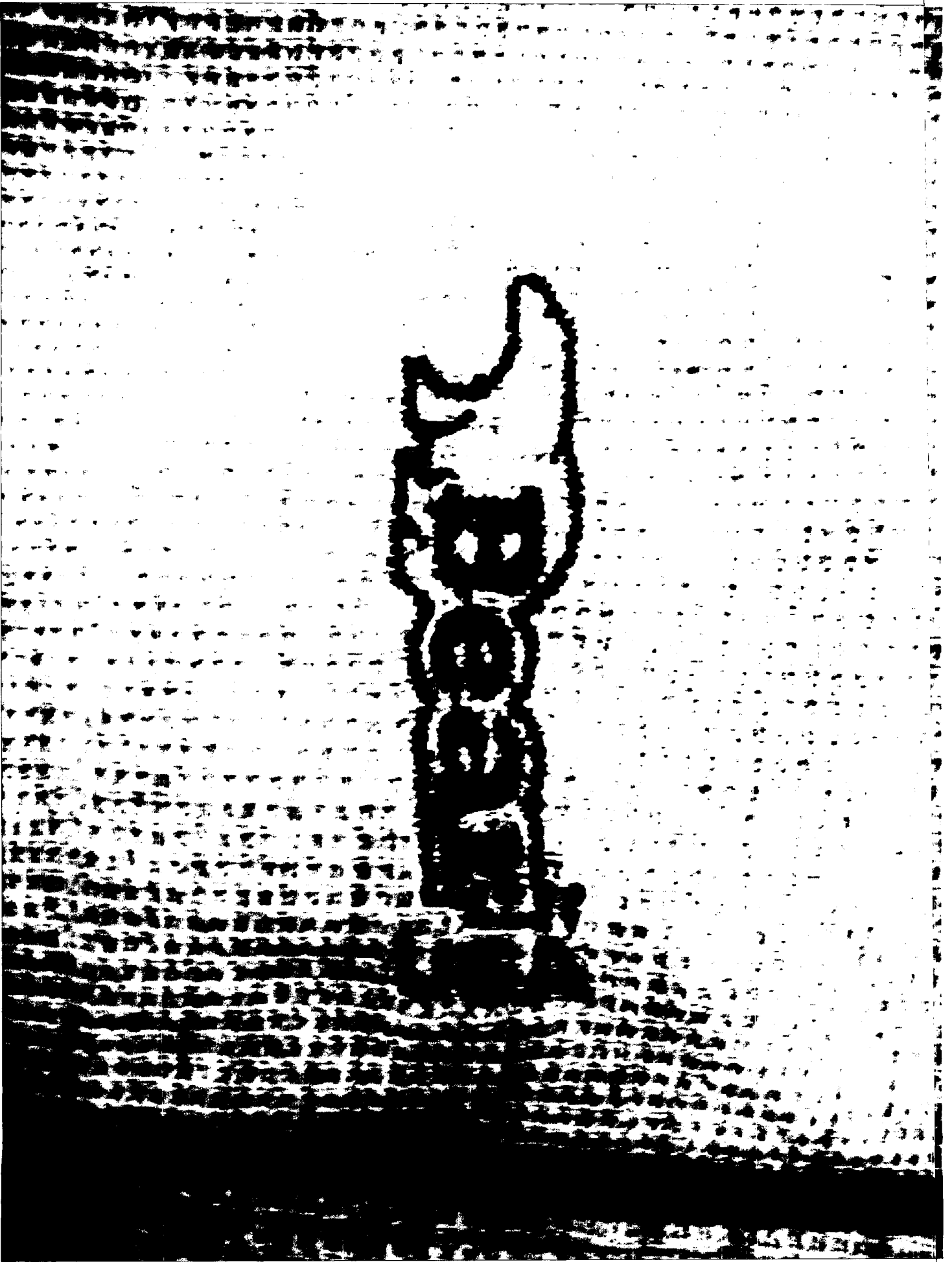
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[Redacted]

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ELECTION
DAY

SALE
GREAT SAVINGS &
VALUES STOREWIDE!

TAKE AN EXTRA
25% OFF NEWLY
REDUCED
CLEARANCE

30%-40% PLUS AN
EXTRA 10% OFF
EVERY COAT AND
JACKET FOR HER

SAVE 20%-50%
DURING OUR
SEMI-ANNUAL
LUGGAGE EVENT

BUY 1 SUIT OR SPORTCOAT, SAVE 30%,
BUY TWO OR MORE, SAVE 40%

CHOOSE FROM UNGARO UOMO, KASPER,
EVAN PICONE, OSCAR DE LA RENTA,
GIANFRANCO RUFFINI AND MORE

HERE'S JUST ONE EXAMPLE:
ALL UNGARO UOMO AND KASPER SUITS
BUY 1, 297.50; BUY 2 OR MORE, \$255 EA. REG. \$125

MEN'S OUTERWEAR SALE

29.99-179.99

119.99 WEATHER- PROOF BUBBLE JACKET

A. Wind and rain-resistant microfiber shell. Choose red, black, green or royal. Sizes S,M,L,XL. Reg. \$200

149.99 BEAR BUBBLE

B. Down fill with water-resistant nylon shell that reverses to nylon ripstop. In silver, red, black, hunter or royal. Sizes S,M,L,XL. Reg. \$200

149.99 SAVILE ROW

C. Our exclusive' distressed leather bomber with knit bottom and cuffs. In brown. Sizes S,M,L,XL. Reg. \$199

49.99-179.99 CLOTH OUTERWEAR

D. London Fog® Towne by London Fog®, our own' C Room and more large collection styles. Sizes S,M,L,XL. Reg. \$70-\$225. No phone orders accepted.

29.99-89.99 POLARTEC® & WINTER FLEECE

E. A collection of solids and patterns from Woolrich, Bugle Boy, Free Country and our exclusive' Savile Row. Sizes S,M,L,XL. Reg. \$38-\$130. No phone orders accepted.

*Exclusive to Federated Dept. Stores. Men's outerwear not at The Falls. Bear and Weatherproof jackets not in Florida, Louisiana and Alabama stores. Collections vary by store. All items are imported. Men's outerwear. (D.542/506/560)

8 ORDER ANYTIME, TOLL-FREE: 1-800-45-MACYS

B000019

30%-35% off
reg. prices



'bear'™ bubble jacket 129.99

filled reversible jacket. The hottest look on
planet. Available in royal, black, green or
navy—all reverse to unquilted black.
M, L, XL, XXL. Reg. \$200



I.n.c. fleece-lined 69.99

Exclusively ours in night or snow with warm
Thermoloft insulation. From International
Concepts/I.N.C. S, M, L, XL. Reg. \$100

microfiber jackets, your choice 109.99

Full protection, soft touch—the outerwear that works. Microfiber jackets repel the wind, rain and snow,
yet still look sharp enough to wear over a sportcoat.

Gant down-filled bomber in polyester/cotton. S, M, L, XL. Reg. \$175

Weatherproof parka with hood and warm polyester fiber fill. Polyester/cotton. S, M, L, XL. Reg. \$175

Sorry, no phone orders. (D.560)

Outerwear 31

macy's northeast

HERALD SQUARE
NEW YORK, NY 10001

10/12/95

Mr. Tom Hong
Bear U.S.A., Inc.
40 Oak Street
P.O. Box 424
Norwood, NJ 07648

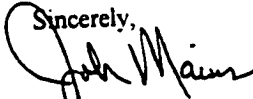
Dear Tom:

I wanted to take the time to tell you how pleased I am with the Bear product. In 1994, "The Bear" as a new vendor for us was one of our best performing vendors in Macy's and A&S.

Because of your outstanding sell thrus in 1994, we have made you a major vendor in 1995. Enclosed please find our ad that we ran, featuring your product.

Can you please give me a call when you receive this letter so I can discuss reorders with you and go over our final plans for "The Bear Shop" in Herald Square.

We look forward to a long relationship with your company. "The Bear" is great.

Sincerely,

John Mains

B000022



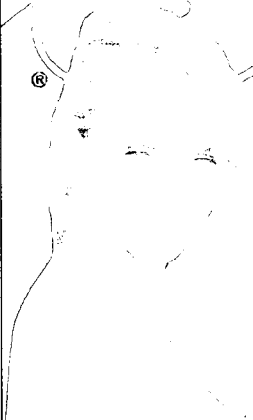
Breaking Celebrity News First!

ALL NEW!

STAR



Brad & Angelina
STORY!
NEW PLANS!



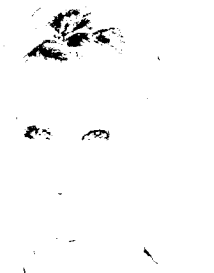
Cameron Diaz



Beyoncé



STORY'S
NEW PLANS!



Nicolete Sheridan



Sandra Bullock

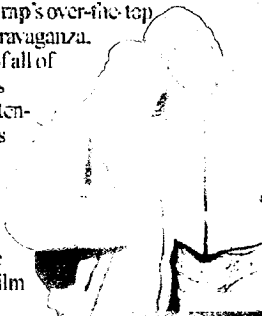
Joe Dolce



Joe Dolce

Yes, it's true: *Star* is everywhere. Whether packing the sunten lotion and strappy sandals for a fabulous fete in Florida, or handling up in puffy coats and fuzzy hats to hit celeb-filled ski slopes, we'll go anywhere to get you the latest in celebrity news.

This week, we give you an inside look at Donald Trump's over-the-top wedding extravaganza, a rundown of all of Hollywood's beautiful potential brides, as well as the latest scoop from the celeb-filled streets of the Sundance Film Festival!



Joe Dolce, Editor-in-Chief

Star reporter Janie Braun left with Juliette Lewis at Sundance

THE

DES!

Who's Hot?
This?
The Proposals
Dresses, Hats
& Neckties

INSIDE TRUMP'S

FEBRUARY 7, 2002
\$3.29 / \$4.99

ALL RIGHTS RESERVED © 2002

STUFF

T GIRLS 2005!

**RED
HOT
AND
WILD!**

**LARA
REED**

- LINDSAY LOHAN**
- ANGORIA
ASHLEE SIMPSON**
- STEFANI**
- PARIS HILTON**
- BIJOU PHILLIPS**
- KIMBERLY STEWART**
- AND MANY MORE!**

TANGATE HALL OF FAME

**15 sports parties
to catch before
you kick**

SNOW BEASTS!

**The hottest and
coolest winter
sports gear**

THE BARE NECESSITIES FROM BEAR USA



[Read the next sentence to the tune of the Jungle Book song "The Bare Necessities"] Look for the bare necessities. Bear USA will dress you in all their dresseries. This includes the Classic Bubble Jacket (\$90), hiking boots (\$125), Bear Logo T-shirt (\$20) and a Bear Logo Sack Pack (\$12). For a chance to win all of the above, send us your survival story in song. Hey, it's rhyme time, and we see no reason you shouldn't indulge us. Send it to: Bear Necessities (contest), 5th Fl., 1040 Avenue of the Americas, New York, NY 10018, or email: contest@bearusa.com. For complete rules, go to www.bearusa.com.

ENTERTAINMENT WEEKLY

COVER
MAGAZINE

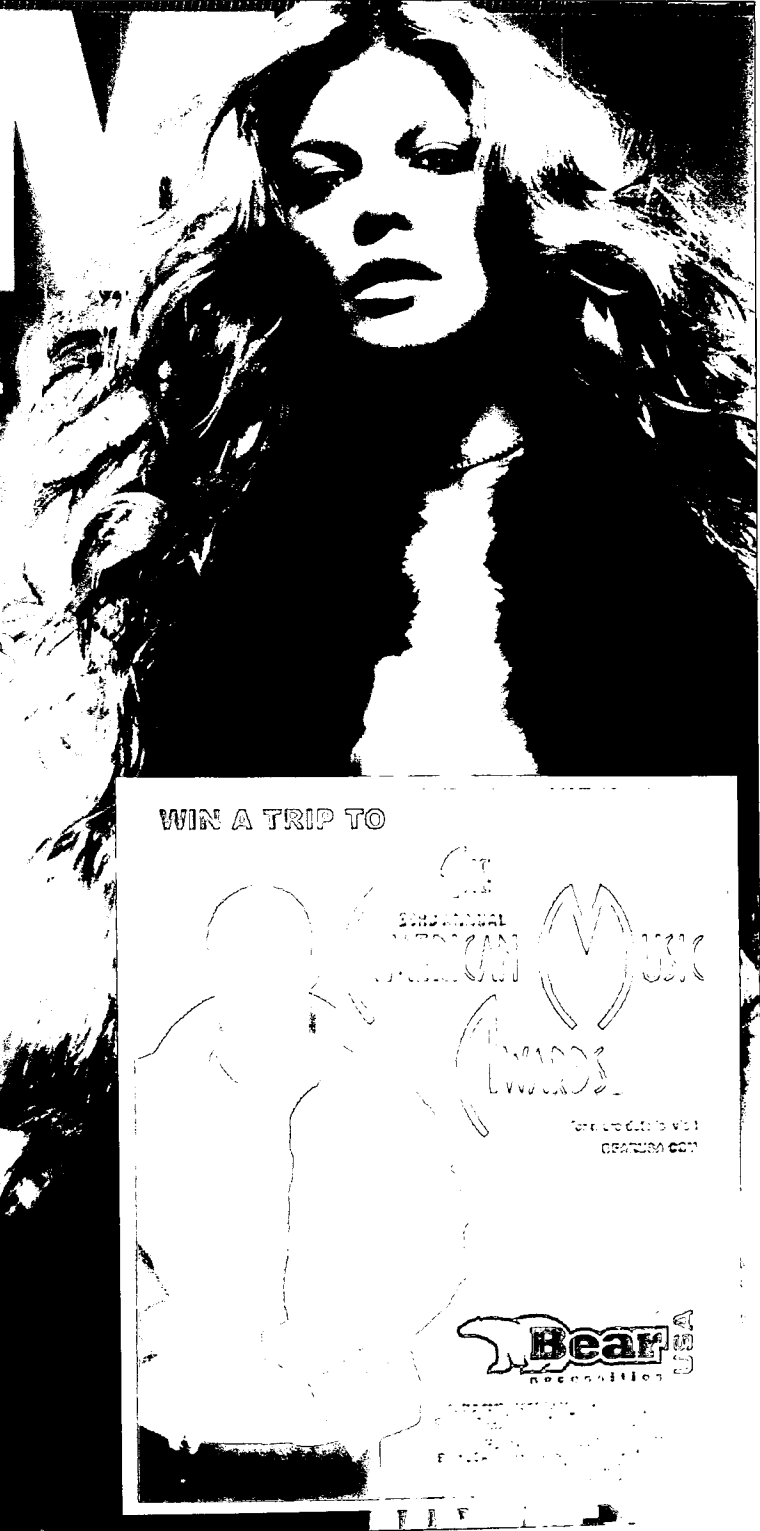
BREAKOUT STAR

The Black Eyed Peas bombshell kicks off 2005 with a bang

INSIDE:
RADIATORS
BABY SPICE
...and more

ENTERTAINMENT

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WIN A TRIP TO

Get
the
2005 ANNUAL
AMERICAN
MUSIC AWARDS

For more info, visit
GRAMMY.COM

Bear
necessities

...and more

BLENDER

SUPERSTAR
THE LAST DAYS
(AND NIGHTS)
OF RICK
JAMES

WOMAN OF THE YEAR

GWEN STEFANI

HOWDY
"PORN STARS
RUINED MY
MARRIAGE!"

ALL HAIL THE QUEEN!

1
04

WOOD
SINGERS

THE 100 GREATEST SONGS OF 2004

BEAR NECESSITIES

☆ BEAR USA celebrates its 10th anniversary with a daily Christmas gift giveaway. Starts December 1, 2004, and goes through Christmas Eve. Every day, one person will win all this:

- ⇒ Bubble jacket
- ⇒ Pair of hiking boots
- ⇒ T-shirt
- ⇒ Sac pack
- ⇒ \$100 gift certificate to Dr. Jay's



Log on to www.bearusa.com for details

ON LOCATION WITH MTV'S PIMP MY RIDE!

FHM

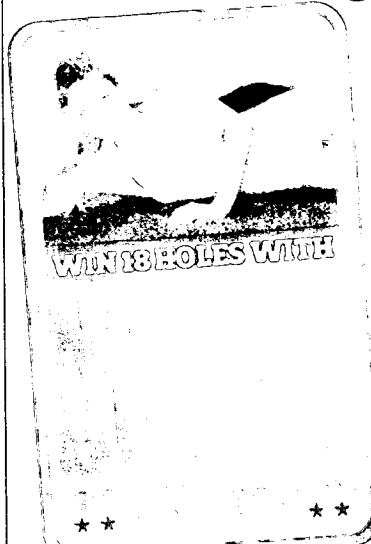
FOR HIM
MAGAZINE

X-RAY VISION!

KATHERINE

HEGL

TV's hottest doctor
will get your
heart beating!



Beginning Nov. 6th, receive a complimentary BEAR Y-Shirt and sock pack* at these fine stores:

- Against All Odds
- Bang Bang
- Changes
- Dr. Jay's
- Epic
- Lounge
- Tops 'N Bottoms

*while supplies last

THE ILL

MAGAZINE EVER!



NEW
STYLE
MAG
INSIDE!

WOMEN/CARS/SPORTS/HEALTH

JAN/FEB 2005

R&B *Chill* Issue
CIARA
CRUNK & JO

Exclusive
**UNCLE
LUKE'S**
BOOK
OF BOOTS

**USHER'S
ANGELS**
SEX CONFESSIONS

THE
**DAVE
CHAPPELLE**
LAUNCHES TO
THE DARK DITCHES

Asha



100% COTTON CASUALWEAR
www.bearusa.com

BRAND WEEK

THE NEWSWEEKLY OF MARKETING

VOL. XLV NO. 33 SEPTEMBER 20, 2004 \$5

STRATEGY

Bear USA Shows It's Cool to Keep Warm

OUTERWEAR BRAND Bear USA next month will launch a fall campaign designed to raise consumer awareness of its jackets among fashion-savvy 16-26 year-olds. The effort, via David Siricix, New York, includes print, radio, a redesigned Web site, POP promotions and a contest that dangles a trip for two to the 2005 American Music Awards in Los Angeles. Budget was not disclosed.

The single-page ads consist of four images around a "Cool Hunter" theme. Each shows a man taking pictures with

"The main idea is to show the functionality of the jacket."

a cool, thin Sony camera or putting the camera in his jacket pocket. Tag: "Bear Necessities." The ads, which will run in November issues of *Stuff*, *FHM* and *Blender*, target consumers who remember the brand's popular "bubble jacket" from its peak selling years (1993-98).

The camera theme continues with the sweepstakes in which consumers are asked to e-mail their favorite photos, through Jan. 15, to the company via its Web site, Bearusa.com.

"The main idea of the creative is to show the functionality of the jacket," said Peter Mancuso, vp-sales. "The images show that the jackets have multipurposes."



Picture this: Bear USA print ads explore the great outdoors.

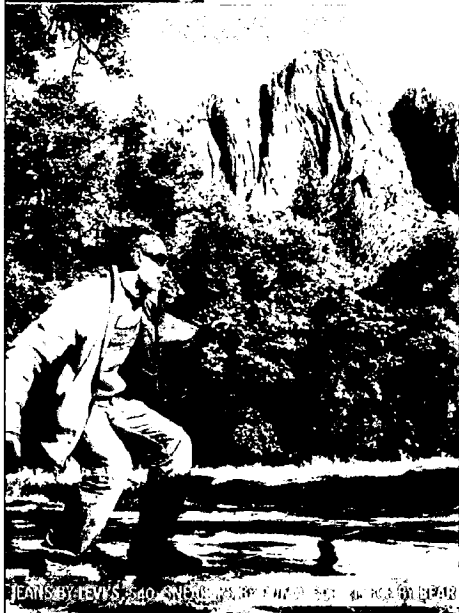
One style, the Two-In-One, for example, is made with an inside vest that can be worn alone. The back-pack jacket features inside straps that keep the jacket in place as it hangs like a backpack. The jackets include pockets for cell phones and iPods, and come in a range of fabrications.

The ads also tag a free-gift event at specialty retailers such as Against All Odds, Bang Bang, Dr. Jays and others that carry the brand. The giveaway will take place on "Bear Day," Nov. 6, and offer a Bear-logoed sack pack, T-shirt and magazine. Radio ads will help drive consumers to the stores.

—Sandra O'Loughlin

JACKET BY BEAR USA, \$90.
CARGOS BY UNION BAY
\$46. SHOES BY FIVE TEN.
\$130; BELT BY DMM
CLIMBING

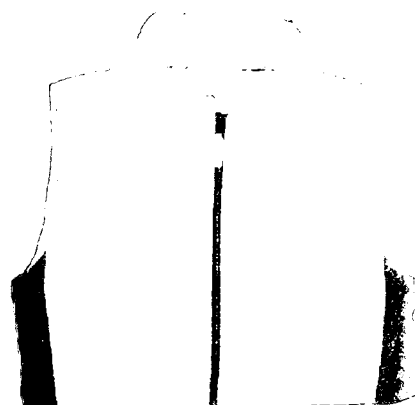
OPPOSITE PAGE. SWEATER
BY TIMBERLAND, \$128.
SUNGLASSES BY KAENON
POLARIZED, \$177.



Snowbound

Style matters even when you're going downhill

PHOTOGRAPHY BY GORMANPHOTO.COM
FASHION BY GABRIELLE PORCARO



JACKET BY BEAR USA, \$90. CARGOS BY UNION BAY, \$46. SHOES BY FIVE TEN, \$130. BELT BY DMM, \$130. SWEATER BY TIMBERLAND, \$128. SUNGLASSES BY KAENON, \$177.





Bear

STUFF MAGAZINE SEPTEMBER 2005

Bear



KOOL G RAP AND NAS KILL TIME DURING THE COVER SHOOT FOR KOOL G RAP'S 4,5,6 NEWARK, NEW JERSEY, 1995
THE FADER MAGAZINE, VOLUME 33, OCTOBER 2005





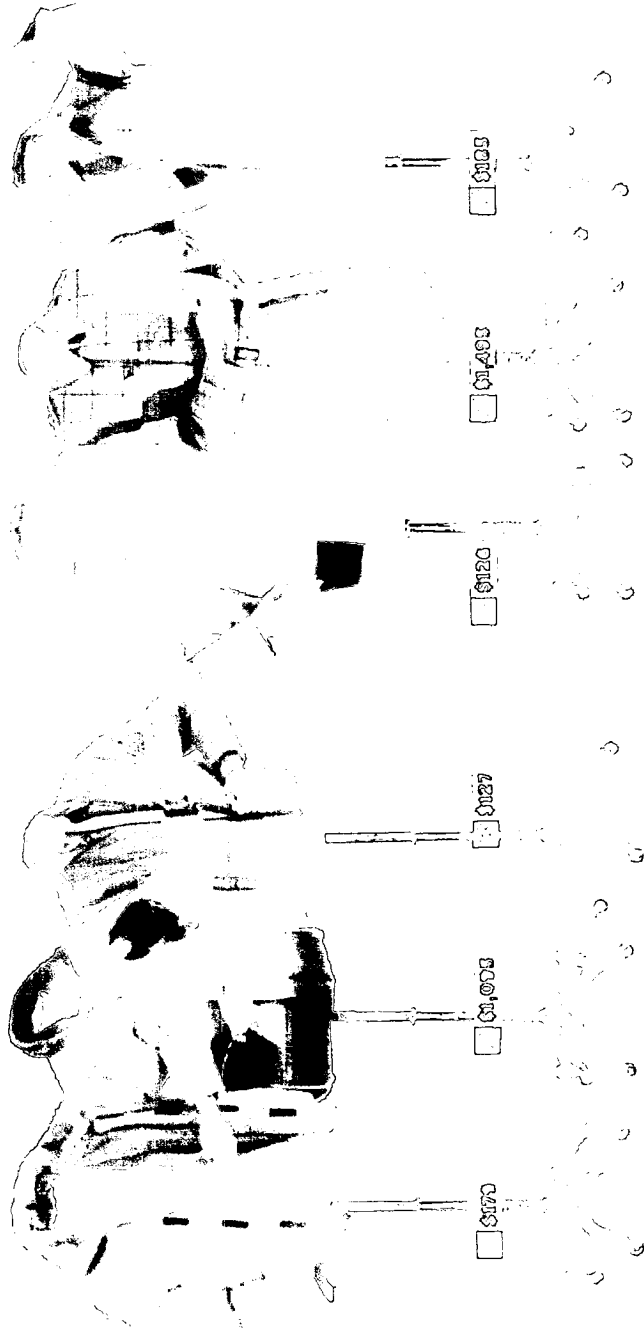
FALL 2004 BEAR NECESSITIES
BLACK BOOK, WINTER 2004 NO 31 FACE TO FACE & YRB, FALL 2004, ISSUE 35



Coat Check

Outerwear no matter what the elements

PHOTOGRAPHY BY COMMAPHOTO.COM
STYLING BY BRIGITTE BICH AND MADIA JOSHI



Nylon coats
BEAR USA BOSS HUGO BOSS GREEN

SPITVAK

Trench coats
NAUTICA JEANS BUREFRY LONDON

TOMMY HILGER

© SEPTEMBER 2005 FHMUS.COM

FHM SEPTEMBER 2005





BEAR USA, JEEP, & STUFF MAGAZINE UNITE
STUFF MAGAZINE, SEPTEMBER 2005





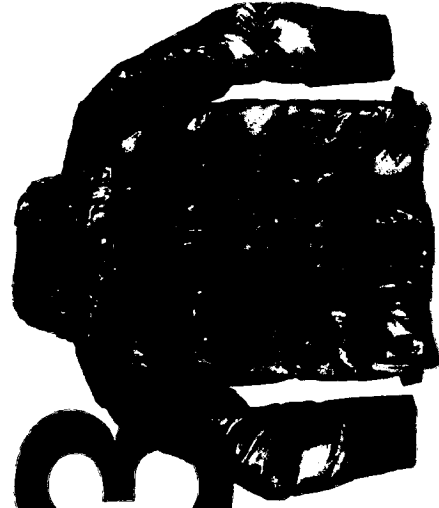
XXL MAGAZINE, SEPTEMBER 2005 FASHION SPREAD



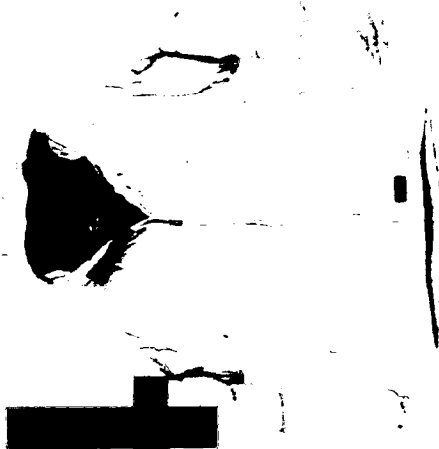
DOWN FOR LIFE

From Triple Hat Coconuts to The North Face, puffy coats are always in style. But this holiday season, it's not a high-top fashion staple.

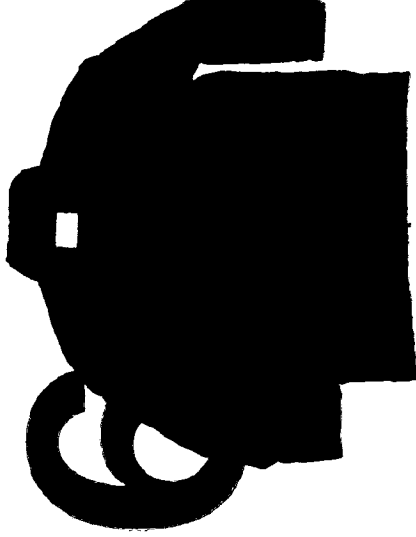
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4



5



1 STEVENSON \$300, 2 STEVENSON \$120, 3 BEAR USA \$179, 4 OAKLEY \$240, 5 PHAT FARM \$129, 6 TIMBERLAND \$179



"No Ho, Ho (Handy)," "Jas Miziz Fast, Cam' Ron & T.L.," "Mi For The Love," "The Loz," "Real Live Sitt," "Real Live Sitt," "Sauce Money feat. Jay-Z," "Broken Language," "Smoothie Da Hustler," "The Gambler," "Funky Diddanda," "Three Times Doppa," "Gettin' Money (Get Money Remix)," "Junior M.A.F.I.A.," "Juice (Know The Ledger)," "Eric B. & Rakim," "Straight Up Menace," "MC Eht"

"DOWN FOR LIFE"
 COMPLEX MAGAZINE, HOLIDAY WISH BOOK, DECEMBER 2005





DETAILS MAGAZINE, SEPTEMBER 1997





"FIND THE PARTY"
GIANT MAGAZINE, FEBRUARY 2006



Can I Help You

You can be warm and chic. You *don't* have to carry a boring laptop bag. And there *are* boots that won't make your feet sweat. Just ask fashion director **Kate Dimmock.**



66

Q: I just got my first laptop and I cannot find a case I like anywhere! Any suggestions on where I can get a cute (no boring black) and affordable one?

—LAVINIA, 23, ATLANTA, GA

A: Recently I've discovered several new options that are unique, feminine and pretty, like this **Melissa Beth Designs "Pocket Full of 'Purer'"** in party pink, \$198 (above; also in orange, pear green and sky blue; Jennifer Kaufman, CA, 310-854-1058, or melissabethdesigns.com), shown with a 14" **Apple iBook**, \$1,299 (Apple, 800-692-7753, or apple.com). It will fit up to a 15.4" laptop, and has a felt exterior, leather trim and a stylish polka-dotted foam lining that you can show off at your next PowerPoint presentation.


Q: I love the look of boots, but my feet always get too hot and sweaty in them. Does anyone make a cooler version?

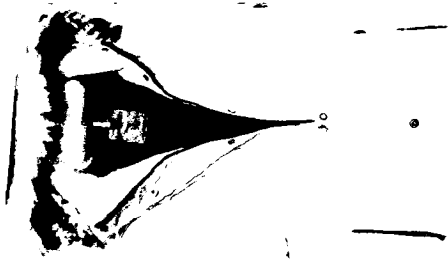
—MERITT, 38, PITTSBURGH, PA

A: I'm about to majorly hook you up here. Geox, an Italian company that's opening stores all around the US this year and next, specializes in shoes that allow your feet to breathe because moisture can actually pass through their

Got a fashion shopping dilemma? Log on to shopetc.com and tell us all about it or mail the details to Fashion Can I Help You?, SHOP ETC., 224 W. 57th Street, 4th Floor, New York, NY 10019 and Kate will get to the bottom of it.

"Donna"

Long Jacket in white, \$125 (above; sizes S-3XL; also in black, moroccan blue, oak and olive green; amazon.com). It's ankle length for full coverage and filled with duck down. The detachable faux fur trimmed hood and the silky microfiber taffeta shell give it a nice style boost. Bonus: This length works well over pants or skirts. Turn to p. 84 for more down-filled jackets. 



SHOP ETC. COM | 66





VIBE MAGAZINE, DECEMBER 1997

Bear's

THE Stylist

DESIGNER FASHION

Nike

Boot Camp

The best way to look cool (and keep warm) this winter is to wear high-tech mountain boots



Mountain
Bear



Polo



Tommy Hilfiger



Lug
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VIBE MAGAZINE, OCTOBER 1998



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MEN'S NON-NO, JAPAN, NOVEMBER 2005



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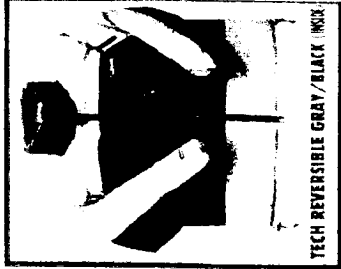
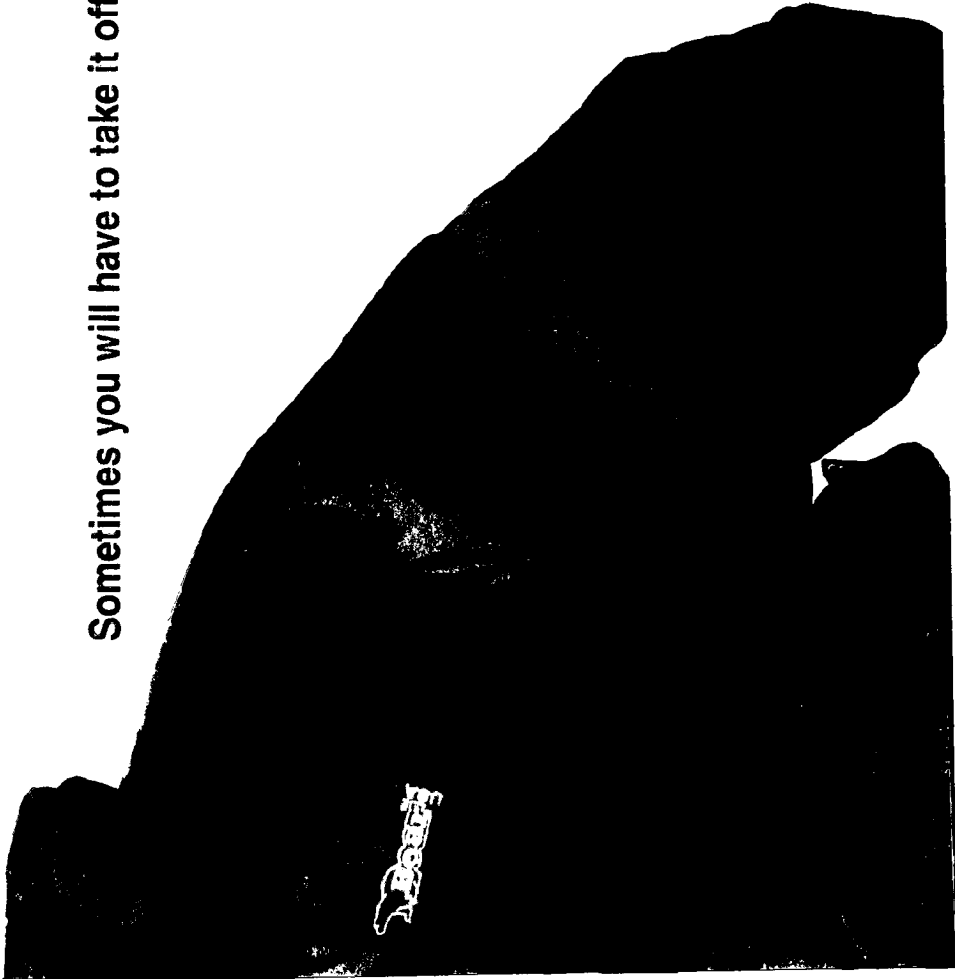
2002 AUTUMN & WINTER SPECIAL CAMPAIGN

BEAR USA 2002 CONCERT SERIES CAMPAIGN
GET ON, JAPAN, OCTOBER 2002



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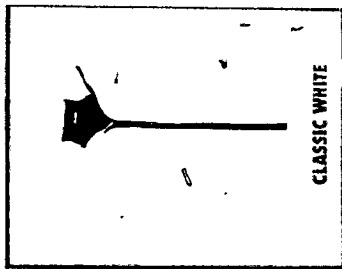
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COOL TRANS, JAPAN, JANUARY 2000

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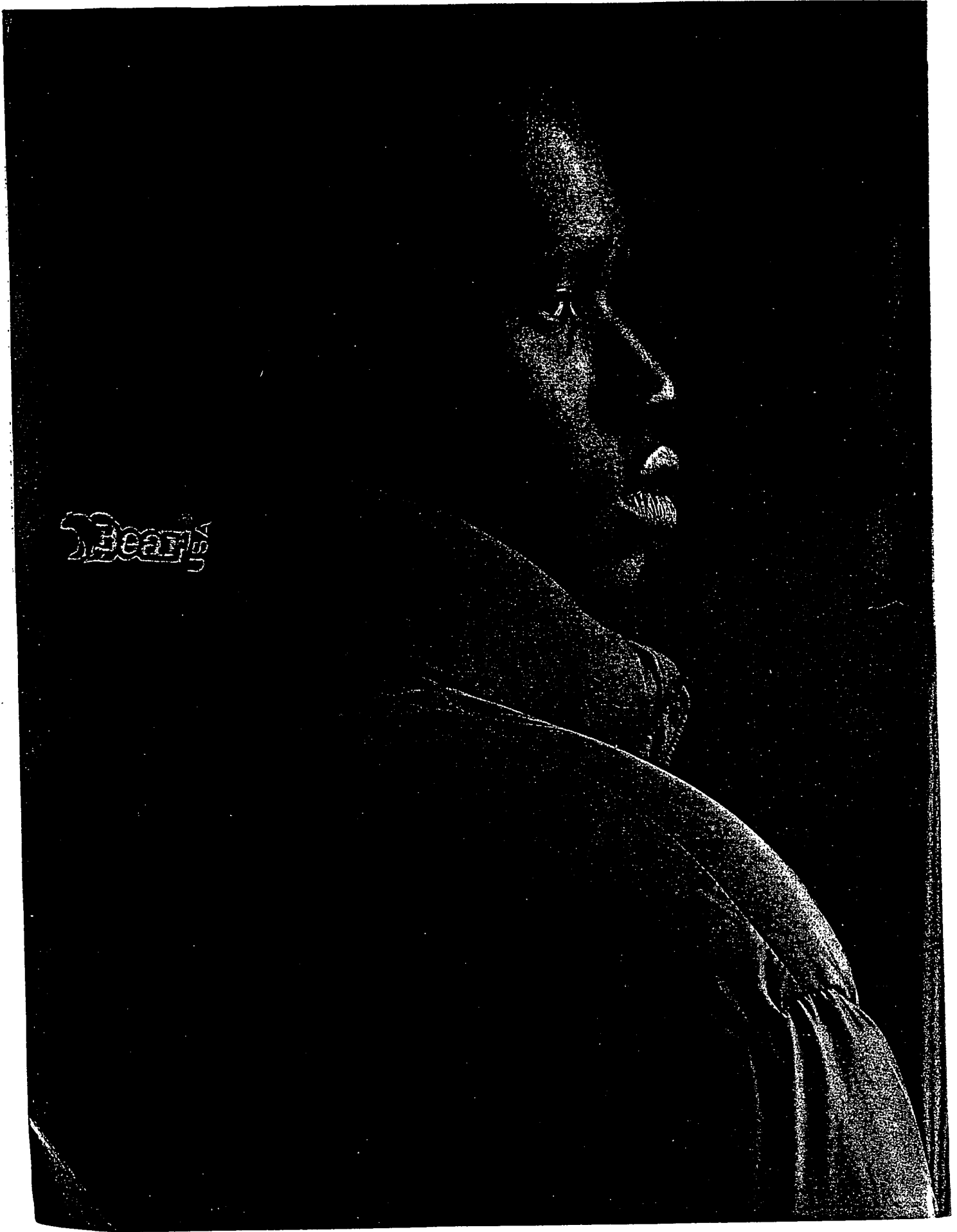
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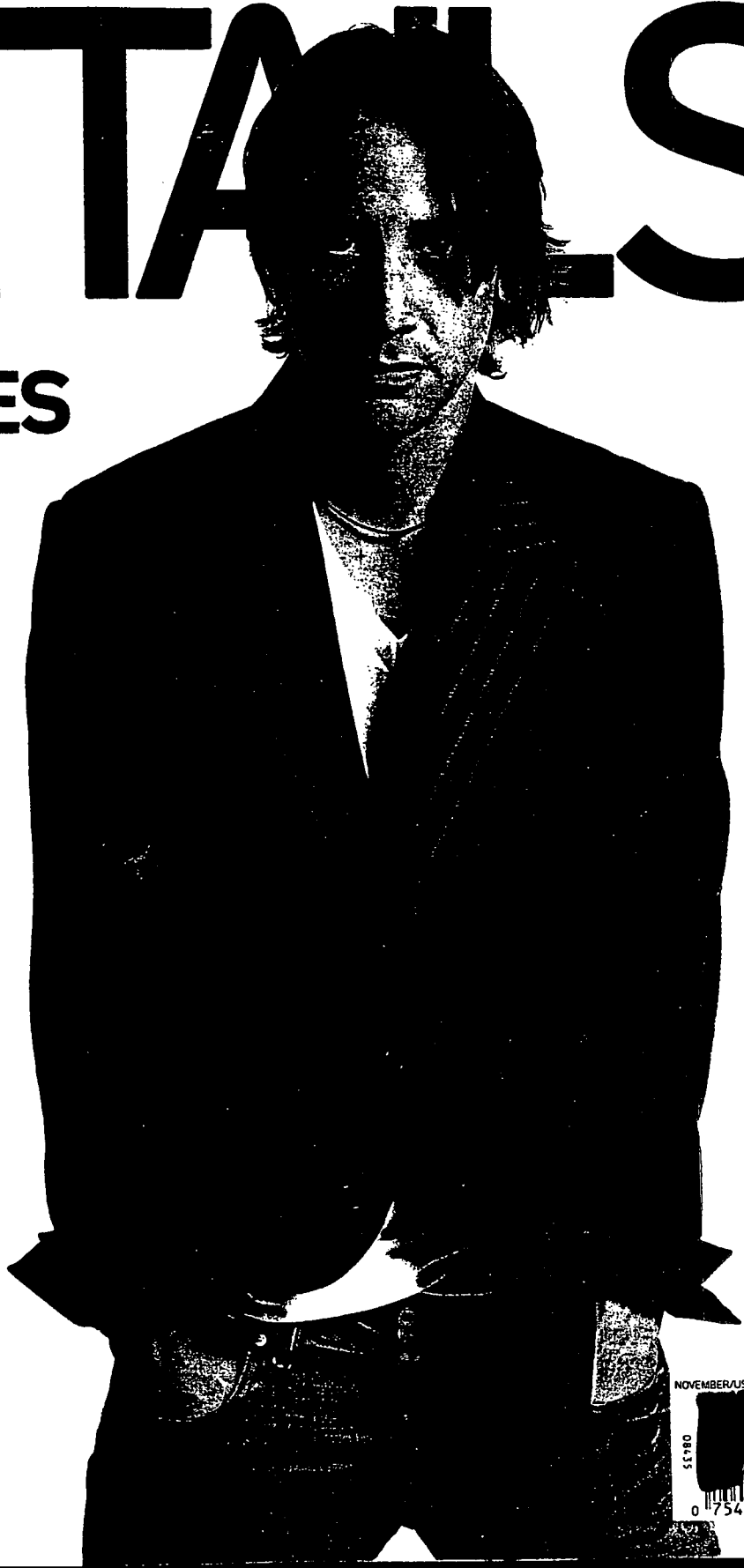
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DETAILS



WHAT MAKES KEANU CRY

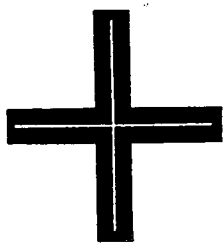
Why More of Us Are Becoming Republicans

Does the Man Behind Hollywood's Hottest Careers Know What He's Doing?

Dogs Are Pets, Not People. Treat Them as Such.

What to Ask for When You Get Hired

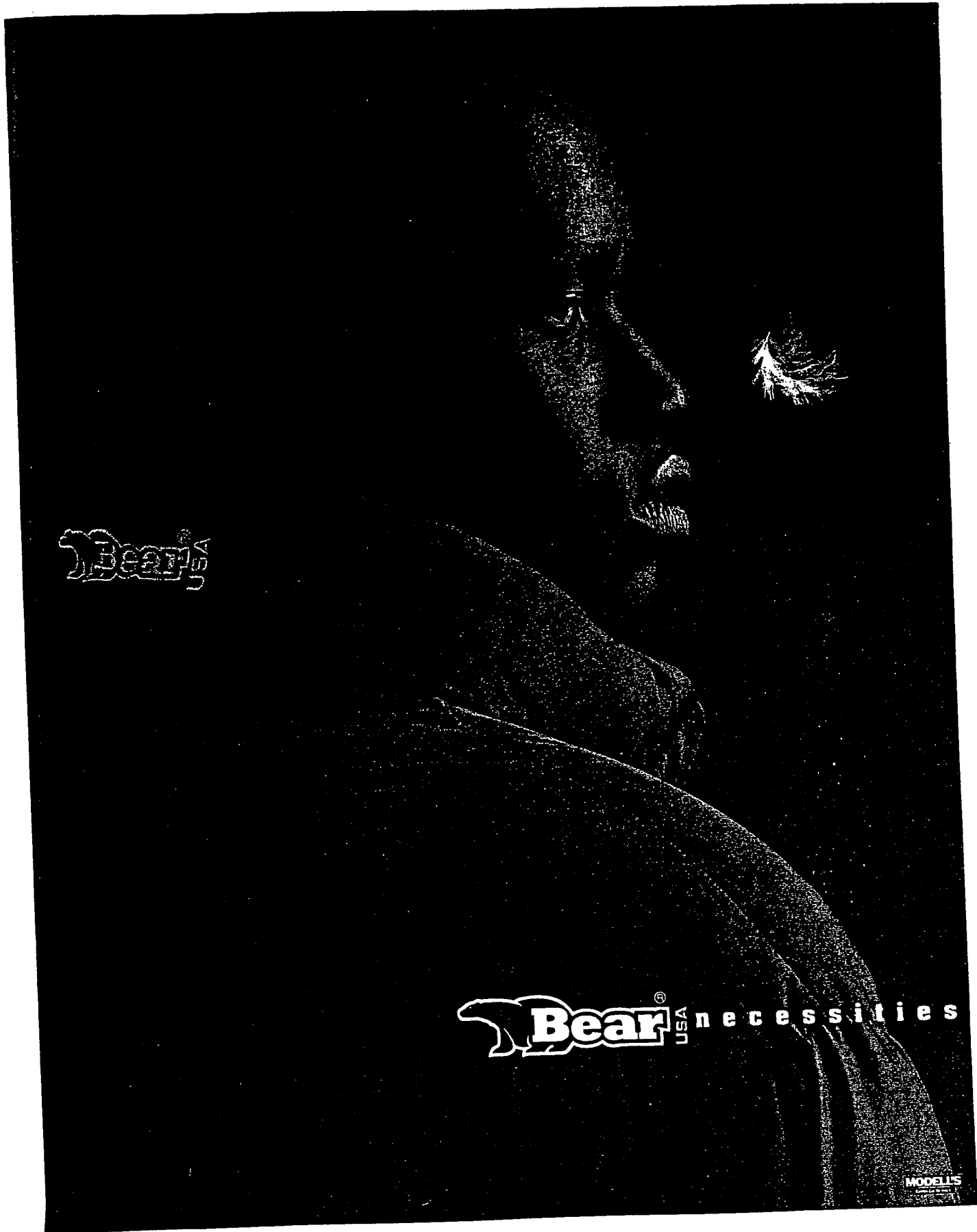
How Come White Comics Can't Make Black Jokes?



KATE BOSWORTH, YOUR FIRST BRAIN SURGERY, AND TOM FORD ON TRIMMING BODY HAIR

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INSIDE: DNR NEXT

DNR

FIRST IN MEN'S WEAR NEWS AND TRENDS \$10

MONDAY, NOVEMBER 21, 2005

America's

Best-Known Men's Brands

An Exclusive DNR Survey | Page 19

Mossimo to Remain Public

Giannulli fails in attempt to buy outstanding shares of design company

By ADAM TSCHORN

LOS ANGELES — In the on-again, off-again saga of Mossimo Giannulli's bid to take his namesake apparel design company private, the deal seems to be "off again." Giannulli will not be able to buy the outstanding shares, ending his seven-month quest.

The announcement came November 14—which was also the latest deadline for commencement of the \$5 per share tender offer agreed upon seven weeks earlier by the chairman and co-chief executive officer of Mossimo Inc. and a special committee of the board of directors.

According to a press release issued by Giannulli, the agreement was terminated because of the special committee's "withdrawal of, and refusal to reconfirm, its approval and recommendation of the tender offer and merger."

Giannulli expressed disappointment that the special committee had withdrawn its recommendation. "I also regret that the public stockholders will not have the opportunity to consider my offer that was always conditioned upon approval by majority of the public stockholders," he said in a prepared statement.

In April, Giannulli, who already owns nearly 65 percent of the company's stock, announced his desire to buy the remaining shares. On September 21, he had reached an agreement with the board committee for a \$5 per share buyout that was scheduled to begin October 31. That deadline was delayed two weeks so the board could consider a rival bid from an undisclosed third party. While subsequent reports have identified the bidder as New York City-based Iconix Brand Group Inc., that company's chief financial officer Warren Clamen told DNR he had "no comment" on the matter. Giannulli could not be reached for comment.

All but lost in the shuffle of last week's developments was the company's announcement of third-quarter earnings. Net income was \$637,000 or 4 cents per share compared to a \$125,000 or 1 cent per share loss the same period a year ago. Total sales were up 37.21 percent to \$6.77 million, \$2.5 million or 59.8 percent



MOSSIMO GIANNULLI

of which was attributable to Modern / Mossimo's premium label. Modern al \$1.33 million of the company's third quarter profit compared to just \$82,000 in period in 2004.

Modern Amusement's strong mix have been one reason investors were parting with their shares, and Mode director John Moore told DNR that focus at the brand was to "take even notch."

"We're taking a much more elevated to our overall aesthetic over the next seasons," he said. "Everything is coming up—quality, make, fabrication, to put everything into it that we can."

Mossimo Inc. stock closed at \$4.95 per share the day of Giannulli's announcement, down from the previous day's close of \$5.15, but rebounded to midweek.

"Based on our model, that \$5 share offer was undervalued," said president of San Diego, Calif.-based Ford Equity Research. "We have growth for the company of 15 percent and 10 years down the line we see price at \$10.34 per share."

"It's a long term viewpoint on valuating the company," Alwan nonetheless it says looking into the future, if the company can continue growth, it's worth a lot more than five dollars a share. "Based on DNR rates the stock as a buy, maybe not a strong buy currently but the totals look pretty good." ■

Bear Hug

NEW YORK — In 1992, riots in New York City's Washington Heights neighborhood led to the looting of the Hong family's shoe and sporting goods store. In response, various private citizens and city agencies rushed to the Hong's aid, donating cash and other forms of support. Now 13 years later, the Hong's are giving back.

After the looting of their store, the Hong family went on to found Bear USA, a successful outerwear brand that gained popularity in the urban apparel market. Next week, Bear USA will donate 2,000 of its now-classic down-filled nylon coats to needy New York City schoolchildren. The giveaway, coordinated through the New York City Housing Authority, will kick off at City Hall, with former mayor David Dinkins and ABC News correspondent Juju Chang officiating. Bear also expects current mayor Michael Bloomberg and Senator Hillary Clinton to attend the event.

Bear's commitment to the community will not end with the donation of coats. In a long-term collaboration with the Korean American Community Foundation, Bear executives will help aspiring entrepreneurs of all ethnicities start and manage franchise businesses.

According to Peter Macaluso, Bear's vice-president of sales and marketing, the donation was the idea of Susan Hong, the matriarch of the family. Mrs. Hong owns Bear along with sons Tom, Robert, and Albert. "Mrs. Hong thought it was time to give back to the city, which had been so helpful to her family when their business was destroyed by the riots," Macaluso said. —LEE BAILEY



BEAR USA WILL DONATE 2,000 COATS LIKE THIS ONE TO NEW YORK CHILDREN.

WWW.DNRNEWS.COM

Christmas in March

ASR's show will convene on May 1 and June 1 for a new edition of the Action Sports Retailer (ASR) trade show, ASR, which hosts major exhibitions in January and September for fall and spring collections, respectively, created the new show to highlight holiday offerings.

"Holiday is an increasingly important season for both retailers and manufacturers," said ASR show director Kevin Flanagan. "It's especially key for accessories, like ASR's Kevlar watches and belts, which fly off the shelves, as well as for heavier outerwear."

Absent from the 2006 calendar will be ASR's back-to-school focus usually held in March. The March show was always smaller than the fall shows, and Flanagan said it had been rendered obsolete by changes in manufacturing timetables. "That show served its purpose in the past, found that most brands have moved up their line break dates, so the school product is ready for the January show in most cases."

Flanagan said an increasing number of retailers had been requesting the show. "Neither of the two major shows covers holiday at this point."

The new show will be held in Newport Beach, which represents a move from the back-to-school show's Huntington Beach venue. "By moving here, we were able to lower costs, and we're passing those savings on to exhibitors," Flanagan explained. The smallest booth size, 8 feet by 8 feet, is \$1,200, down from \$2,000 for the same space at the last March show.

Exhibitors confirmed for the show include major labels like Billabong, Lost, Rocca and Rip Curl. —LEE BAILEY

November 21, 2005

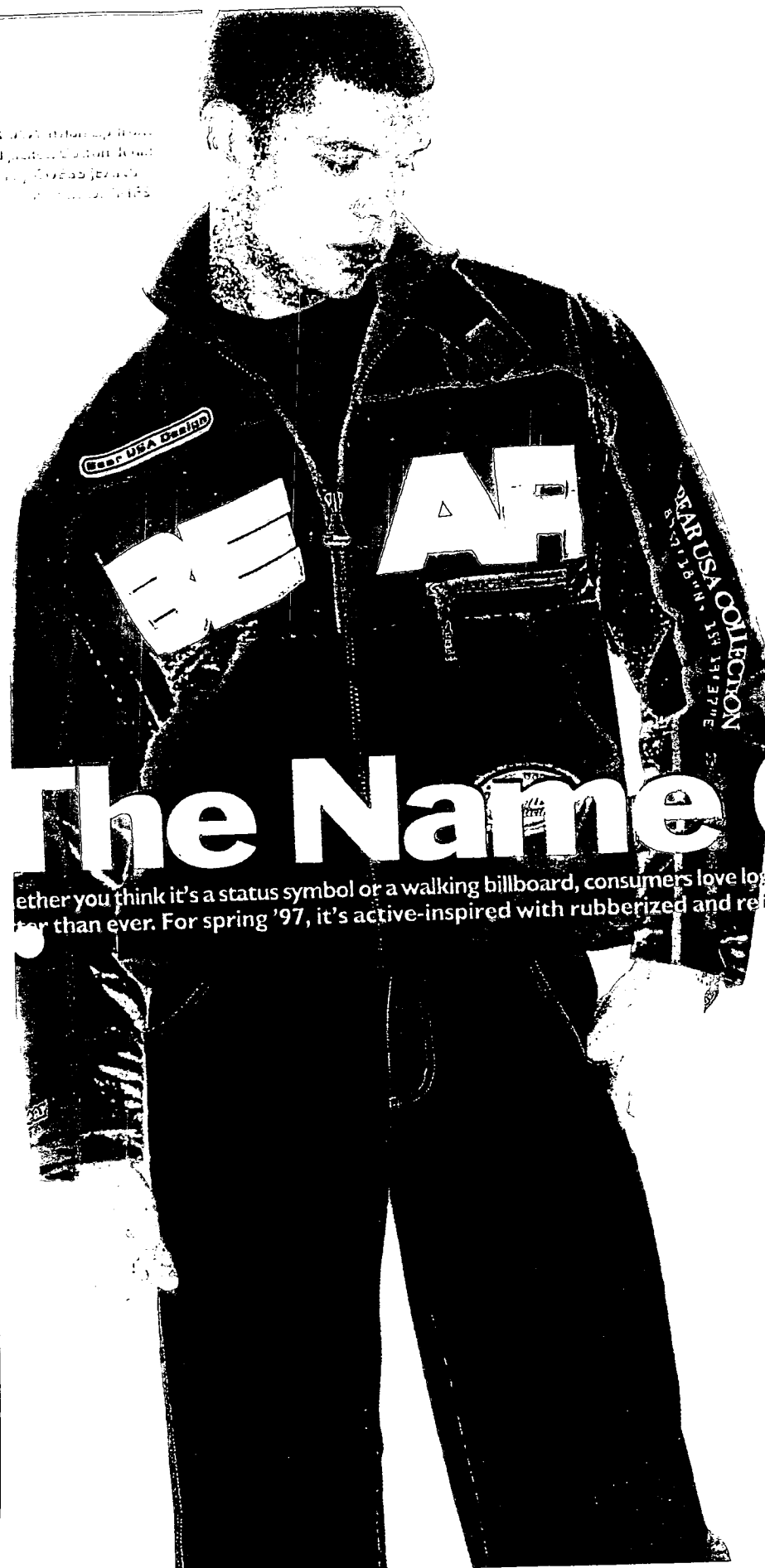
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Big. Bigger. BIGGER. It's the new slogan for the
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The Name Game

Whether you think it's a status symbol or a walking billboard, consumers love logos, patches and words, wear and the look for than ever. For spring '97, it's active-inspired with rubberized and reflective details that intensify the look.



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