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

THE DREYFUS CORPORATION, DREYFUS  
SERVICE CORPORATION, and THE DREYFUS  
FUND INCORPORATED,  
  
Opposers,  
  
v.  
  
HARRIS TRUST AND SAVINGS BANK,  
  
Applicant.

Opposition No. 91157264



09-15-2003  
U.S. Patent & TMO/TM Mail Rcpt Dt. #66

APPLICANT'S MOTION TO SUSPEND PROCEEDINGS

Applicant, Harris Trust and Savings Bank ("HTSB"), pursuant to Rule 2.117(a) of the Trademark Rules of Practice, respectfully moves this Board for an Order suspending this opposition proceeding, Opposition No. 91157264, pending determination of the civil action entitled *Dreyfus Corp. et. al, v. Bank of Montreal*, 1023 (LTS)(FM) (S.D.N.Y., filed December 26, 2002) (the "New York Action").

The subject matter of this opposition proceeding, including the extent of Applicant's rights to use the applied-for mark in connection with banking services (including management of mutual funds and brokerage of negotiable instruments) is now pending before the District Court hearing the New York Action. The disposition the New York Action is thus likely to resolve all the issues in this opposition proceeding. A copy of Opposer's Complaint in the New York

CERTIFICATION UNDER 37 C.F.R. 1.10

I hereby certify that this paper is being deposited with the United States Postal Service as Express mail, label No. EV327493894US in the envelope addressed to: Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3514, on September 12, 2003

Jonathan E. Moskitt  
(Name)

(Signature)

(Reg. No.)

September 12, 2003  
(Date of Signature)

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Action is attached as Exhibit A. A copy of Applicant's Answer in the New York Action is annexed hereto as Exhibit B. A copy of the Preliminary Statement filed in the New York Action is annexed herewith as Exhibit C. The interests of judicial economy and the parties' interests in limiting their own expenses strongly favor granting a suspension of this proceeding in accordance with Rule 2.117(a) of the Trademark Rule of Practice.

### **FACTS**

On December 26, 2002, Opposers commenced the New York Action alleging, *inter alia*, that Applicant's use of the applied-for mark in connection with financial services purportedly was likely to cause confusion in view of certain service marks claimed by Opposers. On June 13, 2003, HTSB filed its Answer, a copy of which is attached as Exhibit B, denying the likelihood of confusion now or at any time during the parties' long co-existence, and asserting various affirmative defenses, including that it has prior rights in the applied-for mark. Applicant has identified its business and services using lion devices continuously since at least 1910. The parties are currently engaged in discovery in the New York Action.

On July 15, 2003, almost seven months after commencing the New York Action, Opposers filed this parallel opposition to the registration by HTSB of the mark HARRIS INSIGHT FUNDS & DESIGN for "financial services, namely, mutual funds investment, brokerage and distribution services" in International Class 36. No discovery or other proceedings have been conducted in this proceeding.

### **ARGUMENT**

Rule 2.117(a) of the Trademark Rules of Practice provides that:

Whenever it shall come to the attention of the Trademark Trial and Appeal Board that the parties to a pending case are engaged in a civil action, which may be dispositive of the case, proceedings

before the Board may be suspended until the termination of the civil action.

Pursuant to Rule 2.117(a), it is the practice of the Board to stay proceedings in those instances where there is pending a civil action between the same parties involving related issues. *See, e.g., Alfred Dunhill of London, Inc. v. Dunhill Tailored Clothes, Inc.*, 293 F.2d 685, 430 U.S.P.Q. 412, 414 n.1 (C.C.P.A. 1961), *cert. denied*, 369 U.S. 864 (1962).

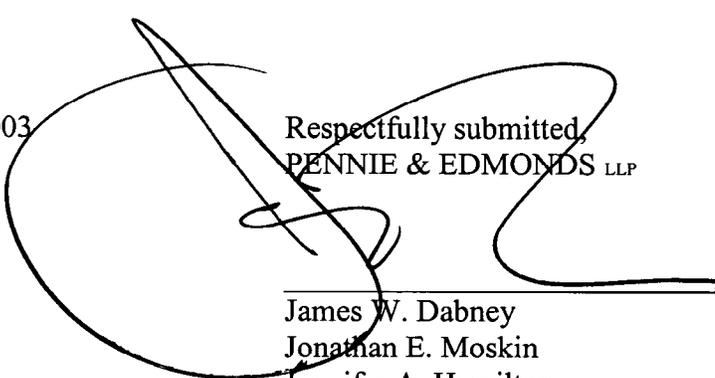
Opposer's Complaint in the New York Action raises all of the issues that have been presented to the Board in this proceeding. The New York Action will thus likely be dispositive of those issues. A suspension of this proceeding thus will promote the interest of judicial economy and will save the parties' resources. Accordingly, pursuant to Rule 2.117(a) of the Trademark Rules of Practice, the proceedings before the Board should be suspended until resolution of the Civil Action.

### CONCLUSION

For the foregoing reasons, this Honorable Board should issue an order suspending proceedings in the Opposition No. 91157264.

Dated: September 12, 2003

Respectfully submitted,  
PENNIE & EDMONDS LLP



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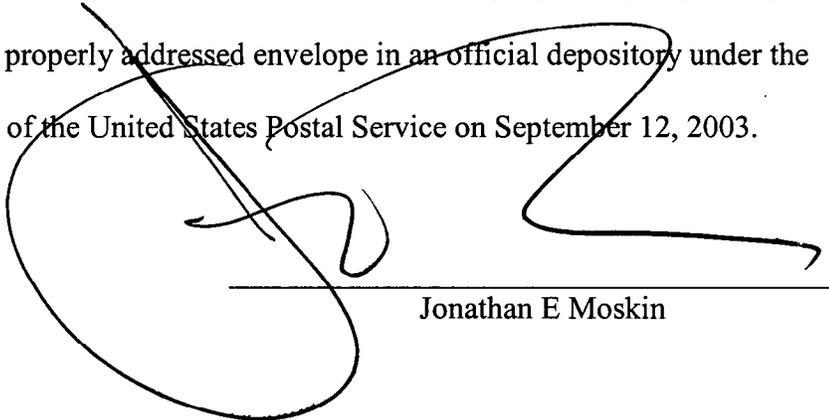
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**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that a copy of the foregoing **APPLICANT'S MOTION TO SUSPEND PROCEEDINGS** has been served by mail upon Patricia L. Werner, attorney for Opposers, at Fitzpatrick, Cella, Harper & Scinto, 30 Rockefeller Plaza, New York, New York 10012, that being the address designated by said attorney for that purpose, by depositing a true copy of same in a postpaid properly addressed envelope in an official depository under the exclusive care and custody of the United States Postal Service on September 12, 2003.



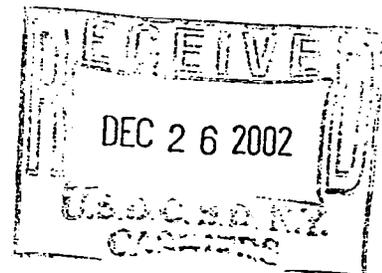
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 THE DREYFUS CORPORATION,  
 DREYFUS SERVICE CORPORATION and  
 THE DREYFUS FUND INCORPORATED

IN THE UNITED STATES DISTRICT COURT  
 FOR THE SOUTHERN DISTRICT OF NEW YORK

-----X  
 THE DREYFUS CORPORATION, :  
 DREYFUS SERVICE CORPORATION :  
 and THE DREYFUS FUND :  
 INCORPORATED, :

Plaintiffs, :

v. :

02 Civ. \_\_\_\_\_ ( )

BANK OF MONTREAL, :  
 HARRIS TRUST AND SAVINGS BANK, :  
 HARRIS INVESTOR SERVICES, L.L.C. :  
 and HARRIS INVESTMENT :  
 MANAGEMENT, INC., :

Defendants. :

-----X

**COMPLAINT FOR TRADEMARK  
 INFRINGEMENT, DILUTION AND  
 UNFAIR COMPETITION**

Plaintiffs, THE DREYFUS CORPORATION, DREYFUS SERVICE CORPORATION and THE DREYFUS FUND INCORPORATED (hereinafter collectively "Plaintiffs" or "Dreyfus") by their undersigned attorneys, complain of Defendants BANK OF MONTREAL, HARRIS TRUST AND SAVINGS BANK, HARRIS INVESTOR SERVICES, L.L.C., and HARRIS INVESTMENT MANAGEMENT, INC., and allege as follows:

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### NATURE OF THE ACTION

1. This is an action for trademark infringement, false designation of origin, dilution and unfair competition arising out of, *inter alia*, the use by defendants of trademarks and service marks that are confusingly similar to and dilutive of the famous family of lion trademarks and service marks long used by Plaintiffs in connection with the offering of financial services, namely, mutual funds, investment management, and securities brokerage services throughout the United States and within this judicial district.

### THE PARTIES

2. Plaintiff The Dreyfus Corporation is a corporation organized and existing under the laws of the State of New York and has its principal place of business at 200 Park Avenue, New York, New York 10166. For nearly fifty years, The Dreyfus Corporation has offered, *inter alia*, mutual funds, investment management and securities brokerage services under its famous family of lion trademarks and service marks throughout the United States.

3. Plaintiff Dreyfus Service Corporation is a corporation organized and existing under the laws of the State of New York and has its principal place of business at 200 Park Avenue, New York, New York 10166. Dreyfus Service Corporation is a wholly-owned subsidiary of The Dreyfus Corporation and operates as the principal underwriter for each fund in the Dreyfus family of mutual funds, and also provides investment management and brokerage services as they relate to The Dreyfus Corporation's other investment-related businesses.

4. Plaintiff The Dreyfus Fund Incorporated is a corporation organized and existing under the laws of the State of Maryland and has its principal place of business at 200

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Park Avenue, New York, New York, 10166. The Dreyfus Fund Incorporated was the first investment company to be established within the Dreyfus family of mutual funds.

5. On information and belief, Defendant Bank of Montreal is a Canadian-chartered bank and has its principal place of business at 119 Rue Saint-Jacques, Montreal PQ H2Y 1L6. On information and belief, Bank of Montreal offers a wide range of banking and financial services throughout the United States through various financial service providers in the Bank of Montreal family of companies, including those that operate in the United States under the umbrella name "The Harris." On information and belief, Bank of Montreal currently is doing business in this judicial district by offering wealth management services through one or more of its subsidiaries, including those operating under the umbrella name "The Harris", and through its offering of the Harris Insight family of mutual funds.

6. On information and belief, Defendant Harris Trust and Savings Bank, a wholly-owned subsidiary of defendant Bank of Montreal, is an Illinois state-chartered bank and has its principal place of business at 111 West Monroe Street, Chicago, Illinois 60603. On information and belief, defendant Harris Trust and Savings Bank currently is doing business in this judicial district by offering, *inter alia*, wealth management services in this district including via its website [www.harrisbank.com](http://www.harrisbank.com).

7. On information and belief, Defendant Harris Investor Services, L.L.C., is a wholly-owned subsidiary of Bankmont Financial Corporation, which, in turn, is a wholly-owned subsidiary of defendant Bank of Montreal. Harris Investor Services, L.L.C., is a recently-organized limited liability company organized and existing under the laws of the State of Delaware, having its principal place of business at Harborside Financial Center, 501 Plaza 2,

Jersey City, New Jersey 07311. On information and belief, Harris Investor Services, L.L.C. offers mutual funds and securities brokerage and investment management services through its *Harrisdirect* and Harris AdvantEdge Investing divisions. These services are available from branch office locations and via the Internet. On information and belief, Harris Investor Services, L.L.C. has recently begun doing business in this judicial district by offering its investment services via the Internet and at an office located at 300 Park Avenue, New York, New York 10022.

8. On information and belief, Defendant Harris Investment Management, Inc., is a wholly-owned subsidiary of the Bank of Montreal, and a corporation organized and existing under the laws of the State of Delaware. Harris Investment Management, Inc. has its principal place of business at 190 South LaSalle, Chicago, Illinois 60603. On information and belief, Harris Investment Management, Inc. is the investment advisor to and sponsor of the Harris Insight family of mutual funds, a collection of funds offered by defendants in this judicial district.

9. Defendants Bank of Montreal, Harris Trust and Savings Bank, Harris Investor Services, L.L.C., and Harris Investment Management, Inc. are hereinafter collectively referred to as "Defendants."

#### **JURISDICTION**

10. This action arises under the Trademark Laws of the United States, Lanham Act Sections 32 - 36, 39, 43(a) and 43(c), 15 U.S.C. §§ 1114 - 1118, 1121, 1125(a) and 1125(c), and the Judicial Code of the United States, 28 U.S.C. §§ 1331, 1338. The Court has

supplemental jurisdiction over the common law and state statutory claims under 28 U.S.C.

§ 1367.

11. Venue is proper in this district pursuant to 28 U.S.C. § 1391(b) and (c) in that the events giving rise to this action occurred in this judicial district and Defendants are doing business within this judicial district by offering their services in this district under the direct supervision and control of defendant Bank of Montreal.

12. This action arises out of Defendants' marketing, distribution, offering for sale and sale of wealth management services in the nature of mutual fund, investment management, and securities brokerage products and services under the image of a lion and through the use of "lion" themes, which images and themes are confusingly similar to, are colorable imitations of, and are dilutive of, the famous, distinctive and unique family of lion images and themes long used by Dreyfus to market and sell its mutual fund, investment management, and securities brokerage services. Defendants' use of a lion image in connection with the offering of these services is in violation of Dreyfus' rights in its federally registered and common law trademarks and service marks. Defendants' acts as described herein are inflicting substantial and irreparable injury to Dreyfus.

13. Defendants' aforementioned use of the image and theme of a lion is done in a manner to imply falsely, deceptively and confusingly that the Defendants' services are in some way associated with, licensed by or otherwise authorized or sponsored by Dreyfus.

14. By this action, Dreyfus seeks damages and permanent injunctive relief pursuant to Sections 32 - 36, 43(a) and 43(c) of the Lanham Act, 35 U.S.C. §§ 1114 - 1118, 1125(a) and 1125(c), New York General Business Law § 360-1, and New York common law.

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## BACKGROUND FACTS

### A. Dreyfus And Its Family Of Lion Trademarks

15. Dreyfus is one of the oldest investment management companies in the United States. Since 1951, Dreyfus has been and presently is extensively engaged in, *inter alia*, the offering, advertising and sale of mutual funds throughout the United States. Since 1970, Dreyfus has been and presently is extensively engaged in the offering, advertising and sale of private investment management services and, since 1996, securities brokerage services, throughout the United States. At present, Dreyfus is one of the largest investment or wealth management companies in the United States, managing more than \$180 billion in assets.

16. Dreyfus is, and for many years has been, known in the world of wealth management as "the lion". From Dreyfus' initial uses of lion imagery in the 1950s, through today, Dreyfus has continuously used such imagery as the primary source-identifying communication platform for its investment and brokerage services. *See, e.g.*, Exhibit 1. Dreyfus was the first company in the United States to use lion imagery in connection with the offering of such services, and over the years, Dreyfus has taken steps to enforce its rights in lion images and prevent third parties from using lions in connection with such services.

17. Dreyfus first used lions on television in the 1950s, when a live lion appeared as the centerpiece in a television commercial for Dreyfus' mutual funds. This renowned commercial portrayed a live lion emerging from a Wall Street subway station, and became an instant classic, linking Dreyfus with the image of a lion in the minds of investors, potential investors, and the financial industry as a whole. Sample newspaper articles and other press noting the groundbreaking success of these commercials in the securities industry are

attached hereto as Exhibit 2. Today, Dreyfus continues to use the lion image in its current series of "Lion Rules" commercials, which began running in 1999. Examples of some of the "lion" advertising used by Dreyfus over the years is attached hereto as Exhibit 3.

18. Collections of some of the lion trademarks used by Dreyfus in the United States over the past fifty years to designate the source of the wealth management products and services offered by Dreyfus are shown in Exhibits 1 and 4. The lion trademarks depicted in Exhibits 1 and 4 are hereinafter collectively referred to as Dreyfus' "Family of Lion Marks." One such lion, used broadly (including as part of Dreyfus' "corporate logo"), is depicted below:



19. Among the services offered by Dreyfus in connection with its famous Family of Lion Marks are mutual fund services and an all-in-one investment management and brokerage platform offered as the "Lion Advisor Account" (formerly offered as the "Lion Account"), which has been offered since 1996. In addition to these services, Dreyfus offers its services on the Internet under the Family of Lion Marks at its website [www.dreyfus.com](http://www.dreyfus.com). Representative pages from this website are attached as Exhibit 5. In addition, the prospectuses, annual reports and semi-annual reports for Dreyfus' funds all prominently display Dreyfus' lion imagery. *See, e.g.*, Exhibit 6.

20. The trademark and service mark registrations attached hereto as Exhibit 4. are valid, in good standing, in full force and effect. Registration Nos. 712,289; 1,880,845; 1,851,680 and 1,864,914 are incontestable.

21. Dreyfus also offers its services in connection with the term "lion" as well as lion themes. An example is Dreyfus' "Letter From the Lion," a financial publication that appears on Dreyfus' website, [www.dreyfus.com](http://www.dreyfus.com). Representative pages from this website together with other promotional materials using the term "lion" and other lion themes are attached as Exhibit 7.

22. Dreyfus has obtained United States Trademark Registrations from the United States Patent and Trademark Office for marks that include the term "LION" in connection with financial services, as depicted in Registration Nos. 1,729,327 and 1,871,557, copies of which are attached hereto as Exhibit 8. These registrations are valid, in good standing and in full force and effect, and both registrations are incontestable.

23. Dreyfus has invested heavily in advertising, promoting and selling its services under its famous Family of Lion Marks. By way of expenditures exceeding 600 million dollars, Dreyfus has thoroughly saturated the securities industry with "lion" ads as well as promotional materials for Dreyfus' products and services. Subsequent to the original Wall Street subway commercial, and to this day, Dreyfus' Family of Lion Marks has been extensively and prominently used in mass media print and television advertisements and in print sales literature for Dreyfus' products and services. The Dreyfus print advertisements have regularly appeared in national newspapers, including the *Wall Street Journal* and *The New York Times*, and national magazines, including *Golf*, *Fortune*, *Forbes*, *Vanity Fair*, *Money*, *Better Investing*, the *Schwab*

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magazine *On Investing*, *Smart Money* and *Mutual Fund Magazine*, as well as in trade magazines for registered financial representatives, investment advisors and financial planners. Additionally, Dreyfus has spent more than one million dollars this year for daily print advertisements in the *Wall Street Journal*, each of which has included the image of a lion. Dreyfus is also a segment sponsor for New York professional sports teams, resulting in additional television advertising seen by millions over the course of a year. Further still, Dreyfus is also a "named" sponsor at Madison Square Garden sporting events, including college basketball, resulting in additional advertising in the form of banners displayed in the arena as well as handouts and pocket schedules. Examples of advertising and promotion for Dreyfus' products and services, all of which feature and focus upon one or more of Dreyfus' lion trademarks, are attached hereto as Exhibit 3.

24. As a result of Dreyfus' long-term, substantial and widespread use of lion imagery and themes, and as a result of Dreyfus' success in the financial services field, images and symbols of lions and the term "Lion" in the financial services field are widely recognized by both consumers and the trade as designating Dreyfus. Services provided in connection with Dreyfus' Family of Lion Marks have acquired valuable goodwill, a recognized preeminence, and an excellent reputation in the minds of consumers, financial professionals, investors and potential investors throughout the United States.

25. In addition, as a result of Dreyfus' extensive sales, advertising and promotion of its mutual fund, investment management, and securities brokerage services under its lion trademarks, the Dreyfus Family of Lion Marks has become famous and well-known to both consumers and the trade and has come to identify Dreyfus as the exclusive source of the

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services with which these marks are used. Fund managers, investors and potential investors have come to expect that financial planning and investment services offered under the image of a lion will be of the highest quality and will be offered by Dreyfus. As a result, the famous Dreyfus Family of Lion Marks has acquired great value and goodwill.

26. The fame, strength and distinctiveness of Dreyfus' Family of Lion Marks are well-established. For example, a November 5, 2001 article in the Chicago Sun Times discussed a recent publication that listed Dreyfus lions as among the 10 most effective "memes" that have "withstood the test of time"; a July 9, 2000 The New York Times article refers to the Dreyfus lion as "the most memorable icon of the mutual fund industry"; an October 6, 2002 New York Post article discusses recent advertising for "the famous Dreyfus lion"; a February 1999 Kiplinger's Magazine article about Dreyfus is entitled "The Lion That Wants to Roar"; and an October 9, 1997 The Christian Science Monitor article about Dreyfus is entitled "Dreyfus Roars With Value Fund." Copies of these articles are attached hereto as Exhibit 9.

**B. Defendants' Encroachment Into Dreyfus' Field And Their Improper Use Of Lion Imagery For Financial And Investment Services**

27. On information and belief, defendant Bank of Montreal, through its subsidiary companies, defendants Harris Trust and Savings Bank, Harris Investor Services, L.L.C. and Harris Investment Management, Inc., have very recently begun to encroach upon Dreyfus' field of financial investment services by offering their mutual funds (many of which were organized and sold -- but not under the image of a lion -- as early as 1988) throughout the United States, including within this judicial district, under several logos incorporating a lion image. One such recently-introduced image is depicted below:



28. On information and belief, over the past several years, defendant Bank of Montreal has been acquiring United States banks and investment firms in an ongoing effort to move into the United States financial market. An early acquisition was defendant Harris Trust and Savings Bank in 1984. Among Bank of Montreal's most recent acquisitions are CSFB*direct*, a New-Jersey based securities brokerage firm and the direct investing arm of Credit Suisse First Boston, and Morgan Stanley Online, the self-directed online accounts of financial advisor Morgan Stanley.

29. On information and belief, CSFB*direct*, subsequent to the acquisition by the Bank of Montreal, was combined with another Bank of Montreal subsidiary, Harris InvestorLine, to form Harris*direct*, a division of Harris Investor Services, L.L.C. The online accounts of Morgan Stanley online were also transferred to Harris*direct*.

30. On information and belief, Defendants, through Harris*direct*, have very recently begun offering investment services at an office located at 300 Park Avenue, New York, NY, and online at [www.harrisdirect.com](http://www.harrisdirect.com), under the image depicted below:



The investment services offered under this image can also be accessed via [www.harrisbank.com](http://www.harrisbank.com), [www.harrisinvestorline.com](http://www.harrisinvestorline.com) and [www.harrisadvantedge.com](http://www.harrisadvantedge.com). Such use by Defendants, to promote and advertise their full-service investment account services, is directly competitive with

and confusingly similar to Dreyfus' use of the famous Dreyfus Family of Lion Marks in connection with Dreyfus' Lion Advisor Account services. Samples of promotional print and electronic communications for *Harrisdirect* are attached hereto as Exhibit 10.

31. In addition, Defendants have recently begun offering full-service investment services through Harris Investor Services' Harris AdvantEdge Investing division and online at [www.harrisadvantedge.com](http://www.harrisadvantedge.com), under the image depicted below:



Samples of promotional print and electronic communications for Harris AdvantEdge Investing are attached hereto as Exhibit 11. The use of this lion image to promote and advertise Defendants' private investment management account services is directly competitive with and confusingly similar to Dreyfus' use of the famous Dreyfus Family of Lion Marks in connection with its private investment management account services.

32. Prior to Defendants' recently begun wrongful activities, on information and belief, in the early 1970s, defendant and Bank of Montreal subsidiary Harris Trust and Savings Bank, began using the lion image -- but only in connection with its offering of its banking services in Illinois markets -- in combination with the name Harris Bank, and, perhaps sometimes alone. Harris Trust and Savings Bank, based in the Chicago area, was only a regional "community bank", which provided personal banking, corporate banking and personal trust services. Over the years defendant Harris Trust and Savings Bank has obtained Federal trademark registrations for those marks, all limited to "banking services." See Exhibit 12.

33. On information and belief, while defendant Harris Trust and Savings Bank began as a savings bank which provided some trust-related services, at some point in around 1988 the bank began managing mutual funds. These funds, however, were not offered under the lion image the bank had been using for its banking services. Rather, on information and belief, until as recently as November 2001, Harris Trust and Savings Bank offered its "Harris Insight Funds" using the following diamond design:



An example of offering material for Harris Insight Funds, depicting the "diamond" logo is attached hereto as Exhibit 13 .

34. On information and belief, it was not until about November 2001, that Harris Trust and Savings Bank began to use the lion image of the type previously used on a regional basis only for its banking services, in connection with the advertising, promotion, distribution, and sale on a national basis of the "Harris Insight Funds" -- products that directly compete with Dreyfus' family of 200 mutual fund portfolios, long promoted and sold by Dreyfus under its Family of Lion Marks.

35. In addition to the foregoing uses of a lion image by Defendants, Harris Trust and Savings Bank also very recently began using the expression "At Harris Bank, Lion Power is there when you need it" on its [www.harrisbank.com](http://www.harrisbank.com) website, which site offers direct links to the *Harrisdirect* and Harris AdvantEdge Investing sites. Such use of a "lion" theme in connection with the online offering of investing services is directly competitive with and conveys

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the unfair and incorrect impression that Defendants' services are somehow related to, or are authorized, sponsored, or approved by Dreyfus. *See, e.g.*, Exhibit 7 (print outs from Dreyfus' website located at www.dreyfus.com and other promotional materials).

36. Defendants' recently expanded use of a lion image, now for the offering of mutual funds, investment management and securities brokerage services, is likely to cause confusion, mistake or deception as to the source or sponsorship of Defendants' services, as well as injury to the business reputation of Dreyfus, in that the public and the trade are likely to believe that Defendants' services originate or are somehow associated with Dreyfus.

37. Defendants' recently expanded use of a lion image that is confusingly similar to and a colorable imitation of the famous Dreyfus Family of Lion Marks, now for the offering of mutual funds, investment management and securities brokerage services, implies falsely, deceptively and confusingly that the Defendants' identical services are in some way associated with, licensed by or otherwise authorized or sponsored by Dreyfus.

38. On information and belief, Defendants were aware of the famous Dreyfus Family of Lion Marks and the valuable goodwill associated with them before Defendants expanded the use of a lion image to their offering of mutual funds, investment management and securities brokerage services.

39. On information and belief, Defendants deliberately embarked upon a course of conduct that is deceptive and illegal and that has for its purpose and effect to compete unfairly with Dreyfus in the offering of mutual funds, investment management and securities brokerage services, and to divert sales from Dreyfus.

40. On information and belief, Defendants' recently expanded use of a lion image for advertising, promoting and selling their mutual fund, investment management and securities brokerage services has resulted in, and will continue to result in, irreparable damage to Dreyfus for which there is no adequate remedy at law.

41. On information and belief, unless permanently enjoined, Defendants will continue to offer their wealth management services in connection with the infringing lion image, thereby resulting in continued dilution of Dreyfus' famous and distinctive Family of Lion Marks, and substantial harm to Dreyfus and its goodwill in said marks.

**FIRST CAUSE OF ACTION –  
FEDERAL TRADEMARK INFRINGEMENT**

42. This is a claim for trademark infringement arising under the trademark laws of the United States, Lanham Act Section 32, 15 U.S.C. § 1114, based on Defendants' unauthorized use, for the offering of mutual funds, investment management and securities brokerage services, of a colorable imitation of Dreyfus' federally registered lion trademarks and service marks as shown in Exhibit 4 hereto.

43. Dreyfus incorporates by reference the allegations set forth in paragraphs 1 through 41 of this Complaint with the same force and effect as if set forth herein in their entirety.

44. Defendants' unauthorized use of a colorable imitation of Dreyfus' federally registered lion trademarks and service marks without the consent of Dreyfus, for the offering of mutual funds, investment management and securities brokerage services, is likely to cause confusion in the minds of the public and is likely to cause mistake or to deceive persons

into the erroneous belief that Defendants' complained of services emanate from, are associated with, authorized or sponsored by Dreyfus, or that they are connected in some way with Dreyfus.

45. Defendants' unauthorized use of a colorable imitation of Dreyfus' federally registered trademarks and service marks trades on the goodwill that Dreyfus has developed in these marks, and such acts violate Dreyfus' rights in these marks and damage the goodwill represented thereby.

46. Defendants' aforesaid acts constitute infringement of Dreyfus' federally registered trademarks and service marks, have damaged Dreyfus and, unless enjoined, will continue to damage Dreyfus by further impairing or destroying the value of Dreyfus' Family of Lion Trademarks, and eroding the goodwill associated with said marks.

47. Defendants' aforesaid acts are in willful violation of 15 U.S.C. § 1114 and Defendants are liable to Dreyfus for damages and attorneys' fees. Defendants' acts have caused and will continue to cause further irreparable injury to Dreyfus if Defendants are not restrained by this Court from further violations of Dreyfus' rights.

48. Dreyfus has been irreparably injured by Defendants' aforesaid acts and has no adequate remedy at law.

**SECOND CAUSE OF ACTION –  
FEDERAL FALSE DESIGNATION OF ORIGIN**

49. This is a claim for false designation of origin arising under the trademark laws of the United States, Lanham Act Section 43(a), 15 U.S.C. § 1125(a), for Defendants'

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unauthorized use of a colorable imitation of Dreyfus' federally registered lion trademarks and service marks. Jurisdiction is founded upon 28 U.S.C. § 1331 and § 1338(a).

50. Dreyfus incorporates by reference the allegations set forth in paragraphs 1 through 41 of this Complaint with the same force and effect as if set forth herein in their entirety.

51. Defendants' unauthorized use of a colorable imitation of Dreyfus' federally registered lion trademarks and service marks without the consent of Dreyfus, for the offering of mutual funds, investment management and securities brokerage services, is likely to cause confusion in the minds of consumers and the relevant trade, and is likely to cause mistake or to deceive purchasers into the erroneous belief that Defendants' complained of services emanate from, are associated with, or are endorsed by, authorized by, or sponsored by Dreyfus or that they are connected in some way with Dreyfus.

52. Defendants' complained of conduct has been willful, and without the leave, license or permission of Dreyfus.

53. Defendants' use of the image of a lion for the offering of mutual funds, investment management and securities brokerage services, trades upon the goodwill that Dreyfus has developed in its Family of Lion Marks, and damages Dreyfus' rights in said marks and the goodwill represented thereby, all to the detriment of Dreyfus.

54. Defendants' aforesaid acts constitute a false designation of origin in violation of 15 U.S.C. §1125(a).

55. Dreyfus has been and is likely to continue to be damaged by Defendants' continued use of this false designation of origin.

56. Defendants' aforesaid acts are in willful violation of 15 U.S.C. § 1125(a), and Defendants are liable to Dreyfus for damages and attorney's fees.

57. Plaintiff Dreyfus has been irreparably injured by the defendants' aforesaid acts and has no adequate remedy at law.

**THIRD CAUSE OF ACTION –  
FEDERAL TRADEMARK DILUTION**

58. This is a claim for federal trademark dilution arising under Section 43(c) of the Lanham Act, 15 U.S.C. § 1125(c).

59. Dreyfus incorporates by reference the allegations set forth in paragraphs 1 through 41 of this Complaint with the same force and effect as if set forth herein in their entirety.

60. For many years prior to the adoption by Defendants of the image of a lion for use in connection with the offering of mutual funds, investment management and securities, Plaintiff Dreyfus has widely used and promoted, in interstate commerce, its famous and distinctive Family of Lion Marks for the same goods and services. Such use by Dreyfus has included substantial advertising and promotion prominently featuring these marks, and extensive sales of products and services under them. As a result, Dreyfus' distinctive Family of Lion Marks has become famous and well known to the trade and consuming public within the meaning of 15 U.S.C. § 1125(c), Lanham Act § 43(c).

61. Defendants' unauthorized use, in commerce of a lion image for the offering of mutual funds, investment management and securities brokerage services, is likely to dilute the distinctive quality of Dreyfus' famous Family of Lion Marks by lessening their

capacity to identify and distinguish the wealth management services offered by Dreyfus under those marks.

62. Defendants' activities described herein were done wilfully and with the intent to trade upon Dreyfus' reputation and to cause dilution of Dreyfus' famous Family of Lion Marks.

63. Dreyfus has no adequate remedy at law.

**FOURTH CAUSE OF ACTION –  
COMMON LAW UNFAIR COMPETITION**

64. This is a claim for common law unfair competition. This court has supplemental jurisdiction under 28 U.S.C. § 1367 over this claim which is so related to the other claims in this action which are in the original jurisdiction of this Court that they form part of the same case or controversy.

65. Plaintiff Dreyfus incorporates by reference the allegations set forth in paragraphs 1 through 41 of this Complaint with the same force and effect as if set forth herein in their entirety.

66. Defendants' conduct and acts herein alleged constitute unfair competition with Dreyfus in violation of the common law of the State of New York.

67. As a result of Defendants' aforesaid acts, Dreyfus has been irreparably injured and wronged and has no adequate remedy at law.

**FIFTH CAUSE OF ACTION –  
STATE UNFAIR COMPETITION AND TRADEMARK DILUTION**

68. This is a claim for unfair competition and trademark dilution arising under New York General Business Law § 360-1. This Court has supplemental jurisdiction under 28 U.S.C. § 1367 over this claim which is so related to the other claims in this action that are within the original jurisdiction of this Court that they form part of the same case or controversy.

69. Dreyfus incorporates by reference the allegations set forth in paragraphs 1 through 41 of this Complaint with the same force and effect as if set forth herein in their entirety.

70. Defendants' conduct and acts alleged above are causing the dilution of the distinctive quality of the famous Dreyfus Family of Lion Marks. In addition, Defendants' conduct and acts alleged above constitute a likelihood of injury to Dreyfus' business reputation and will continue to do so unless such acts are enjoined by this Court.

71. Dreyfus has been irreparably injured by the Defendants' aforesaid acts and has no adequate remedy at law.

**WHEREFORE, Dreyfus asks that this Court:**

1. Grant a preliminary and permanent injunction restraining and enjoining Defendants, including all subsidiaries, parents, related companies, officers, agents, employees, warehousemen, warehousemen, and all others in privity, concert or participation with them or on their behalf, against further acts of trademark infringement, dilution and unfair competition by them in the offering or selling of mutual funds, investment management and securities brokerage.

services under the image of a lion and/or the term "Lion", and particularly from in any manner, directly or indirectly:

i) substantially imitating or making unauthorized use, for the offering of mutual funds, investment management and securities brokerage services, of the famous Dreyfus Family of Lion Marks or of any colorable imitation thereof;

ii) substantially imitating or making unauthorized use, for the offering of mutual funds, investment management and securities brokerage services, of Registration Nos. 676,125; 712,289; 804,414; 1,880,845; 1,851,680; 1,864,914; 2,584,342; 2,584,340; 2,584,341 and 2,596,725, or any colorable imitation thereof;

iii) substantially imitating or making unauthorized use, for the offering of mutual funds, investment management and securities brokerage services, of any colorable imitation of the famous Dreyfus Family of Lion common law marks;

iv) making unauthorized use, for the offering of mutual funds, investment management and securities brokerage services, of the term "Lion";

v) selling or offering for sale of any mutual funds, and/or investment management and securities brokerage services, under the term "Lion" or under the lion image formerly used by Harris Trust and Savings Bank, or any other lion image;

vi) making any false and/or misleading representations regarding the source, affiliation or sponsorship of Defendants' mutual fund services, investment management and/or securities brokerage services;

vii) using any false designation of origin or false description (including, without limitation, any words, images, colors, graphics, letters or symbols) that can,

10/02/2008 10:10:10 AM  
or is likely to, lead the trade or public, or individual members thereof, to believe that any mutual fund, investment management or securities brokerage services offered by or through Defendants are advertised, distributed and/or sold are in any manner associated or connected with Dreyfus, or are sold, licensed, sponsored, approved or authorized by Dreyfus;

viii) engaging in any other activity constituting an infringement of the famous Dreyfus Family of Lion Marks, including U.S. Trademark Registration Nos. 676,125; 712,289; 804,414; 1,880,845; 1,851,680; 1,864,914; 2,584,342; 2,584,340; 2,584,341 and 2,596,725, the images shown in Exhibit 1, and/or Dreyfus' common law rights in or to use or to exploit the same;

ix) displaying or otherwise disposing of any documents or written or printed materials, depicting a lion image, and pertaining to Defendants' mutual fund, investment management or securities brokerage services or to the sales of said services;

x) diluting the distinctive quality of the famous Dreyfus Family of Lion Marks;

xi) unfairly competing with Dreyfus; and

xii) assisting, aiding or abetting any other person or business entity from engaging in or performing any of the activities referred to in subparagraphs (i) through (xi) above.

2. Find that Defendants have infringed Dreyfus' Federal Trademark Registration Nos. 676,125; 712,289; 804,414; 1,880,845; 1,851,680; 1,864,914; 2,584,342; 2,584,340; 2,584,341 and 2,596,725 and its common law trademarks and service marks by the acts complained of herein and that said acts will damage and diminish the distinctiveness of

10/20/2009 10:00 AM  
Dreyfus' trademarks and service marks for its mutual fund, investment management and securities brokerage services unless Defendants are enjoined by this Court.

3. Find that Plaintiff's Family of Lion Marks are distinctive and famous, and that find that Defendants' activities are diluting, have diluted and will continue to dilute the distinctive quality of the famous Dreyfus Family of Lion Marks.

4. Find that Defendants have unfairly competed with Dreyfus by the acts complained of herein.

5. Grant an order requiring Defendants to deliver up for destruction all products, packaging, signage, website references, and promotional and advertising materials which use the term "Lion" and/or the image of a lion in connection with the offering for sale, sale, advertising, and/or promotion of mutual fund, investment management or securities brokerage services of any kind.

6. Award to Dreyfus Defendants' profits resulting from the sales of Defendants' mutual fund, investment management and securities brokerage services under the term "Lion" and/or under the image of a lion, and further award to Dreyfus damages as a result of Defendants' willful infringement and unfair competition in an amount to be determined by an accounting if necessary.

7. Award to Dreyfus its attorney's fees and costs; and

8. Grant to Dreyfus such other further relief as the Court may deem just and proper in the circumstances.

Dated: December 26, 2002  
New York, New York

By: 

Edward E. Vassallo (EV 6588)  
Leslie K. Mitchell (LM 2811)  
Timothy J. Kelly (TK 8241)  
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Attorneys for Plaintiffs,  
THE DREYFUS CORPORATION,  
DREYFUS SERVICE CORPORATION,  
and THE DREYFUS FUND  
INCORPORATED

# EXHIBIT 1



# Contents

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## THE FUND

What every investor should know about the fund	1	Goal/Approach
	2	Main Risks
	4	Past Performance
	5	Expenses
	6	Management
	7	Financial Highlights

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## YOUR INVESTMENT

Information for managing your fund account	8	Account Policies
	11	Distributions and Taxes
	12	Services for Fund Investors
	13	Instructions for Regular Accounts
	14	Instructions for IRAs

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## FOR MORE INFORMATION

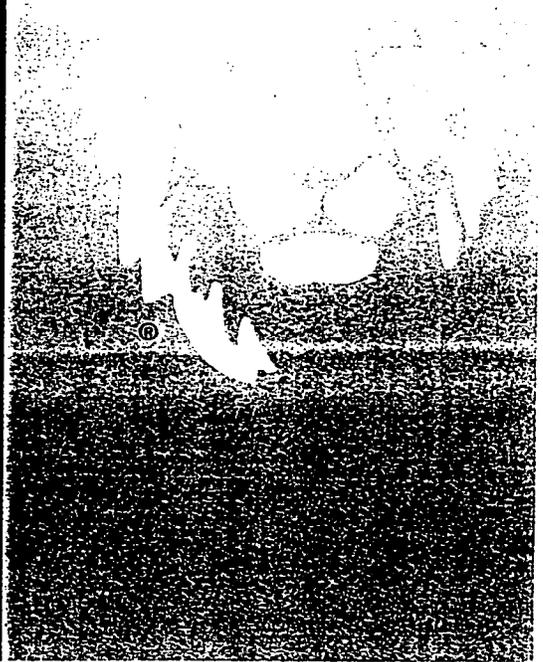
Where to learn more about this and other Dreyfus funds	Back Cover
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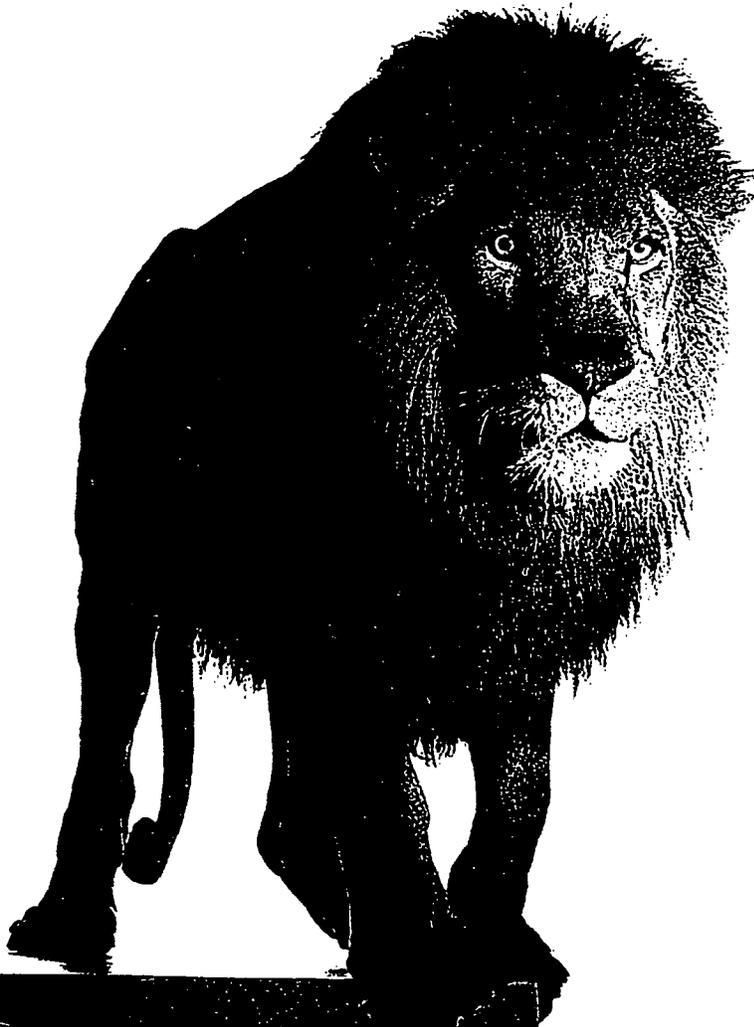
**FUND PROFILE**

**DREYFUS  
STRATEGIC  
INCOME**

A bond  
mutual fund



401/02/2002TAP



THE LION ACCOUNT™  
*from Dreyfus*

**Rule Your Kingdom<sup>sm</sup>**

1010202000211AD

## One Single, Comprehensive Statement

Measuring progress against your plan is easy with The Lion Account. A single monthly report lists your investment activity clearly and concisely. View all of your financial transactions at a glance including your mutual fund holdings, recent security purchases or sales, and debit card transactions. You can even link two accounts to provide a consolidated picture of your holdings.

Pie charts show you the asset allocation of your portfolio. You'll know the status of your assets, investments, expenses and credit transactions on a month-to-month and year-to-date basis.

All of these features enable you to evaluate your portfolio and make informed decisions for your future.

**YOUR PORTFOLIO SUMMARY** reports your account's change in market value during the statement period.

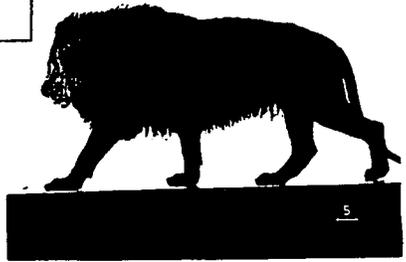
**ALLOCATION SUMMARY** groups the assets held in each account into one of four categories.

**HOLDINGS BY CATEGORY** details positions held in your account by asset category and then by individual security.

**INCOME SUMMARY** reports earnings for the period with cumulative year-to-date figures.

**CONSOLIDATED CHRONOLOGICAL ACCOUNT ACTIVITY** presents your account transactions since the last statement, beginning with the opening balance in your cash account.

**SECURED CREDIT LINE SUMMARY** reports the outstanding balance of any borrowing during the statement period.



## Dreyfus Financial Centers

1-800-499-3327

Beverly Hills, CA  
Los Angeles, CA  
San Francisco, CA  
Walnut Creek, CA  
Denver, CO  
Stamford, CT  
Altamonte Springs, FL  
Boca Raton, FL  
Coral Gables, FL  
Fort Lauderdale, FL  
Naples, FL  
Palm Beach Gardens, FL  
Sarasota, FL  
Atlanta, GA  
Chicago, IL  
Boston, MA  
Morristown, NJ  
Paramus, NJ  
Great Neck, NY  
New York, NY  
Uniondale, NY  
White Plains, NY  
Pittsburgh, PA



# LION TALK



Another Investment Idea from Dreyfus

## Did you know?

Since 1926 there have only been 2 instances when both large-company stocks and intermediate government bonds were both up in the same year.\*

1931  
Stocks -43.34%  
Bonds -2.32%

1969  
Stocks -8.50%  
Bonds -0.74%

Since 1969, there has never been an instance when large-company stocks and intermediate government bonds were both down in the same year.\*

## BALANCED INVESTING

*Investing in Stocks and Bonds for Potential Growth and Income*

### Investors Are Buying Balanced Funds

	1994	1995	1996	1997	1998
Net Sales in billions**	\$8.3	\$5.4	\$9.7	\$12.1	\$12.9

### Why Invest in Balanced Funds?

- Diversification—stocks and bonds in a single investment

#### Stocks

- Superior in returns to most other types of investments over the long term<sup>1</sup>
- Greatest long-term protection against inflation<sup>1</sup>
- But more fluctuation than other types of investments

#### Bonds

- Steady income
- More stability than stocks
- Often perform differently from stocks

- Professional asset allocation
- Professional management

### How Can You Participate in Balanced Investing?

#### Dreyfus Premier Balanced Fund

The Dreyfus Premier Balanced Fund provides balance:

- Between Investment Styles—Growth and Value (a “blended” portfolio)  
Historically, in any given year the equity investment styles of growth and value have performed differently, making it difficult to decide on any one particular style. By utilizing a “blended” portfolio, the fund can choose investments from both groups of stocks.
- Among Sectors—Sector Neutral  
The equity portion of this fund will be sector neutral to the S&P 500 Index; that is, it will hold stocks representing different sectors of the economy proportionately to that sector’s weight in the index. If any one sector does poorly, a fund whose holdings are neutral should suffer less than one that invested heavily in that sector.
- Between Stocks and Bonds  
Under normal conditions, the neutral mix of the portfolio is approximately 60% stocks and 40% bonds. However, the fund has the flexibility to invest 40%–75% of its assets in common stocks and 25%–60% of its assets in bonds, as determined by Dreyfus.

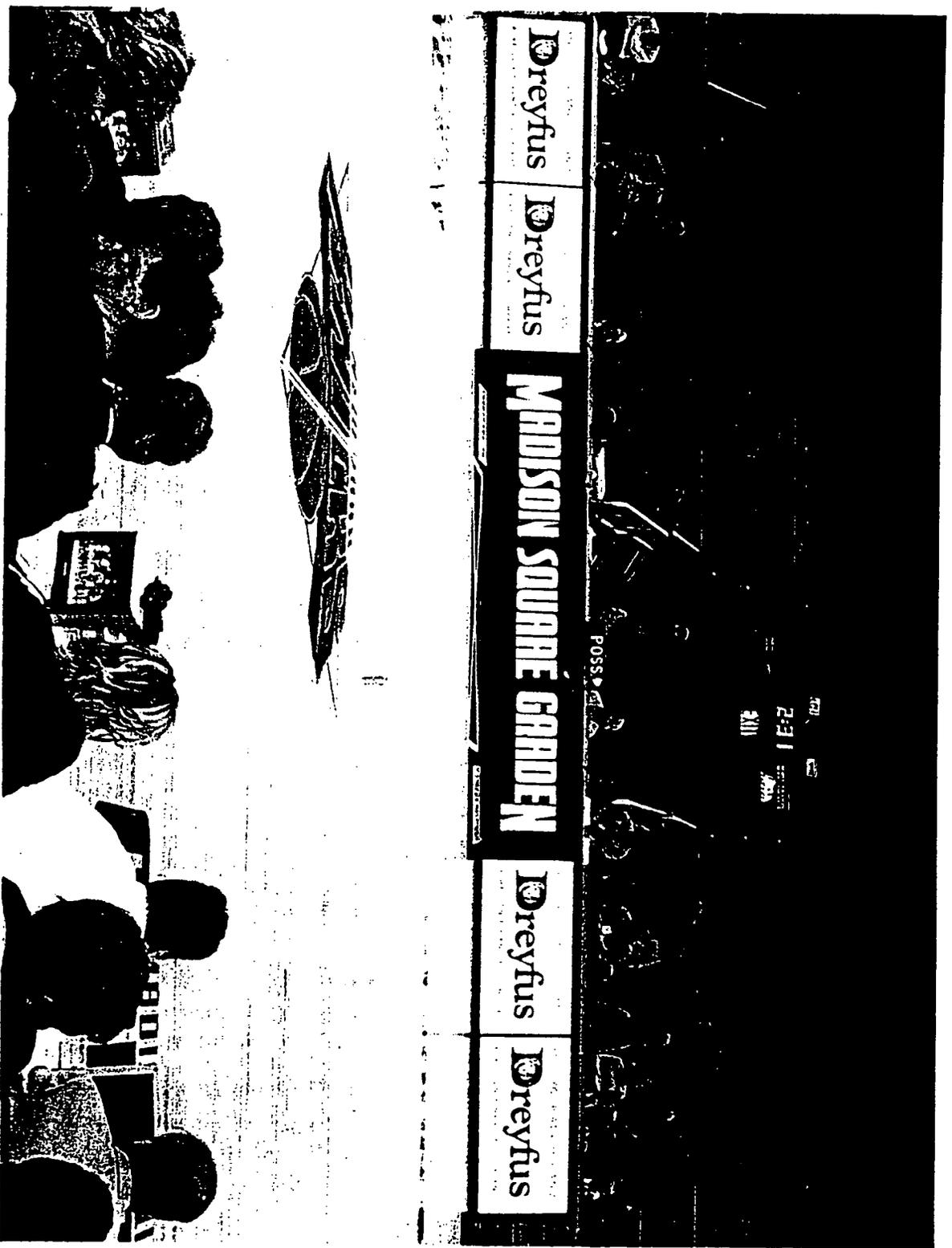
\*\* Source: Based on information gathered by Investment Company Institute, 1999.

<sup>1</sup> Source: *Stocks, Bonds, Bills and Inflation 1999 Yearbook*,<sup>TM</sup> Ibbotson Associates, Chicago (annually updates work by Roger G. Ibbotson and Rex A. Sinquefeld). Used with permission. All rights reserved.

Source: *Stocks, Bonds, Bills and Inflation 1999 Yearbook*,<sup>TM</sup> Ibbotson Associates, Chicago (annually updates work by Roger G. Ibbotson and Rex A. Sinquefeld). Used with permission. All rights reserved. Stocks are represented by the S&P 500 Index. Bonds are represented by an Intermediate Government Bond Index which is comprised of a one-bond portfolio with a maturity near 5 years. These indices assume the investment of all dividends and do not reflect management fees and/or other expenses. Past performance is no guarantee of future results. These indices are not indicative of fund performance. Actual performance of the fund may be greater or less than that of the indices.

**Dreyfus**

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# EXHIBIT 2

Source: [News & Business](#) > News > \$ News Group File, All ①  
Terms: dreyfus and lion and subway and television and commercial and 195! ([Edit Search](#))

Select for FOCUS™ or Delivery



*Philadelphia Business Journal, March 14, 1997*

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Business Dateline;  
Philadelphia Business Journal

March 14, 1997

**SECTION:** Vol 16; No 4; pg 1

**LENGTH:** 1016 words

**HEADLINE:** Banks roaring on with ad campaigns

**BYLINE:** Peg Brickley

**DATELINE:** Philadelphia; PA; US; Middle Atlantic

**BODY:**

Up against the high-rollers of the financial services industry, banks are spending heavily to make sure theirs is the name that comes to mind first when money is the issue.

First Union Corp. more than doubled its 1996 advertising budget this year, from \$ 40 million to \$ 85 million. A few weeks ago, it rolled out a major brand-building campaign in prime-time TV commercials that soaked up a substantial part of that 1997 ad bankroll.

PNC Bank Corp. upped its marketing investment 61 percent for this year, to almost \$ 66 million. Monday, it unveils the second stage of the advertising drive it began last fall to hammer its brand home. Mellon Corp. bought its mutual fund company, The **Dreyfus Corp.**, largely for the brand power that came with it. The past six months have seen the start of a brand revival for the **Dreyfus lion**, one that industry sources report has a \$ 30 million annual commitment behind it, almost double the advertising investment of the early 1990s.

Industry wisdom has it that perhaps only a few names are strong enough in consumer consciousness to evoke an immediate response. Bank marketers who have studied Philadelphia report that consumers have yet to pick a winner.

"The Philadelphia marketplace customer is very aware of bank advertising," said Scott Wallace, senior vice president-marketing, for PNC's consumer bank.

"But the point of the study we did is that no one institution had a dramatic advantage when it came to aided advertising awareness."

That is, consumers knew they had seen bank ads, but they weren't sure whose. Building that kind of awareness takes years, suggesting the current spending spree is no passing fancy.

"It takes time to build a brand, but once the brand is there, its value transcends the CEO, the mergers, the good years and the bad," said Karen Connor, a partner at Earle Palmer Brown which counts CoreStates Financial Corp as a client.

Source: [News & Business](#) > [News](#) > \$ News Group File, All 

Terms: dreyfus and lion and subway and television and commercial and 195! ([Edit Search](#))

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*Moneyline, December 6, 1993*

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CNN

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**SHOW:** Moneyline 7:00 pm ET

December 6, 1993

Transcript # 1047

**TYPE:** Show; News Item

**SECTION:** Business

**LENGTH:** 3620 words

**HEADLINE:** GATT Talks Remain Locked Up Over French Farm Subsidies

**BYLINE:** LOU DOBBS;

**HIGHLIGHT:**

European and American negotiators are still locked in dispute over French farm subsidies. The impasse threatens successful resolution of the GATT talks by December 15th. Analysts examine the forces involved.

**BODY:**

LOU DOBBS, Anchor: Good evening. The most comprehensive treaty on world trade ever, seven years in the making, now facing a deadline less two weeks away and still in danger of collapse. Negotiations are going on at this hour in Brussels where it's well past one o'clock in the morning. Holding up that agreement, a bitter dispute between the United States and France over farm subsidies. A successful resolution to that dispute clears the way for an agreement that could spur global trade and economic growth. A collapse of the talks would risk putting an end to the gradual elimination of global trade barriers and would instead create a hodgepodge of competing trading blocs. Irv Chapman has been following these trade talks and has a live report for us from the White House. Irv.

IRV CHAPMAN, Business News Correspondent: On a cold November night a year ago, Lou, at the Blair House, right across the street from here, European and American negotiators had a farm deal, or least they thought that's what they had back then. Right now, the deal seems on the verge of coming apart, depending about what the French say about it on any given moment, and with it the entire course of the world trade negotiation.

At the trade talks in Brussels, hovered between deadline-induced success and disappointment, President Clinton met at Blair House with one of the leaders of Europe, Spain's Prime Minister Felipe Gonzales.

Pres. BILL CLINTON: We agreed on the critical importance of a successful conclusion to the

GATT Uruguay Round. All trading nations must now redouble their efforts in these few days to secure a good GATT agreement. CHAPMAN: This, as Europe's negotiator came for a late night, if not all night, session.

Sir LEON BRITTAN, Europe Trade Commissioner: Well, we've got quite a few things to discuss still. It's by no means in the bag, but we'll try and do what we can to complete it today.

DOUGLAS HURD, British Foreign Secretary: The clock is ticking seriously now. We have to this week quit debating and finish the negotiations.

CHAPMAN: As to the French foreign minister.

STEPHEN YORKE, Chief European Analyst, Chase Manhattan: Alain Juppe is playing the domestic constituency, but the hard negotiations are going on behind the scenes. It is quite clear that the national interests of member states are more important than the- what are perceived to be Community's collective interest.

CHAPMAN: That includes the interests of the American farmer as the U.S. government tried to mollify France.

ROBERT HORMATS, Goldman Sachs: It's allowed a phase-in of the cuts in subsidized agricultural exports. It's done a number of things to be supportive of the French, but has not given away the store.

CHAPMAN: With the compromise enough, the French still say it's unacceptable. They know how their farmers have made clear that a cut in their overproduction for export in unacceptable to them. Nevertheless, the French are making more moderate noises in the last little while saying they now expect there could be a deal before morning, French time. In any case, that's not the only emotional issues. The French also want to keep their motion picture industry going with public money and to keep limited, but very, very popular U.S. export, the television series from French and European TV, Lou.

DOBBS: Irv, thank you very much. And we should point out that where- there are reasons tonight to believe that there has been at least a basic outline of agreement on the farm, the agricultural issues, but at this point it's still too early to say that definitively. We'll have more for you on those critical trade talks later here on Moneyline, my guest tonight, Carla Hills, U.S. Trade Representative in the Bush administration. We'll be talking about what it will take for GATT to make that December 15th deadline.

Well, proponents of free trade say lowering trade barriers would create more demand for U.S. goods abroad and create more jobs for Americans at home. Free trade opponents say just the opposite. Look past the rhetoric and a pre-occupation with job creation is clear and with good reason. U.S. companies are cutting jobs at an alarming rate. In November almost 68,000 jobs disappeared, including 18,000 from General Motors. And 14,000 from Philip Morris. Other employers making job cuts by the thousands, NCR, Baxter International, and the Federal Deposit Insurance Corporation. But for some newcomers to the work force, employment prospects are a bit more hopeful. Employers are expected to hire about 1 percent more recent college graduates this school year than a year ago. That according to a survey conducted by Michigan State University. It would be the first increase in four years.

A survey of U.S. gasoline stations showing that a recent slide in oil prices is beginning to show up at the pumps. The average price of a gallon of gasoline falling almost two cents over the past two weeks to \$1.13 a gallon, that according to the Lundberg survey. Crude oil prices tumbled nearly three and a half dollars a barrel in the same period, however. And today in New York trading, the benchmark crude fell even further, dropping \$.40 a barrel, setting at \$14.57. That's a new five-year low for oil.

studios in Washington, D. C., and has some thoughts on world trade and the chances for a successful GATT agreement. Carla Hills, U.S. Trade Representative under President Bush. Good to have you with us.

CARLA HILLS, Former U.S. Trade Representative: Good to be here.

DOBBS: We're hearing what at first seems, at least, hopeful signs in terms of agriculture, particularly between the French, Agriculture Secretary Mike Espy. Would you- do you think that that is likely that we do have an agreement?

Ms. HILL: The press reports say that they're coming close. We had an agreement last November, the so-called Blair House agreement, and what the U.S. has been doing is to make an effort to satisfy French concerns that France has expressed with the Blair House agreement since it was negotiated.

DOBBS: In opening up the- now, I shouldn't say opening up, I suppose, I should quote U.S. Trade Representative Mickey Kantor more accurately. He said that they're going to open up the room for interpretation of the Blair House agreement. Do you think there's sufficient room there for interpretation? Is it critical to successfully concluding this round?

Ms. HILLS: Apparently, the parties in the negotiating room believe that there has to be some back-off by the United States on the Blair House agreement giving the Europeans more time to reduce export subsidies and that's what's- has occurred.

DOBBS: Extending, likely at least at this point, from six to nine years. If they have in point of fact reached agreement on this area, that is, agricultural subsidies for the French in particular, what, in your judgment, then will be the principal stumbling block? Will it be intellectual property rights, will it be market access. What's your judgment?

Ms. HILLS: My judgment is that we ought to stop thinking about this agreement as one between the U.S. and the Europeans. They'll have to take whatever deal is struck in Brussels to Geneva, and share it with and persuade more than a hundred countries to participate. We ought to go back to the beginning of these negotiations in 1986. There, at Punta del Este, when we started this round of GATT talks, the industrialized nations wanted to get liberalization for services, the protection of intellectual property and investment. And the developing nations wanted to get agriculture opened up so that they could sell the product that gives them hard currency. And so we've got to go back to Geneva and be sure that we have that balance. This is a very complicated agreement.

DOBBS: Well, we- as you say, we're going back to Geneva tomorrow from Brussels, and each one of those issues that you just brought up, and particularly the role of developing nations and their ability to export agricultural products is still wide open. The focus has been, as you say, between the EC, and particularly France with the support of Germany, and the United States on the other hand. All but lost in this, the Japanese and developing nations. What do you think the reason for that is?

Ms. HILLS: The United States has acted as a proxy for those countries that export agricultural product. We export about 40 billion in farm goods every year. It's a very important export for us, and the EC is the country that subsidizes its exports and reduces market access more than any other across a broad range, and so we have been in this negotiation to try to get world agricultural markets opened up, which, of course, must include the Japanese as well as the Koreans, the Europeans, so that all exporting nations have an opportunity to sell their goods.

DOBBS: Well, let's- let's get your judgment as to whether or not we're going to make the December 15th. You- you've- you worked at this pretty hard for four years, and as a reporter

I covered a number of deadlines that came and went and the world did not stop. Will the world stop this time if we don't have a successful conclusion before the deadline of December 15th?

Ms. HILLS: The world won't be as good if we don't get an agreement. We have slow markets globally, particularly in the industrialized nations, and this agreement could cause the world economy to have a real shot in the arm. We figure about a \$5 trillion increase in world output over a 10-year period, and the U.S. share would be about a trillion and a quarter. That's very good news, and there's no stimulus package that President Clinton can adopt that would have that impact.

DOBBS: OK, former Trade Representative Carla Hills. Good to have you with us here on Moneyline.

Ms. HILLS: Great pleasure.

DOBBS: When Moneyline continues, we'll be talking about computer chip stocks crunched on Wall Street today. We'll tell you why and we will tell you why- well, just about everything did pretty well. Stay with us.

[Commercial break]

Oracle Says It's Ready to Serve The Information Highway

LOU DOBBS, Anchor: A near miss on Wall Street today, lower interest rates, higher economically sensitive issues, propelling the Dow Jones Industrials to just the brink of yet another all time high. Today's close, 3,710.21, just a half point below the records of almost three weeks ago. The Dow gaining six point one-four on the day and the volume, more than 292 million shares. Advancing issues beating out decliners by a margin of about three to two. The composite index rose .91 just three points off its record as is the S&P which gained 1.54. The Dow Transports with weaker airlines losing 7.69. The Dow Utilities with stronger bond prices up 1.91. The NASTA [sp?] Composite Index off seven points earlier in the session, finishing at 771.09 a loss of 1.13, volume there approaching 293 million shares. The American Exchange Composite Index, 465.82 a half point gain on volume of almost 16 million shares. And tonight's Moneyline movers In-Tel dropping four dollars a share, Merrill-Lynch downgraded the semi-conductor giant cutting earnings estimates citing a slowdown in the personal computer market. Merrill also downgraded Motorola sending its shares down two dollars a share. Other chip stocks losing ground as well, Texas Instruments, Applied Materials both off two dollars. Micron Technology, National Semi-Conductor also off sharply. Other movers, Sell Pro [sp?] up two and a half dollars to a 52 week high, International Drug Holding Company, Coranch [sp?] Investing \$220 million taking a 15 percent stake in the Bio-Tech firm. Inderal up a \$1.75 a share, among today's upbeat-economically-sensitive stocks. Carpet maker Mohawk Industries up \$3.25 merging with Aladin Mills a stock swap worth more than \$386 million. Hong King TeleCom up \$3.75 following another big rally over night for Hong Kong's high flying market and among the widely held issues, Telemax adding one and five eighths. The Mexico city market also sizzling, jumping two and a half percent today to yet another record. General Motors slipping a quarter. The big three car makers unveiling new emissions standards for all cars sold in the United States, trying to prevent some states from matching California's stricter clean air laws. And AMR the parent of American Airlines down one and an eighth amid another airfare war now expanding into Holiday travel. Nike off a quarter after the close forecasting weaker earnings and MicroSoft down seven eighths topping Fortune magazine's list of 'Most Innovative U.S. Companies.' Another software firm searching for innovation, Oracle Systems, the company competing along the Information Super Highway as it's built trying to develop the tools that will bring new Hollywood movies on demand. Steve Young is here tonight and has the report for us, Steve?

STEVE YOUNG, Senior Business News Correspondent: Lou, a multi-billion dollar race is on and some of America's biggest technology companies are in the running. In an industry straining to be born the Holy Grail is a gizmo called a server a powerful computer many people can tap at once, sort of a digital lending library. Oracle the second biggest software company says it's been able to leap over the difficult technical hurdles.

LARRY ELLISON, CEO, Oracle: We provide a server or digital library that can contain literally millions of movies and all of the newspapers that have ever been printed.

YOUNG: Indeed the CEO says Oracle is the only company that can provide a complete video server system right now. Ellison's aggressive foot work has turned him into a software billionaire. He personally owns about a third of a super computer company NQ, it makes computers that can be packed with thousands of parallel of microprocessors needed to pump video to millions of customers.

ELLISON: This box alone can deliver 1700 simultaneous high quality video screens.

YOUNG: But despite Oracle's super computer link, some analysts question if it really holds the lead.

MARK STAHLMAN, Pres., New Media Associates: I suspect that the work that's been ongoing at IBM for the past decade, the work that's been ongoing at At&T, to name two will finally come out in the wash.

YOUNG: But industry sources tell CNN business news, Oracle is expected to announce video server alliances and potential customers in January. If Oracle's CEO is comfortable making in-your-face success claims, IBM is more gun shy. In fact no one from big blue, would discuss video servers on camera because it's quote, 'far too early in the infancy of this industry.' The real reason could be the flap that occurred after word leaked of an IBM-Blockbuster deal to cut custom made music CDs at Blockbuster stores. The music industry worried about royalties howled. Working out a royalty payment system will be even more critical to creating a video on demand industry. Lou?

DOBBS: OK, Steve thanks a lot. Well, coming up next here on Moneyline the **lion** of mutual fund groups, Myron Kandel takes a look at the past of **Dreyfus** and its new future, stay with us.

Kandel Says Mellon-Dreyfus Will Work For America

LOU DOBBS, Anchor: Not everyone remembers when the **Dreyfus lion** first emerged from a New York **subway** station to roam around Wall Street, but Myron Kandel does he remembers just about everything. But Myron tells us that the Mellon Banks Acquisition of **Dreyfus** could be a very good deal. Myron?

MYRON KANDEL, Business News Analyst: Well Lou we do tend to forget the fact that almost all financial advertising was once as dull as tombstones, reflecting the fact that it was mostly aimed at a limited group of wealthy people and not the public-at-large. In the **1950s the Dreyfus lion** helped change that and it's still matched only by the Merrill-Lynch bull as corporate symbol in the securities industry. The **lion** in print and then on TV, helped propel **Dreyfus** to the top of the Mutual Fund industry. In equity Funds and then in the money market Mutual Funds that enabled ordinary Americans to invest in liquid assets with high interest rate yields once available only to big investors. In recent years as its publicity-shy chairman Howard Stein remained bearish about the Stock Market, **Dreyfus** was overtaken by some more aggressive competitors. But the company is still the sixth largest in the Mutual Fund field with a staggering \$80 billion under management. Now Stein has led **Dreyfus** into a deal with Mellon Bank for the hefty sum of nearly \$2 billion. Recognizing the growing

convergence of Banks and Mutual Funds, Mellon may have paid high but it's getting one of the bluest chips of the Fund business and I think the deal will pay off. Lou?

DOBBS: Mike[sic] you talked about **Dreyfus's** Funds under management some \$80 billion, how about its profitability, how's the Fund been performing?

KANDEL: Well it hasn't been as profitable as some of the other more aggressive companies and that's one of the reasons, I think, that it's ready for an infusion of new capital and a deal with Mellon.

DOBBS: The industry has enlarged and just gone beyond anything that any of us could have expected, what do you think the future holds for the industry itself?

KANDEL: I think the Mutual Funds' future is still even bigger in the future than it is now. It's had that tremendous growth the last two years, I've seen more and more Americans as seeing Mutual Funds as the place to invest their money with professional management.

DOBBS: Is there anything unique about this deal or are we likely to see more of its kind in the months and the years ahead?

KANDEL: I would predict more ahead, Lou.

DOBBS: OK, Myron, thanks. Well that is Moneyline for this Monday evening and we thank you for being with us. Good night from New York. Crossfire is coming up next.

The preceding text has been professionally transcribed. However, although the text has been checked against an audio track, in order to meet rigid distribution and transmission deadlines, it has not yet been proofread against videotape.

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*Los Angeles Times, December 7, 1993*

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December 7, 1993, Tuesday, Home Edition

**SECTION:** Business; Part D; Page 1; Column 2; Financial Desk

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**HEADLINE:** BANK-MUTUAL FUND MERGERS: WHAT YOU NEED TO KNOW Q&A

**BYLINE:** By KATHY KRISTOF, TIMES STAFF WRITER

**BODY:**

The \$1.7-billion merger of Mellon Bank Corp. and mutual fund giant **Dreyfus** Corp. raises a host of questions for depositors and investors.

How can consumers keep clear, for instance, the distinctions between a bank's money account and the bank mutual fund's money market account? Which products are FDIC insured and which are not? Will your bank go out and buy a mutual fund company -- or will your mutual fund company be purchased by a bank? And, when this happens, is fund performance or cost affected?

Here are some of the answers:

\*

**Q:** How does the acquisition affect **Dreyfus** and Mellon customers?

**A:** It will have little immediate effect, but it could have a noticeable impact in the long run, because Mellon and **Dreyfus** are expected to cross-market their products.

For instance, if you have a **Dreyfus** mutual fund, expect to get pitched for a Mellon Bank credit card, mortgage or personal line of credit. If you have a Mellon certificate of deposit, you're likely to get solicitations for **Dreyfus** mutual funds. Ultimately, the companies could merge some complementary operations, and they may have a single toll-free number so customers can check on their Mellon account balances and get information about **Dreyfus** mutual funds at the same time.

When and how such details will work out is not yet clear, a Mellon spokesman said.

\*

**Q:** Will **Dreyfus** mutual funds be sold in Mellon branches?

**A:** Yes, although there are no branches in California.

**Q:** I bought my **Dreyfus** mutual funds through another bank. (**Dreyfus** funds are sold by a variety of banks, including New York-based Citibank, First Republic in Texas and Wells Fargo

in California.) Will my bank continue to offer **Dreyfus** funds?

A: That's unclear. **Dreyfus** says it values its bank customers and wants to maintain those relationships, but many of those other banks compete with Mellon for credit card and mortgage business, for example. If **Dreyfus** is successful in cross-marketing Mellon products to customers who bought their funds through competing banks, the competing banks may abandon **Dreyfus** funds.

Several banks said Monday that it was too early to say whether they would continue to sell **Dreyfus** funds.

\*

Q: How will I get information about my **Dreyfus** account if my bank stops providing it?

A: You'll still be able to call **Dreyfus'** toll-free number or go into a **Dreyfus** customer service center. **Dreyfus** has about a dozen of these walk-in offices -- in Los Angeles, Beverly Hills, San Francisco and other cities.

\*

Q: I don't deal with either **Dreyfus** or Mellon, but my bank does sell mutual funds, and I'm constantly confused about what I'm getting. What's the difference between the money market fund and the money market account?

A: The main difference is federal deposit insurance. A money market account offered by a bank is a savings account backed by assets of the bank and, if that fails, by the assets of the federal government.

When you buy shares in a money market mutual fund, however, you're buying shares in an investment pool. The principal is not guaranteed by anyone. However, most money market funds invest primarily in safe, short-term government securities.

\*

Q: If I invest in a mutual fund offered by a bank, does the bank guarantee my principal?

A: No. Even if it's being sold by a bank, a mutual fund is a separate entity. Principal is not guaranteed. Indeed, banks are coming under increasing pressure from regulators to make that distinction clear.

\*

Q: Does this (merger) deal set a precedent and make it more likely that my bank will buy a mutual fund company -- or that a mutual fund company will buy my bank?

A: Possibly. The issues that pushed Mellon to merge are issues that many bankers have been facing for some time.

Namely, the conventional banking business has become hotly competitive, with mutual fund companies, insurers, mortgage bankers, savings and loans and brokerage firms all eating away at pieces of the banker's business. Some speculate that in order to survive, big banks will have to diversify into areas such as investments and insurance. Most big banks are already doing so.

From the consumer's standpoint, that means you'll have to pay more attention to what

you're being sold -- even if you are buying it from your friendly neighborhood banker.

\*

Q: Will fees and services change once the merger is complete?

A: At the moment, the companies say they plan to maintain all their current products and simply add new ones as a result of the merger.

In other words, **Dreyfus** won't drop its no-load funds, but it may create a new line of load funds -- the type that have up-front marketing fees and are sold in banks -- to be offered in Mellon branches.

Fees can change at any time, but there is no immediate plan to raise -- or lower -- fees, the companies said.

#### Mellon-Dreyfus Merger

Mellon Bank Corp. will buy **Dreyfus** Corp., one of the nation's best-known mutual fund companies, for \$1.7 billion worth of stock. The deal illustrates the growing push by banks new businesses to attract customers dissatisfied with low returns on traditional bank accounts. Mutual fund companies pool money from investors and put it in money markets, stocks, bonds and other investments.

#### MELLON BANK

\* Pittsburgh-based Mellon is 23rd-largest bank holding company in the United States, with branches in Pennsylvania, Delaware and Maryland. It was formed in 1869 and is a major player in investment management, including mutual fund administration.

\* Total assets at year-end 1992: \$31.5 billion.

\* 1992 revenue: \$2.97 billion; profit: \$437 million.

\* Boosted dividend 47% to 56 cents per share in November, second time this year. Company cited strong earnings and excess capital due to sluggish loan growth.

\* Purchased Boston Co., a financial services firm catering to the wealthy, in May for \$1.45 billion from American Express.

#### DREYFUS

\* New York-based **Dreyfus** is the nation's sixth-largest mutual fund company, formed in 1951. It manages or administers 125 mutual fund portfolios with more than \$80 billion in assets. It pioneered money market mutual funds and tax-free municipal bond funds.

\* 1992 revenue: \$342.45 million; profit: \$91.2 million.

\* Popularly known for its trademark **lion** featured in **television commercials**, which once emerged from the **subway** and strode down Wall Street.

\* Criticized in recent years for focusing on safe but low-yielding money market funds and shunning higher-growth stock funds.

\* Chairman Howard Stein, 67, approaching retirement age, is a longtime friend of Mellon Chairman Frank Cahouet, facilitating a friendly merger.

#### DEAL AT A GLANCE:

\* Biggest yet in a series of recent moves by banks into mutual funds, an increasingly popular means for individuals to invest their money. Most other banks have set up their own mutual fund operations rather than buying others.

\* Mellon has a strong position managing and administering stock mutual funds, shoring up the weak position of **Dreyfus**, which has a large number of money-market and fixed-income

funds.

- \* **Dreyfus** shareholders to receive .88017 share of Mellon bank stock for each share they own.
- \* **Dreyfus** to retain its headquarters and separate identity. Stein and Joseph S. DiMartino, **Dreyfus** president and chief operating officer, to join the Mellon board.
- \* Mellon to take \$73-million charge to pay merger expenses; expects slower earnings-per-share growth over next two years.

Sources: **Dreyfus**, Mellon, Standard & Poor's.

Securities Acquisitions

The announced merger between Mellon Bank Corp. and **Dreyfus** Corp. eclipses other deals between financial services and securities firms in recent history. Here is a brief list of the largest acquisitions to date, in millions of dollars.

Date	Merger	Price
Dec., 1993	Mellon Bank Corp./Dreyfus Corp.	\$1,700
March, 1993	Primerica/Shearson	1,150*
May, 1988	CS First Boston/First Boston	1,100
Nov., 1987	Shearson Lehman/E.F. Hutton	964
April, 1981	American Express/Shearson	930
Oct., 1992	Franklin Resources/Templeton Funds	913
May, 1987	Primerica/Smith Barney	750
Oct., 1981	Sears Roebuck/Dean Witter	607
April, 1986	General Electric/Kidder Peabody	602
Nov., 1984	Equitable/Donaldson Lufkin	460
March, 1981	Prudential Insurance/Bache Group	396
March, 1984	Shearson-American Express/Lehman Bros.	360

\* Including "earn-out" provisions of as much as \$150 million granted to American Express over three years.

Sources: Securities Data Co., Wall Street Journal, Bloomberg Business News

**GRAPHIC:** Chart, Mellon-Dreyfus Merger; AP/Los Angeles Times ; Table, Securities Acquisitions

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BANKS TARGET MUTUAL FUNDS

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**BODY:**

Wall Street's roaming **Dreyfus lion** has been tamed by some bankers from Pittsburgh.

Mellon Bank Corp. will purchase The **Dreyfus Corp.** mutual fund company for \$ 1.85 billion under a deal, announced Monday, that signals the banking industry's most aggressive push yet into the world of mutual funds.

The combination of Mellon and **Dreyfus** also shows how banks are evolving to meet changing investment preferences of customers. Many are no longer satisfied to let their savings languish in banks, collecting paltry rates of interest. "Once savers have moved into the investment mode, they are not going to move back to saving again," Howard Stein, chairman and chief executive of **Dreyfus**, told a press briefing. "But they're going to need advice; they're going to need guidance. I think that's what we will be able to offer."

U.S. investors have nearly \$ 2 trillion salted away in mutual funds, double the level of three years ago. Mutual funds are pools of professionally managed money invested in a diverse array of stocks and bonds.

They can provide high rates of return, some mutual fund investors have doubled or tripled their money over a period of years. But unlike bank deposits, mutual funds are riskier, they're not federally insured.

Stein and his counterpart at Mellon, Frank V. Cahouet, spoke at length at the briefing about the great promise of a newly combined company with revenues exceeding \$ 3 billion and about \$ 215 billion in

funds under management.

But the deal was in danger last month when talks broke off. The executives offered few specifics about the breakdown, except to say a "cooling off period" was required.

"In the end, the dynamics and the opportunities here to take a business and explosively grow it was so compelling," said Joseph S. DiMartino, president and chief operating officer.

Mellon and **Dreyfus** plan to offer some of each others' products through their retail networks. Mellon, one of the biggest U.S. banks, has a heavy concentration of branches in Pennsylvania, Delaware, and Maryland.

"We will work together where it makes sense," Cahouet said. "Mellon has investment products that undoubtedly will find their way into **Dreyfus** distribution channels."

A **Dreyfus** client, for example, could be solicited for a Mellon credit card or retirement planning services.

The merger is a stock swap, with **Dreyfus** shareholders to receive .88017 shares of Mellon Bank Corp. common stock for each of the 36.6 million **Dreyfus** shares outstanding. Based on Mellon's closing stock price of \$ 57.37 1/2 a share on Friday, the transaction is valued at \$ 1.85 billion.

**Dreyfus**, the nation's sixth-largest mutual fund company, is best known for its **television commercials** showing a **lion** cruising down Wall Street. It will remain in its New York headquarters and operate as a free-standing organization within Mellon.

Cahouet admitted that some job cuts were possible, but said the growth of the two companies, not cost savings, was the driving force behind the deal.

Bank analysts were impressed by the size of the deal, the largest bank acquisition of a mutual fund company in recent memory.

"This establishes a kind of watermark for the industry," said Frank Barkocy, bank industry analyst for Advest Inc., a securities brokerage firm.

This year, NationsBank of Charlotte, N.C., announced a joint venture with Dean Witter, Discover & Co. to sell mutual funds. First Union Corp. in October agreed to buy Lieber & Co., manager of the Evergreen mutual funds, for \$ 128 million in stock.

Another analyst, John Heffern of Alex Brown and Sons Inc. in Baltimore, was unsure if the Mellon-**Dreyfus** deal signaled a merger frenzy involving banks and mutual fund companies. Mellon already was a leader in the mutual fund business, with \$ 135 billion in assets under management.

"This is kind of an extraordinary transaction that few other banks

are in a position to make," he said.

Heffern said the merger represents a significant financial commitment for the Pittsburgh-based Mellon, which will take a one-time after-tax charge of \$ 73 million. The merger is expected to be completed by mid-1994.

**Dreyfus** stock closed at \$ 46.37 1/2 a share Monday, up\$ 1.87 1/2 on the New York Stock Exchange. Mellon was off sharply, down \$ 4.37 1/2 at \$ 53.

Chart, page d01

#### MELLON BANK

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Total assets at year-end 1992: \$ 31.5 billion.

1992 revenues: \$ 2.97 billion; profits: \$ 437 million.

Raised dividend 47 percent to 56 cents per share in November, second increase this year. Company cited strong earnings and excess capital due to sluggish loan growth.

#### DREYFUS

Based in New York, the nation's sixth-largest mutual fund company. It was formed in 1951 and manages or administers 125 mutual fund portfolios with more than \$ 80 billion in assets. Pioneered money-market mutual funds and tax-free municipal bond funds.

1992 revenue: \$ 342.45 million; profits: \$ 91.2 million.

Popularly known for its trademark **lion** featured in **television commercials**, in which the **lion** emerged from a **subway** station and strode down Wall Street.

Criticized in recent years for focusing on safe but low-yielding money-market funds and shunning higher-growth stock funds.

Source: **Dreyfus**, Mellon, Standard & Poors

**GRAPHIC: AP CHART - MELLON BANK / DREYFUS**

**LOAD-DATE: October 5, 1995**

1982 acquisition of Salem Securities in North Carolina. The brand campaign lays a base for product launches by First Union, which is staffed with 3,000 licensed sellers of mutual funds and annuities.

All those products and more make up First Union's capital management initiative, the driving force behind the ad strategy.

"Ultimately, our corporation wants 40 percent of our revenue coming from fee-based operations. That's very different from the way banks have traditionally made money," Reid said. "Capital markets has a huge role in that strategy."

Mellon wants fee income, too, but its strategy is different. The Pittsburgh-based bank made its pioneering buy of the **Dreyfus** mutual fund company in 1994 largely for its brand power. Mellon kept the **Dreyfus** name, and focused on making the aging **lion** roar again.

TV viewers in the **1950s** were enchanted by **Dreyfus** ads featuring a **lion** who strutted out of the **subway** and down Wall Street.

Yet the **Dreyfus lion** has been missing from TV action for two years until last fall, when a major brand refurbishing took off, aggressively, under the phrase, "Rule your kingdom."

**GRAPHIC:** Photo

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Falling energy prices calming some fears among bond holders that inflation is making a come back. And that's pushing interest rates lower. The Treasury's 30-year bond rising a full point in price today and the yield dropping all the way down to 6.15 percent. And lower interest rates rekindled investor interests in big cap stocks. The Dow Jones Industrials rallying just over 6 points. The Dow finishing at 3,710.21. That is just a half point shy of the all-time record for the Dow.

#### Mellon Bank and **Dreyfus** Announce Merger Resolution

LOU DOBBS, Anchor: For small investors, the favorite way to play the market is mutual funds. As a result, the mutual fund industry is booming and many banks want in on the business. Today, Mellon Bank found a way, announcing a merger with the sixth largest mutual fund company, **Dreyfus**, through a stock swap valued at \$1.8 billion. Kelli Arena reports from New York.

KELLI ARENA, Correspondent: The last time we heard from **Dreyfus** and Mellon Bank, they weren't merging. But it seems there's been a change of heart. Monday the two announced an alliance which will create a financial services power house with revenues of more than \$3 billion, and about \$215 billion in funds under management.

HOWARD STEIN, CEO, The **Dreyfus** Corp.: We're going- having to provide product for sort of mass America now as they move from a savings mode into the investment mode, particularly through the 401(k).

ARENA: It's estimated that about 3,500 banks, about a third of the industry, sell mutual funds. And while the Mellon-**Dreyfus** merger seems to be natural step forward for the banking industry, analysts don't expect a merger frenzy involving banks and mutual fund companies. But they say that this will be a closely-watched deal.

LIVIA ASHER, Bank Analyst, Merrill Lynch: I think Mellon is one of the, you know, handful of banks that do do very good acquisitions, and I think the jury is still out on this one. We'll have to see how it pans out for Mellon shareholders.

ARENA: Under the agreement, Mellon will take a one-time after-tax charge of \$73 million, and there will be a cut in earnings growth.

FRANK COAHOUET, CEO, Mellon Bank: We expect that the earnings would be about 9 percent less the first year.

ARENA: **Dreyfus** will remain a free-standing organization within Mellon Bank. The two management teams will remain in place with **Dreyfus** getting three seats on Mellon's 19-member board. And other financial institutions will still be able to sell **Dreyfus** funds. But whether they want to is another issue. Kelli Arena, CNN Business News, New York.

DOBBS: And when Moneyline continues, we will be covering the hot topic of the evening, the world trade talks. I'll be talking with an expert on the issue, the top trade negotiator for President Bush, Carla Hills, next here on Moneyline. Stay with us.

[Commercial break]

Former Trade Representative Carla Hills Interviewed

LOU DOBBS, Anchor: It's been called 'the general agreement to talk and talk,' GATT is certainly nothing new. The current round, the Uruguay Round, now in its seventh year, and for four of those years my guest battled for an agreement, and she joins us tonight from our

studios in Washington, D. C., and has some thoughts on world trade and the chances for a successful GATT agreement. Carla Hills, U.S. Trade Representative under President Bush. Good to have you with us.

CARLA HILLS, Former U.S. Trade Representative: Good to be here.

DOBBS: We're hearing what at first seems, at least, hopeful signs in terms of agriculture, particularly between the French, Agriculture Secretary Mike Espy. Would you- do you think that that is likely that we do have an agreement?

Ms. HILL: The press reports say that they're coming close. We had an agreement last November, the so-called Blair House agreement, and what the U.S. has been doing is to make an effort to satisfy French concerns that France has expressed with the Blair House agreement since it was negotiated.

DOBBS: In opening up the- now, I shouldn't say opening up, I suppose, I should quote U.S. Trade Representative Mickey Kantor more accurately. He said that they're going to open up the room for interpretation of the Blair House agreement. Do you think there's sufficient room there for interpretation? Is it critical to successfully concluding this round?

Ms. HILLS: Apparently, the parties in the negotiating room believe that there has to be some back-off by the United States on the Blair House agreement giving the Europeans more time to reduce export subsidies and that's what's- has occurred.

DOBBS: Extending, likely at least at this point, from six to nine years. If they have in point of fact reached agreement on this area, that is, agricultural subsidies for the French in particular, what, in your judgment, then will be the principal stumbling block? Will it be intellectual property rights, will it be market access. What's your judgment?

Ms. HILLS: My judgment is that we ought to stop thinking about this agreement as one between the U.S. and the Europeans. They'll have to take whatever deal is struck in Brussels to Geneva, and share it with and persuade more than a hundred countries to participate. We ought to go back to the beginning of these negotiations in 1986. There, at Punta del Este, when we started this round of GATT talks, the industrialized nations wanted to get liberalization for services, the protection of intellectual property and investment. And the developing nations wanted to get agriculture opened up so that they could sell the product that gives them hard currency. And so we've got to go back to Geneva and be sure that we have that balance. This is a very complicated agreement.

DOBBS: Well, we- as you say, we're going back to Geneva tomorrow from Brussels, and each one of those issues that you just brought up, and particularly the role of developing nations and their ability to export agricultural products is still wide open. The focus has been, as you say, between the EC, and particularly France with the support of Germany, and the United States on the other hand. All but lost in this, the Japanese and developing nations. What do you think the reason for that is?

Ms. HILLS: The United States has acted as a proxy for those countries that export agricultural product. We export about 40 billion in farm goods every year. It's a very important export for us, and the EC is the country that subsidizes its exports and reduces market access more than any other across a broad range, and so we have been in this negotiation to try to get world agricultural markets opened up, which, of course, must include the Japanese as well as the Koreans, the Europeans, so that all exporting nations have an opportunity to sell their goods.

DOBBS: Well, let's- let's get your judgment as to whether or not we're going to make the December 15th. You- you've- you worked at this pretty hard for four years, and as a reporter

I covered a number of deadlines that came and went and the world did not stop. Will the world stop this time if we don't have a successful conclusion before the deadline of December 15th?

Ms. HILLS: The world won't be as good if we don't get an agreement. We have slow markets globally, particularly in the industrialized nations, and this agreement could cause the world economy to have a real shot in the arm. We figure about a \$5 trillion increase in world output over a 10-year period, and the U.S. share would be about a trillion and a quarter. That's very good news, and there's no stimulus package that President Clinton can adopt that would have that impact.

DOBBS: OK, former Trade Representative Carla Hills. Good to have you with us here on Moneyline.

Ms. HILLS: Great pleasure.

DOBBS: When Moneyline continues, we'll be talking about computer chip stocks crunched on Wall Street today. We'll tell you why and we will tell you why- well, just about everything did pretty well. Stay with us.

[Commercial break]

Oracle Says It's Ready to Serve The Information Highway

LOU DOBBS, Anchor: A near miss on Wall Street today, lower interest rates, higher economically sensitive issues, propelling the Dow Jones Industrials to just the brink of yet another all time high. Today's close, 3,710.21, just a half point below the records of almost three weeks ago. The Dow gaining six point one-four on the day and the volume, more than 292 million shares. Advancing issues beating out decliners by a margin of about three to two. The composite index rose .91 just three points off its record as is the S&P which gained 1.54. The Dow Transports with weaker airlines losing 7.69. The Dow Utilities with stronger bond prices up 1.91. The NASTA [sp?] Composite Index off seven points earlier in the session, finishing at 771.09 a loss of 1.13, volume there approaching 293 million shares. The American Exchange Composite Index, 465.82 a half point gain on volume of almost 16 million shares. And tonight's Moneyline movers In-Tel dropping four dollars a share, Merrill-Lynch downgraded the semi-conductor giant cutting earnings estimates citing a slowdown in the personal computer market. Merrill also downgraded Motorola sending its shares down two dollars a share. Other chip stocks losing ground as well, Texas Instruments, Applied Materials both off two dollars. Micron Technology, National Semi-Conductor also off sharply. Other movers, Sell Pro [sp?] up two and a half dollars to a 52 week high, International Drug Holding Company, Coranch [sp?] Investing \$220 million taking a 15 percent stake in the Bio-Tech firm. Inderal up a \$1.75 a share, among today's upbeat-economically-sensitive stocks. Carpet maker Mohawk Industries up \$3.25 merging with Aladin Mills a stock swap worth more than \$386 million. Hong King TeleCom up \$3.75 following another big rally over night for Hong Kong's high flying market and among the widely held issues, Telemax adding one and five eighths. The Mexico city market also sizzling, jumping two and a half percent today to yet another record. General Motors slipping a quarter. The big three car makers unveiling new emissions standards for all cars sold in the United States, trying to prevent some states from matching California's stricter clean air laws. And AMR the parent of American Airlines down one and an eighth amid another airfare war now expanding into Holiday travel. Nike off a quarter after the close forecasting weaker earnings and MicroSoft down seven eighths topping Fortune magazine's list of 'Most Innovative U.S. Companies.' Another software firm searching for innovation, Oracle Systems, the company competing along the Information Super Highway as it's built trying to develop the tools that will bring new Hollywood movies on demand. Steve Young is here tonight and has the report for us, Steve?

convergence of Banks and Mutual Funds, Mellon may have paid high but it's getting one of the bluest chips of the Fund business and I think the deal will pay off. Lou?

DOBBS: Mike[sic] you talked about **Dreyfus's** Funds under management some \$80 billion, how about its profitability, how's the Fund been performing?

KANDEL: Well it hasn't been as profitable as some of the other more aggressive companies and that's one of the reasons, I think, that it's ready for an infusion of new capital and a deal with Mellon.

DOBBS: The industry has enlarged and just gone beyond anything that any of us could have expected, what do you think the future holds for the industry itself?

KANDEL: I think the Mutual Funds' future is still even bigger in the future than it is now. It's had that tremendous growth the last two years, I've seen more and more Americans as seeing Mutual Funds as the place to invest their money with professional management.

DOBBS: Is there anything unique about this deal or are we likely to see more of its kind in the months and the years ahead?

KANDEL: I would predict more ahead, Lou.

DOBBS: OK, Myron, thanks. Well that is Moneyline for this Monday evening and we thank you for being with us. Good night from New York. Crossfire is coming up next.

The preceding text has been professionally transcribed. However, although the text has been checked against an audio track, in order to meet rigid distribution and transmission deadlines, it has not yet been proofread against videotape.

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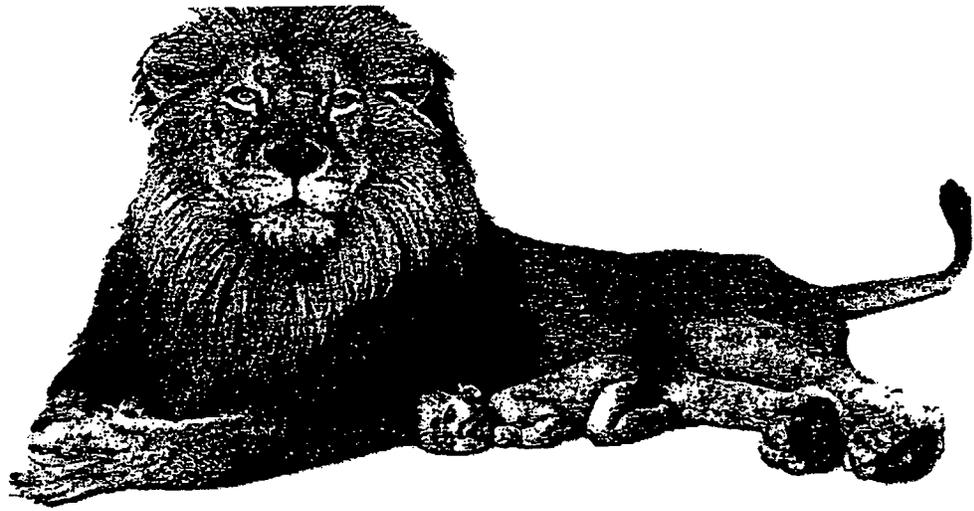
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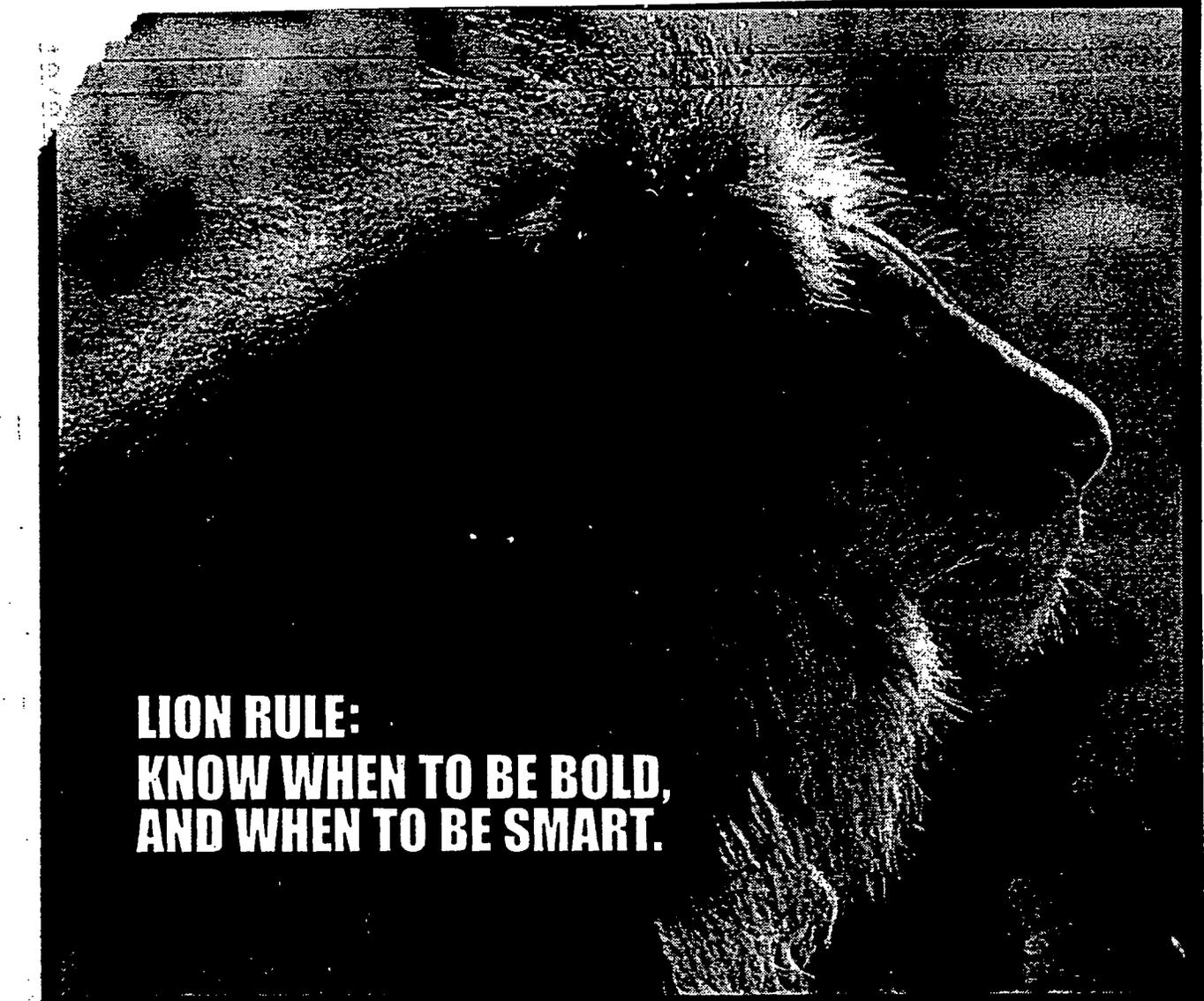
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feel it he's healthy and he really understands and can do the things we want him to do on the court, he can definitely help us."

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The idea sounds like the latest intrusive wrinkle from a reality program: cut a hole in the hardwood of N.B.A. courts, imbed a tiny camera, then let ESPN viewers imagine they're in the league's new Big and Tall Studio.

The effect is like gazing supine from a game of shorts-only Twister: lots of legs and spandex underwear.

FloorCam is no way to watch a complete game of basketball — much as CatcherCam is inappropriate for nine innings — and its distance from toes to head obscures the identities of the leaping bodies.

This termite's view is surreal and best used when preceded by a traditional replay of what FloorCam will show. Looking into the glare of arena lights, the images show bodies flying, colliding and landing. But too many bodies produce a thick forest effect and too few doing too little is a waste. And don't try TeleStrating these tangles of sneakers and limbs.

But compared with the distant, standard halfcourt camera, FloorCam can depict how tightly clustered players are under the basket.

"We're still discovering what a powerful tool it is," Jamie Reynolds, senior coordinating producer of remote production for ESPN, said yesterday. "We're placing it in the best possible positions in the paint."

In a coming game in Orlando, the tiny camera will pan from its two-inch depth; eventually, it will also tilt, allowing it to be placed as far away as the top of the key.

One particular FloorCam replay shown during last Wednesday's Philadelphia-Memphis game demonstrated its appeal. The Sixers' Allen Iverson entered the FloorCam frame in midleap, just as Memphis's Stromile Swift was taking off (the bottoms of his sneakers were vividly rendered) and Pau Gasol was stumbling past Iverson, who spun 180 degrees en route to a reverse layup.

"Forget about the Leonid meteor shower, how about FloorCam!" ESPN's Bill Walton said, no doubt wishing FloorCam could have been employed beneath the feet of Jerry Garcia.

FloorCam is part of the technologies that ESPN has brought to its N.B.A. broadcasts, including cameras perched atop the backboards on the 24-second clocks. Between the

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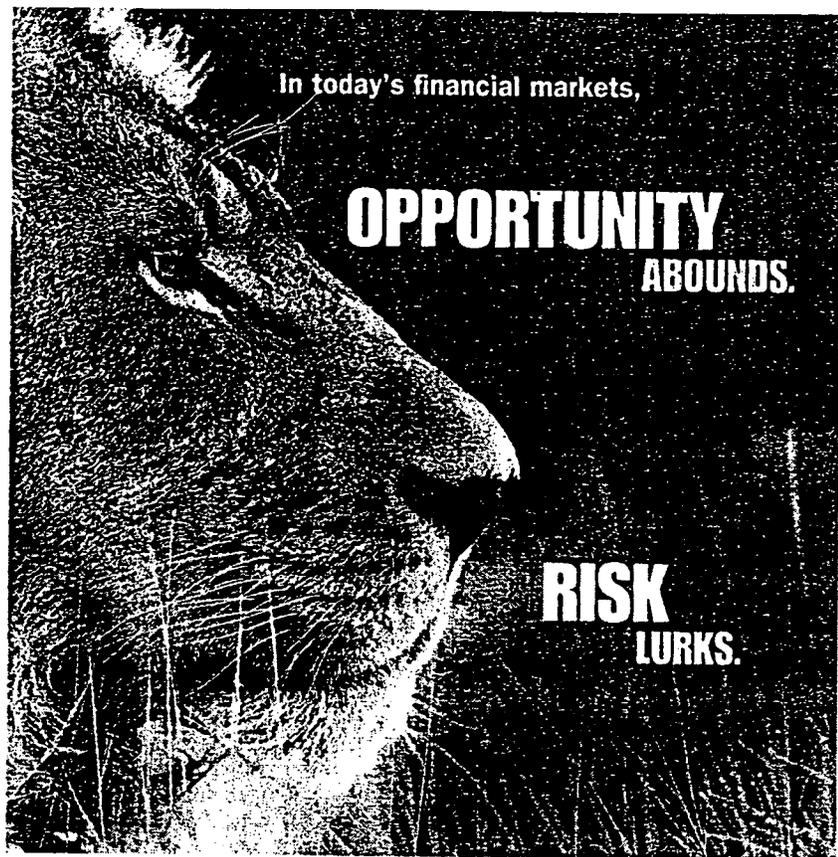
verage houses and regional broker-deal- s. Although plenty of firms have been ring headcount, Mr. Beeson said One up has beefed up its force of wholesal- s—those responsible for maintaining ationships with financial advisers and : broker-dealer firms where they work.

Mr. Beeson also credited One Group's ility to hold on to its client base, con- ry to some fund shops where so-called : money left quickly as fund perfor- nce dropped sharply in the past two rs.

At Evergreen Funds, the broker- ler channel has also been a big driver business this year. Evergreen Presi- t Bill Ennis said 80% of the firm's flow ew money now comes from the bro- dealer channel, up from just 20% two rs ago. Mr. Ennis said his firm's stock is have been conservative in their ap- ch for a number of years, and with rgreen's broad lineup of fixed-income ls, "the marketplace has gravitated rd us."

If course, fund performance always af- : sales. Over the one-, three- and five- eriods ended Oct. 31, returns from three bank-run families' stock and lincome funds have been reasonably etitive with those of the year's top- g fund names, such as American s, Vanguard, Fidelity and Pimco.

he average Nations stock fund fell over the 12 months through Oct. 31, r than the declines of 11.7% and , respectively, posted by the aver- idelity and Vanguard stock funds, ding to data from Lipper Inc. Ever- 1 and One Group's stock funds lost erage of 11.7% and 12.3%, respec- ; during the same period, while the rd & Poor's 500-stock index was :4% during that time.



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NAV	NET YTD	3-YR	FUND	NAV	NET YTD	3-YR	FUND	NAV	NET YTD	3-YR	FUND	NAV	NET YTD	3-YR	FUND	NAV	NET YTD	3-YR						
CHG	SRET	SRET		CHG	SRET	SRET		CHG	SRET	SRET		CHG	SRET	SRET		CHG	SRET	SRET						
10.67	-0.02	-10.2	Growth p	6.30	0.01	-20.4	LyCapG	12.25	0.02	-24.1	ShitBond	8.95	0.01	-1.5	3.6	11.37	-	-1.8	-0.3	GrvScA	5.69	-	7.2	8.4
8.07	-0.03	-25.7	Income p	9.75	-	4.6	LyCapVal	10.92	-	-10.0	SmCapStk	9.37	0.04	-9.4	-7.3	10.68	-0.01	8.3	9.1	Hi IncA	6.97	0.01	0.1	0.3
7.82	-0.03	-26.2	Value p	12.59	-0.01	-20.9	MutGld	10.64	0.01	7.1	TEEL	13.47	-0.02	7.0	7.4	23.32	-0.05	-16.9	-10.6	IntGENA	5.09	-0.01	-17.1	-16.8
8.12	-0.02	7.5	SpAcctInd p	9.34	0.07	6.5	SmCapGr	7.53	0.01	-28.7	TESE	13.13	-0.02	5.7	6.8	7.27	-0.01	-24.6	-21.7	MuniGA	4.84	-	4.2	4.3
8.40	-0.01	5.8	SpectrFund	4.83	0.01	-30.8	TotRetSt	13.64	0.05	-5.6	TESSA	10.78	-	4.1	5.1	194.78	-0.56	-10.0	10.4	MuniBndA	6.87	-	6.5	5.6
7.74	-0.01	6.0	StateFid Funds				Winnemst	9.71	-	3.4	Tofin	9.76	-0.01	6.2	7.6	5.87	0.01	8.9	1.2	NCapA p	6.03	0.04	-23.4	-15.7
7.86	-0.01	4.8	FidIncom	19.50	0.01	6.8	TCW Mgmtpp	9.87	0.01	4.8	ValGr	11.95	-0.02	6.4	7.5	11.65	-	12.7	8.5	RetInA	5.37	0.03	-18.1	-9.7
8.13	-0.01	6.7	GFrdn	19.13	0.02	5.3	AggGrEq	8.96	0.04	-27.7	ValuFid	9.27	-0.02	-16.7	8.5	8.43	-0.03	-12.0	-9.9	Sc TechA	6.93	0.03	-25.2	-12.7
8.82	-0.01	5.9	IntTEBD	22.24	-	6.5	CoreFidnc	9.72	0.01	8.3	ValuGr	12.47	-0.04	-14.1	-12.3	13.01	0.03	-13.3	-11.0	SmCapA p	9.98	0.01	-12.8	-2.4
7.79	-0.01	6.1	IntGrd	18.16	-0.03	-5.2	HYVGrd	6.48	0.02	8.3	ValuGr	11.35	-0.02	6.4	7.5	19.89	0.01	-9.9	-8.9	SmCapB p	9.73	0.01	-13.6	-3.4
8.34	0.01	-11.1	IntGrd	19.74	0.02	4.8	MATERBd	21.95	-	6.2	ValuGr	11.35	-0.02	6.4	7.5	9.89	-	7.4	8.1	ValueA p	9.39	-0.02	-13.1	8.5
9.94	0.01	-11.7	IntGrd	20.87	-	6.4	OppHYld	16.21	0.02	4.8	ValuGr	11.35	-0.02	6.4	7.5	11.70	-0.01	11.2	10.6	ValueA p	9.39	-0.02	-13.1	8.5
8.06	-0.01	6.1	MATERBd	21.95	-	6.2	SCapGr	25.07	0.10	-28.6	ValuGr	11.35	-0.02	6.4	7.5	13.19	-	-1.8	8.3	ValueA p	9.39	-0.02	-13.1	8.5
7.26	-	8.2	OppHYld	16.21	0.02	4.8	STAR	28.90	-0.06	-14.6	-1.5									ValueA p	9.39	-0.02	-13.1	8.5
7.27	-	7.5	STAR	19.50	-0.01	2.7	STAR	19.50	-0.01	2.7	5.4									ValueA p	9.39	-0.02	-13.1	8.5
4.32	0.02	-8.1	STAR	19.50	-0.01	2.7	STAR	19.50	-0.01	2.7	5.4									ValueA p	9.39	-0.02	-13.1	8.5
4.08	0.01	4.2	STAR	19.50	-0.01	2.7	STAR	19.50	-0.01	2.7	5.4									ValueA p	9.39	-0.02	-13.1	8.5
4.48	-	-14.1	STAR	19.50	-0.01	2.7	STAR	19.50	-0.01	2.7	5.4									ValueA p	9.39	-0.02	-13.1	8.5
4.49	-0.01	-14.8	STAR	19.50	-0.01	2.7	STAR	19.50	-0.01	2.7	5.4									ValueA p	9.39	-0.02	-13.1	8.5
1.86	0.02	7.9	STAR	19.50	-0.01	2.7	STAR	19.50	-0.01	2.7	5.4									ValueA p	9.39	-0.02	-13.1	8.5
1.83	0.01	-9.7	STAR	19.50	-0.01	2.7	STAR	19.50	-0.01	2.7	5.4									ValueA p	9.39	-0.02	-13.1	8.5
1.89	0.07	-19.3	STAR	19.50	-0.01	2.7	STAR	19.50	-0.01	2.7	5.4									ValueA p	9.39	-0.02	-13.1	8.5
1.78	-	5.8	STAR	19.50	-0.01	2.7	STAR	19.50	-0.01	2.7	5.4									ValueA p	9.39	-0.02	-13.1	8.5
2.4	0.07	-10.7	STAR	19.50	-0.01	2.7	STAR	19.50	-0.01	2.7	5.4									ValueA p	9.39	-0.02	-13.1	8.5
3.6	0.07	-11.5	STAR	19.50	-0.01	2.7	STAR	19.50	-0.01	2.7	5.4									ValueA p	9.39	-0.02	-13.1	8.5
3.7	-0.01	6.5	STAR	19.50	-0.01	2.7	STAR	19.50	-0.01	2.7	5.4									ValueA p	9.39	-0.02	-13.1	8.5
5.8	0.74	-6.6	STAR	19.50	-0.01	2.7	STAR	19.50	-0.01	2.7	5.4									ValueA p	9.39	-0.02	-13.1	8.5
8.9	0.01	3.5	STAR	19.50	-0.01	2.7	STAR	19.50	-0.01	2.7	5.4									ValueA p	9.39	-0.02	-13.1	8.5
8.1	-0.01	-25.4	STAR	19.50	-0.01	2.7	STAR	19.50	-0.01	2.7	5.4									ValueA p	9.39	-0.02	-13.1	8.5

10/02/2009TAP

# EXHIBIT 4

United States Patent Office

676,125  
Registered Mar. 24, 1959

PRINCIPAL REGISTER  
Service Mark

Ser. No. 48,974, Filed Apr. 3, 1958



The Dreyfus Fund Incorporated (Maryland corporation)  
50 Broadway  
New York 4, N. Y.

For: FINANCIAL SERVICE—NAMELY, INVEST-  
ING THE FUNDS OF OTHERS—in CLASS 102.  
First use on or about Mar. 1, 1957; in commerce on or  
about Mar. 1, 1957; on or about May 15, 1952, exclusive  
of the representation of the lion.  
Owner of Reg. No. 638,192.



# United States Patent Office

804,414  
Registered Feb. 22, 1966

## PRINCIPAL REGISTER Service Mark

Ser. No. 217,023, filed Apr. 21, 1965



The Dreyfus Fund, Incorporated (Maryland corporation)  
2 Broadway  
New York, 4, N.Y.

For: FINANCIAL SERVICES—NAMELY, INVEST-  
ING THE FUNDS OF OTHERS—in CLASS 102.  
First use Mar. 30, 1958; in commerce Mar. 30, 1958.  
Owner of Reg. Nos. 638,192, 676,125, and 712,289.

F. GILMORE, *Examiner.*

Int. Cl.: 36

Prior U.S. Cl.: 102

United States Patent and Trademark Office

Reg. No. 1,880,845

Registered Feb. 28, 1995

**SERVICE MARK  
PRINCIPAL REGISTER**



DREYFUS SERVICE CORPORATION (NEW  
YORK CORPORATION)  
200 PARK AVENUE  
NEW YORK, NY 10166

FOR: FINANCIAL INVESTMENT IN THE  
FIELD OF MUTUAL FUNDS AND OTHER IN-  
VESTMENT SERVICES, IN CLASS 36 (U.S. CL.  
102).

FIRST USE 3-29-1972; IN COMMERCE  
3-29-1972.

THE STIPPLING IS FOR SHADING PUR-  
POSES ONLY AND DOES NOT INDICATE  
COLOR.

SER. NO. 74-371,970, FILED 3-18-1993.

PATRICIA HERRALL, EXAMINING ATTOR-  
NEY

Int. Cl.: 36

Prior U.S. Cl.: 102

Reg. No. 1,864,914

United States Patent and Trademark Office Registered Nov. 29, 1994

SERVICE MARK  
PRINCIPAL REGISTER



DREYFUS SERVICE CORPORATION (NEW  
YORK CORPORATION)  
200 PARK AVENUE  
NEW YORK, NY 10166

FOR: FINANCIAL AND INVESTMENT  
SERVICES IN THE FIELD OF MUTUAL  
FUNDS AND OTHER INVESTMENT PROD-  
UCTS, IN CLASS 36 (U.S. CL. 102).

FIRST USE 1-1-1978; IN COMMERCE  
1-1-1978.

SER. NO. 74-371,972, FILED 3-18-1993.

PATRICIA HERRALL, EXAMINING ATTOR-  
NEY

Int. Cl.: 36

Prior U.S. Cl.: 102

Reg. No. 1,851,680

**United States Patent and Trademark Office** Registered Aug. 30, 1994

**SERVICE MARK  
PRINCIPAL REGISTER**



DREYFUS SERVICE CORPORATION (NEW  
YORK CORPORATION)  
200 PARK AVENUE  
NEW YORK, NY 10166

FOR: FINANCIAL AND INVESTMENT  
SERVICES IN THE FIELD OF MUTUAL  
FUNDS AND OTHER INVESTMENT PROD-  
UCTS, IN CLASS 36 (U.S. CL. 102).

FIRST USE 1-1-1978; IN COMMERCE  
1-1-1978.

OWNER OF U.S. REG. NO. 712,289.

SER. NO. 74-371,971, FILED 3-18-1993.

PATRICIA HORRALL, EXAMINING ATTOR-  
NEY

Int. Cl.: 36

Prior U.S. Cls.: 100, 101 and 102

United States Patent and Trademark Office

Reg. No. 2,584,342

Registered June 25, 2002

**SERVICE MARK  
PRINCIPAL REGISTER**



DREYFUS SERVICE CORPORATION (NEW  
YORK CORPORATION)  
200 PARK AVENUE  
NEW YORK, NY 10166

FOR: FINANCIAL AND INVESTMENT SERVICES, NAMELY, MUTUAL FUND BROKERAGE, STOCK, BOND AND OPTIONS BROKERAGE, MUTUAL FUND MANAGEMENT, FINANCIAL ACCOUNT MANAGEMENT, INCLUDING ASSET ALLOCATION AND WRAP ACCOUNT MANAGEMENT SERVICES, FINANCIAL PLANNING SERVICES, AND FINANCIAL CONSULTATION

SERVICES PROVIDED TO INVESTMENT PROFESSIONALS, IN CLASS 36 (U.S. CLS. 100, 101 AND 102).

FIRST USE 3-0-1997; IN COMMERCE 3-0-1997.

THE STIPPLING IN THE DRAWING IS FOR SHADING PURPOSES ONLY.

SER. NO. 75-894,672, FILED 1-13-2000.

ZHALEH DELANEY, EXAMINING ATTORNEY

Int. Cl.: 36

Prior U.S. Cls.: 100, 101 and 102

United States Patent and Trademark Office

Reg. No. 2,584,341

Registered June 25, 2002

**SERVICE MARK  
PRINCIPAL REGISTER**



DREYFUS SERVICE CORPORATION (NEW  
YORK CORPORATION)  
200 PARK AVENUE  
NEW YORK, NY 10166

FOR: FINANCIAL AND INVESTMENT SER-  
VICES, NAMELY, MUTUAL FUND BROKERAGE,  
STOCK, BOND AND OPTIONS BROKERAGE, MU-  
TUAL FUND MANAGEMENT, FINANCIAL AC-  
COUNT MANAGEMENT, INCLUDING ASSET  
ALLOCATION AND WRAP ACCOUNT MANAGE-  
MENT SERVICES, FINANCIAL PLANNING SER-  
VICES, AND FINANCIAL CONSULTATION

SERVICES PROVIDED TO INVESTMENT PROFES-  
SIONALS, IN CLASS 36 (U.S. CLS. 100, 101 AND 102).

FIRST USE 10-0-1998; IN COMMERCE 10-0-1998.

THE STIPPLING IN THE DRAWING IS FOR  
SHADING PURPOSES ONLY.

SER. NO. 75-894,671, FILED 1-13-2000.

ZHALEH DELANEY, EXAMINING ATTORNEY

Int. Cl.: 36

Prior U.S. Cls.: 100, 101 and 102

**United States Patent and Trademark Office**

Reg. No. 2,584,340

Registered June 25, 2002

**SERVICE MARK  
PRINCIPAL REGISTER**



DREYFUS SERVICE CORPORATION (NEW  
YORK CORPORATION)  
200 PARK AVENUE  
NEW YORK, NY 10166

FOR: FINANCIAL AND INVESTMENT SER-  
VICES, NAMELY, MUTUAL FUND BROKERAGE,  
STOCK, BOND AND OPTIONS BROKERAGE, MU-  
TUAL FUND MANAGEMENT, FINANCIAL AC-  
COUNT MANAGEMENT, INCLUDING ASSET  
ALLOCATION AND WRAP ACCOUNT MANAGE-  
MENT SERVICES, FINANCIAL PLANNING SERVI-

CES, AND FINANCIAL CONSULTATION  
SERVICES PROVIDED TO INVESTMENT PROFES-  
SIONALS, IN CLASS 36 (U.S. CLS. 100, 101 AND 102).

FIRST USE 8-0-1998; IN COMMERCE 8-0-1998.

THE STIPLING IN THE DRAWING IS FOR  
SHADING PURPOSES ONLY.

SER. NO. 75-894,670, FILED 1-13-2000.

ZHALEH DELANEY, EXAMINING ATTORNEY

Int. Cl.: 36

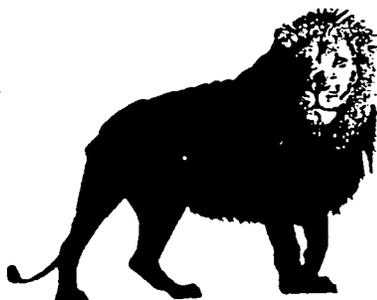
Prior U.S. Cls.: 100, 101 and 102

United States Patent and Trademark Office

Reg. No. 2,596,725

Registered July 23, 2002

**SERVICE MARK  
PRINCIPAL REGISTER**



DREYFUS SERVICE CORPORATION (NEW YORK CORPORATION)  
200 PARK AVENUE  
NEW YORK, NY 10166

FOR: FINANCIAL AND INVESTMENT SERVICES, NAMELY, MUTUAL FUND BROKERAGE; STOCK, BOND AND OPTIONS BROKERAGE, MUTUAL FUND MANAGEMENT, FINANCIAL ACCOUNT MANAGEMENT, INCLUDING ASSET ALLOCATION AND WRAP ACCOUNT MANAGEMENT SERVICES, FINANCIAL PLANNING SERVICES, AND FINANCIAL CONSULTATION

SERVICES PROVIDED TO INVESTMENT PROFESSIONALS, IN CLASS 36 (U.S. CLS. 100, 101 AND 102).

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

THE STIPPLING IN THE DRAWING IS FOR SHADING PURPOSES ONLY.

SER. NO. 75-894,669, FILED 1-13-2000.

ZHALEH DELANEY, EXAMINING ATTORNEY

10/02/2002TAB

# EXHIBIT 5

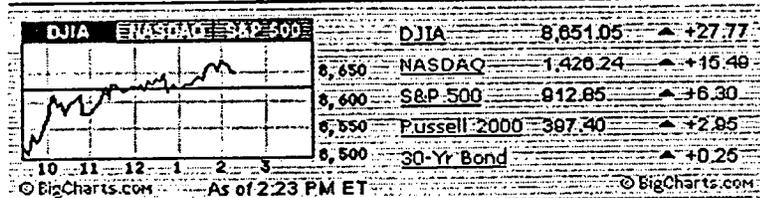


# Welcome to Dreyfus.com

December 6, 2002

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## Markets at a Glance



Quote Lookup ▶   MEL 28.55 ▲ 0.22 [\[symbol lookup\]](#)

## Market News

### MARKET SNAPSHOT

**Rising indexes overcome weak morning**  
Last Update: 2:08 PM ET Dec. 6, 2002 | [more >](#)

### BOND REPORT

**Treasurys pare job-data gains on O'Neill departure**  
Last Update: 12:52 PM ET Dec. 6, 2002 | [more >](#)

### ECONOMIC PREVIEW

**Tepid November hiring data expected**  
Last Update: 6:19 PM ET Dec. 5, 2002 | [more >](#)

### INDICATIONS

**Jobs disappointment rattles pre-open, Intel down**  
Last Update: 8:58 AM ET Dec. 6, 2002 | [more >](#)

### AFTER HOURS

**Intel nudges stocks higher late**  
Last Update: 7:06 PM ET Dec. 5, 2002 | [more >](#)

## Investment Professionals

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Your online resource for the information you need to identify the service they desire.

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**Benefits of a Financial Advisor**

**Letter from the Lion® — Adopting a Defensive Posture**

**Dreyfus Update Quarterly Newsletter**

**Making Sense of a Bear Market (PDF: 85 KB)**

**Why Be in the Market?**

**Dreyfus Star Performers**

**Product Spotlight: Dreyfus Appreciation Fund, Inc.**

**The State of the Debate — Issue 5**

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December 6, 2002

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## Accounts

### Lion Advisor Account<sup>SM</sup>

Reach for financial success, every day.

Click here to 

The Lion Advisor Account<sup>SM</sup> is an all-in-one investment management resource providing you with services and conveniences that can have a considerable impact on how effectively you manage your daily finances and meet your investment goals. This comprehensive investment vehicle is offered to you **free of charge**<sup>1</sup> and will enable you to enjoy:

- **Premium features**<sup>2</sup> including dedicated Mellon Advisors, independent performance reports provided by **INVESTMENT SCORECARD**<sup>TM</sup>, and access to **Dreyfus Managed Asset Program**<sup>SM</sup>, an asset allocation tool and separate account management program.
- **Online trading** starting at \$29.95.<sup>3</sup>
- **Consolidation of assets** into one account giving you all the resources you need to stay in control of your finances.
- **Investment guidance** from a registered financial representative at any asset level.

With Dreyfus and the Lion Advisor Account<sup>SM</sup>, you can simplify your finances and build your wealth. **All of this — offered to you at no cost.**

- [Unique Premium Features](#)
- [Comprehensive Account Features](#)
- [Effective Account Management Tools](#)
- [Dynamic Investment Options](#)

#### Winning Asset Management Services

With today's complex markets and increasing demands on your time, it is harder than ever to ensure that your investment management resources measure up to your goals and expectations.

The Lion Advisor Account<sup>SM</sup> from Dreyfus is designed to help you effectively manage all your investments in one consolidated account. A full roster of comprehensive tools and unique services make the Lion Advisor Account<sup>SM</sup> one of the leading investment management programs available today.

For more information, [contact us](#) or visit the [Lion Advisor Account](#)<sup>SM</sup> section of this site.

Before enrolling in the Lion Advisor Account<sup>SM</sup>, please read the Lion Advisor Account<sup>SM</sup> Client Agreement and Related Disclosures, and Fee and Commission Schedules. Please read the fund's prospectus for complete information, including charges and expenses, before you invest.

**INVESTMENT SCORECARD**<sup>TM</sup> delivers third-party performance reports and is not affiliated with Dreyfus Service Corporation.

10/02/2009TTAB

# EXHIBIT 6

PROSPECTUS, NOVEMBER 14, 1955

# THE DREYFUS Investment Program

SPONSORED BY THE DREYFUS CORPORATION

Offering fully registered Dreyfus Investment Programs for the accumulation of shares of THE DREYFUS FUND INCORPORATED, a Managed Open-end Investment Company.

Program 1. Systematic Accumulation Programs With Insurance Protection.

Program 2. Systematic Accumulation Programs.

Program 3. Fully Paid Programs.

The creation and sales charges on the three types of Dreyfus Investment Programs offered pursuant to this Prospectus are as follows:

(1) For Fully Paid Programs, the creation and sales charge ranges from 8% of the amount of payment made by the Investor on Programs of \$1,000 to 1% of the amount of payments made by the investor on Programs of \$250,000 and more. Based on net investment after applicable deductions, the creation and sales charge ranges from 8.71% on Programs of \$1,000 to 1.01% on Programs of \$250,000. Total deductions range from 8.83% to 1.12% of the net amount invested.

(2) For Systematic Accumulation Programs, the creation and sales charge ranges from 8.89% to 2.58% of the total payments made by the Investor, and from 10.11% to 2.65% of the net amount invested after deductions. Total deductions range from 13.64% to 2.84% of the net amount invested.

(3) For systematic Accumulation Programs With Insurance Protection, the creation and sales charge ranges from 8.89% to 7.97% of the total payments made by the investor and from 10.64% to 9.24% of the net amount invested after deductions. Total deductions range from 19.61% to 15.93% of the net amount invested.

The Systematic Accumulation Program and the Systematic Accumulation Program With Insurance Protection call for regular payments each month by the Investor for a period of 10 years, with the right to accelerate such payments at the option of the Investor. After completion of the 10 year period, the Custodianship will automatically continue in full force until the expiration of twenty years from the date of issuance of the Program, unless the Investor chooses

to terminate at an earlier date. The payments made by the Investor after the deductions for the acquisition costs, custodian fees and other charges, are regularly applied to the purchase, at net asset value, of shares of The Dreyfus Fund Incorporated, a mutual investment fund owning a diversified list of securities of companies in a variety of industries (see complete list set forth in the annexed Dreyfus Fund Prospectus). The value of shares of The Dreyfus Fund Incorporated is subject to increases or decreases in accordance with the fluctuations in the market prices of the securities owned by the Fund.

An Investor should not undertake either of the Systematic Programs unless he intends to continue it to completion, because withdrawal or termination within the first few years will probably result in a loss due to the fact that a substantial part of the entire creation and sales charge is deducted from the first year's payments of the Investor. For example, as is shown in the schedule on page 10, which does not reflect any market value fluctuations of or any dividends or distributions on Fund shares, on a \$1,200 Systematic Accumulation Program, payable \$10 per month, if the Program is carried through for the ten-year period, the total charges amount to 12% of the payments made by the Investor. However, if the Program is terminated after only six months, the deductions amount to 54.89% of the payments made by the Investor; if terminated at the end of one year, they amount to 54.02% of such payments; and if terminated at the end of two years, the deductions are 31.4%. For a detailed description of the deductions from payments with respect to all three types of Dreyfus Investment Programs, see pages 7 to 11.

The Dreyfus Fund Incorporated pays a quarterly management fee to The Dreyfus Corporation of  $\frac{1}{4}$  of 1% of the average market value of its assets.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION, NOR HAS THE COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

19/02/000211AB

*Sponsor*

THE DREYFUS CORPORATION  
50 BROADWAY, NEW YORK 4, N. Y.  
On or about June 1, 1959, The Dreyfus  
Fund and The Dreyfus Corporation  
offices will be located in the new No. 2  
Broadway building.

*Custodian*

THE BANK OF NEW YORK  
48 WALL STREET, NEW YORK 5, N. Y.

*Auditors*

S. D. LEIDESDORF & CO.  
125 PARK AVENUE, NEW YORK 17, N. Y.

*Counsel*

STROOCK & STROOCK & LAVAN  
61 BROADWAY, NEW YORK 6, N. Y.

*Life Insurance Companies*

THE UNITED STATES LIFE  
INSURANCE CO.  
84 WILLIAM STREET, NEW YORK 38, N. Y.

CONTINENTAL ASSURANCE CO.  
310 SOUTH MICHIGAN AVENUE, CHICAGO 4, ILL.

EMPIRE STATE MUTUAL LIFE  
INSURANCE COMPANY  
JAMESTOWN, N. Y.

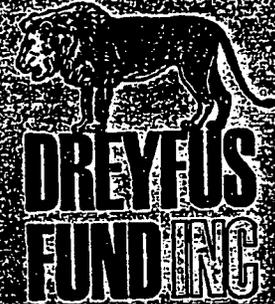
YOUR MUTUAL FUNDS DEALER IS:

THE

DREYFUS

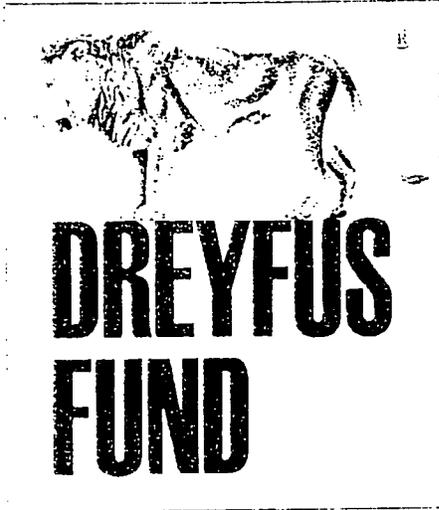
INVESTMENT  
PROGRAM

*for the accumulation of shares of*



*Prospectus/April 30, 1959*

401/02/2000TTAB



*Sponsor*

THE DREYFUS CORPORATION

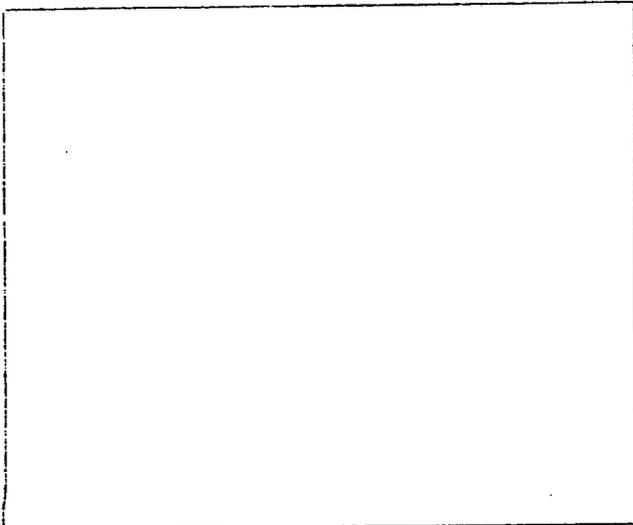
2 BROADWAY, NEW YORK, N. Y. 10004

*Custodian*

THE BANK OF NEW YORK

48 WALL STREET, NEW YORK, N. Y. 10015

YOUR MUTUAL FUNDS DEALER IS:



---

# The DREYFUS Investment Program

*for the accumulation of shares of*

# DREYFUS FUND

*Legal Title*

---

PROSPECTUS AUGUST 30, 1963

10/27/79 10:00 AM  
10/27/79 10:00 AM  
10/27/79 10:00 AM

# Dreyfus

## Money Market Instruments, Inc.

767 FIFTH AVENUE, NEW YORK, N.Y. 10022

MANAGER

EDWARD S. BARONOFF  
767 FIFTH AVENUE, NEW YORK, N.Y. 10022

CUSTODIAN, TRANSFER AGENT &  
DIVIDEND DISBURSING AGENT

EDWARD S. BARONOFF  
48 WALL STREET, NEW YORK, N.Y. 10015



## Annual Report

DECEMBER 31, 1979

Further information is contained  
in the Prospectus, which must  
precede or accompany this report.

PRINTED IN U.S.A.

MM-AR



DREYFUS MASSACHUSETTS TAX EXEMPT  
BOND FUND  
666 OLD COUNTRY ROAD  
GARDEN CITY, NEW YORK 11530

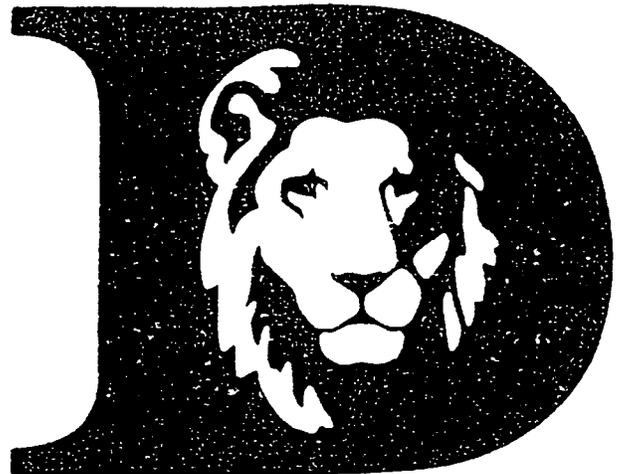
MANAGER  
THE DREYFUS CORPORATION  
767 FIFTH AVENUE, NEW YORK, N.Y. 10153

DISTRIBUTOR  
DREYFUS SERVICE CORPORATION  
600 MADISON AVE., NEW YORK, N.Y. 10022

CUSTODIAN, TRANSFER AGENT &  
DIVIDEND DISBURSING AGENT  
THE BANK OF NEW YORK  
90 WASHINGTON STREET  
NEW YORK, N.Y. 10015

# Dreyfus

## Massachusetts Tax Exempt Bond Fund



## Semi-Annual Report

NOVEMBER 30, 1986

*Further information is contained  
in the Prospectus, which must  
precede or accompany this report.*

PRINTED IN U.S.A.

40/02/2000TTAB

**THE DREYFUS FUND INC.**  
767 Fifth Ave., New York, N.Y. 10022

Manager  
**THE DREYFUS CORPORATION**  
767 Fifth Ave., New York, N.Y. 10022

Underwriter  
**THE DREYFUS SALES CORPORATION**  
600 Madison Ave., New York, N.Y. 10022

Custodian, Transfer Agent &  
Dividend Disbursing Agent  
**THE BANK OF NEW YORK**  
48 Wall Street, New York, N.Y. 10015



*Further Information is contained  
in the Prospectus which must  
precede or accompany this report.*

---

*Your mutual fund dealer is:*

**DREYFUS**

**JUNE 30, 1975**

Dreyfus  
Massachusetts  
Municipal  
Money Market  
Fund

PROSPECTUS



**Dreyfus**

10/02/2002TAB

10/02/2002TAB



DREYFUS

BASIC  
Massachusetts  
Municipal  
Money Market  
Fund

**Prospectus**



48/02/2002TAD

10/02/2008 09:11:49

# Dreyfus BASIC U.S. Government Money Market Fund

ANNUAL REPORT February 28, 2002



YOU, YOUR ADVISOR AND  
**Dreyfus**  
A MELLON FINANCIAL COMPANY

10/02/2002TAP

# Dreyfus Premier Value Fund

ANNUAL REPORT  
October 31, 2001



10/02/2002TAP

10/02/98 09:27:12 AM



**Dreyfus Worldwide Dollar  
Money Market Fund, Inc.**

200 Park Avenue  
New York, NY 10166

**Manager**

The Dreyfus Corporation  
200 Park Avenue  
New York, NY 10166

**Custodian**

The Bank of New York  
90 Washington Street  
New York, NY 10286

**Transfer Agent &  
Dividend Disbursing Agent**

Dreyfus Transfer, Inc.  
P.O. Box 9671  
Providence, RI 02940

Printed in U.S.A.

762SA984

# Dreyfus

## Worldwide Dollar Money Market Fund, Inc. Semi-Annual Report

April 30, 1998



# EXHIBIT 7



You, Your Advisor and Dreyfus

December 10, 2002



Home > Planning & Education > Investing Insights > Investment Articles

## Planning & Education

### Investment Articles | Letter from the Lion®

#### Adopting a Defensive Posture

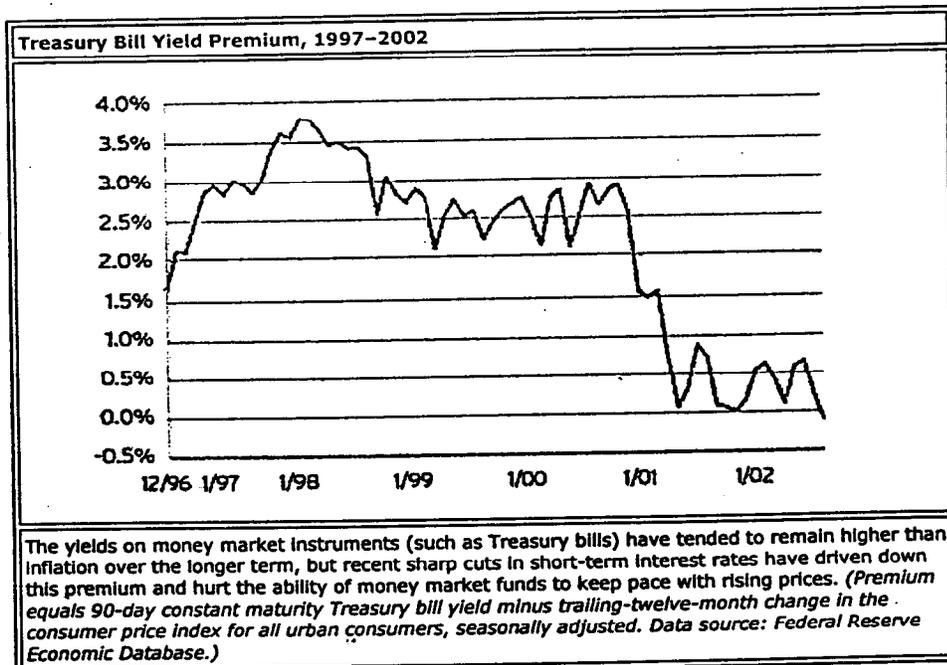
**Uncertainty in the market has left many investors looking for shelter.**

The recent past has not been kind to equity investors. A host of concerns, both economic and political, has resulted in the Standard & Poor's 500 Index posting an annualized total return of -2.96% for the five years ended September 30, 2002. With many of these concerns still unresolved, equities have been unable to regain their footing. Increasingly, investors are considering defensive portfolio allocations to help protect against the stock market's ongoing volatility.

#### The Diminishing Appeal of Money Market Funds

Money market funds — which invest in very short-term, high-quality government and corporate debt obligations, and which attempt to maintain a stable share price — have been a traditional haven in uncertain times. The yields offered by these funds have tended to be slightly higher than the rate of inflation, allowing investors a low-risk opportunity to preserve the purchasing power of their assets.

However, as short-term interest rates have declined, so have the yields on staple money market instruments such as Treasury bills and commercial paper. Consequently, the current rates offered by many money market funds have dropped below the rate of inflation,<sup>1</sup> meaning that investors' assets may actually be losing purchasing power over time. While money market funds still offer great stability of principal, investors desiring a higher level of current income may need to look elsewhere.



### Why Bond Funds?

Bond funds seem a natural answer. As a broad asset class, bonds are considered to be more conservative investments than equities. While equity investments offer long-term growth potential, they can be volatile. Bonds generally react differently to market conditions than stocks, making them an important part of a diversified portfolio.

In addition, bond funds' recent performance relative to stocks has been impressive. For the five-year period ended September 30, 2002, long-term government bond funds were the best-performing of the 48 fund categories tracked by Morningstar (an independent mutual-fund rating organization), besting even such recent bear-market favorites as real estate funds and small-capitalization value funds. Of course, past performance does not guarantee future results.

### Short-Term Bond Funds — A Middle Ground

The degree to which a bond's price fluctuates in response to shifting interest rates is closely related to its maturity. Longer-dated instruments tend to be more volatile because of inherent uncertainty about the future, while the prices of short-term bonds (those with maturities of less than three years) may move less in response to the same interest-rate changes.

The potential combination of lower price volatility and above-money-market yields in exchange for certain risks, has led many investors to consider the defensive potential of short-term bond funds. While short-term bond funds are not guaranteed in any way, portfolio managers generally seek to keep share price fluctuation minimal.

In particular, much attention has been paid to "ultrashort" bond funds<sup>2</sup> (those with portfolio maturities in the one-year range), which potentially may offer slightly higher yields than money market funds, while maintaining a high degree of share price stability.

**Talk to your financial advisor or contact us today about how an allocation of short-term bond investments can potentially help defend your portfolio against the uncertainty of today's market.**

1. Source: iMoneyNet, Inc. Retail money market fund yields average (1.07%) and Consumer Price Index as of 9/30/02.
2. Ultrashort bond funds are better suited for cash investments of at least one year. Unlike money market funds, ultrashort bond funds have fluctuating yield, share price and total return. Investors can gain or lose money when they sell shares.

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# LION TALK

Another Investment Idea From Dreyfus



Ask yourself the following:

*“If it were possible, would you want to put more than \$2,000 a year into a Traditional IRA account?”*

Yes? Then use the table below to see how a tax-efficient mutual fund can be an excellent complement to a Traditional IRA. You should particularly look at the different contribution amounts, tax treatment, and other operational features in this comparison.

*Note: This comparison is not intended to be made with respect to Roth IRAs, which can generate tax-free returns (in eligible circumstances) as opposed to tax-deferred returns. Therefore, this comparison is most useful to investors who do not qualify for a Roth IRA or to whom a Roth IRA otherwise is not a beneficial investment option.*

<i>Will you have:</i>	Traditional IRA	Tax-Efficient Mutual Fund
Potential tax advantages	Yes – tax deferral	Yes – by portfolio management strategy*
Penalty for withdrawal before 59½	Yes	No**
Mandatory withdrawal at 70½	Yes	No**
Redemptions of shares held for one year taxed as	Ordinary income† (max. fed. rate – 39.6%)	Long-term capital gains†† (max. fed. rate – 20%)

<i>At the time of transfer, will your heirs be subject to:</i>	Traditional IRA	Tax-Efficient Mutual Fund
Estate tax (subject to calculations)	Yes	Yes
Ordinary income tax	Yes	No***

\* These funds are managed either under a stated “tax management” strategy designed to minimize annual income and capital gain distributions, or under a low turnover strategy where tax efficiency is a by-product of the strategy. There can be no guarantee that any particular level of income or capital gain distributions will be realized in a given year. Distributions are taxable in the year received. \*\* Traditional IRA accounts are subject to a penalty tax for withdrawals prior to age 59½, in addition to their current income taxes upon withdrawal or distribution. However, an exchange effected between two mutual fund IRA investments is not a taxable event, while an exchange from a regular accounting tax-efficient mutual fund into another fund (even if into an IRA account) is a taxable event, and the investor will be subject to their current taxation. \*\*\* Beneficiaries of an inheritance of mutual fund assets receive stepped-up basis treatment, meaning that the investor takes the shares at fair market value at the time of transfer, so the estate is taxed at the time of transfer. † Except for after-tax contributions, and assuming during the eligible distribution period for which an additional penalty tax may apply. †† If held less than one year, taxed as short-term capital gains, which are taxed at the same rate as ordinary income.

more information on tax-efficient mutual funds from Dreyfus, please call your financial advisor. Ask for a prospectus with more complete information including charges, expenses, and share prices. Read it carefully before investing.

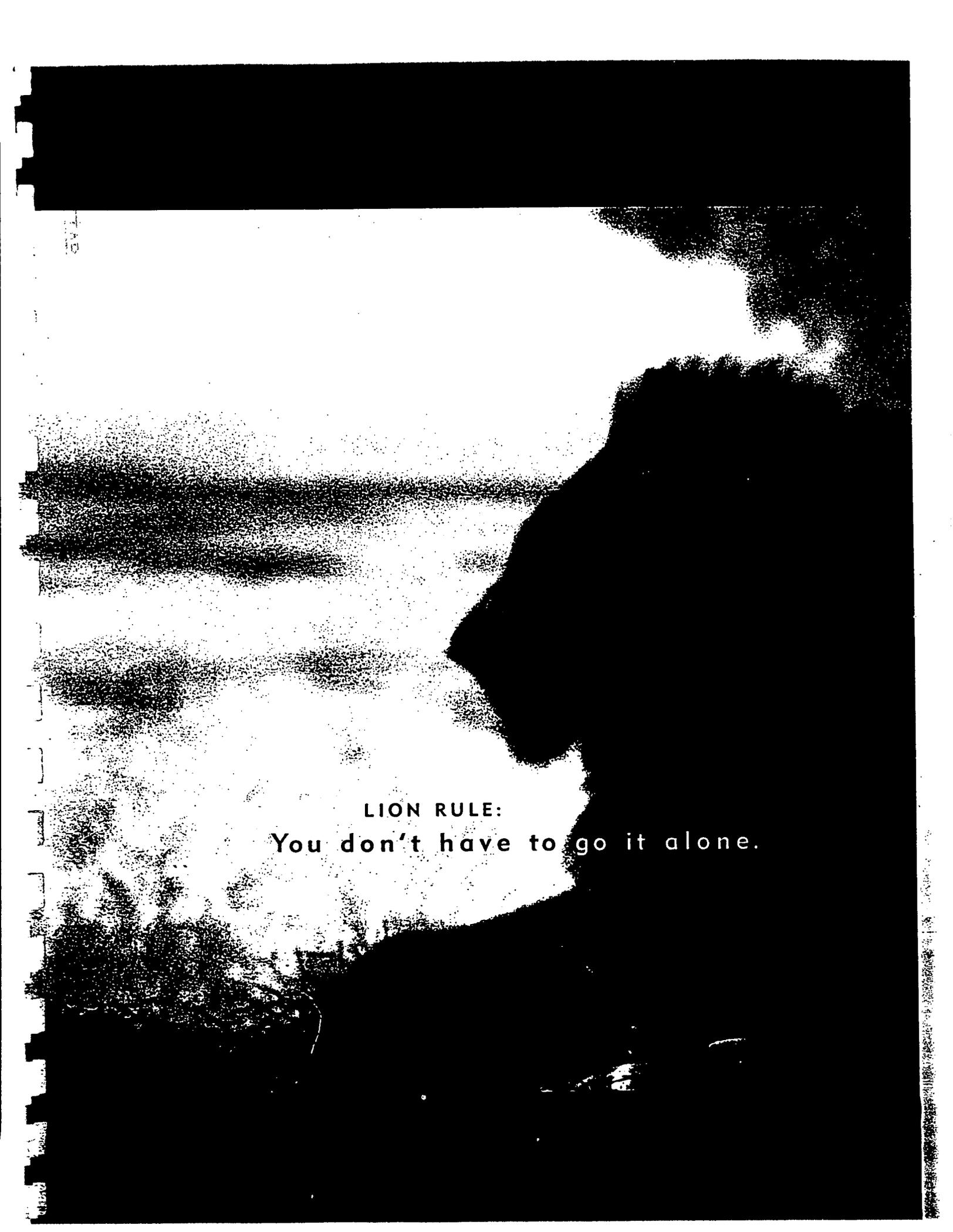
YOUR ADVISOR AND  
  
 DREYFUS  
 LION FINANCIAL COMPANY

## A LION

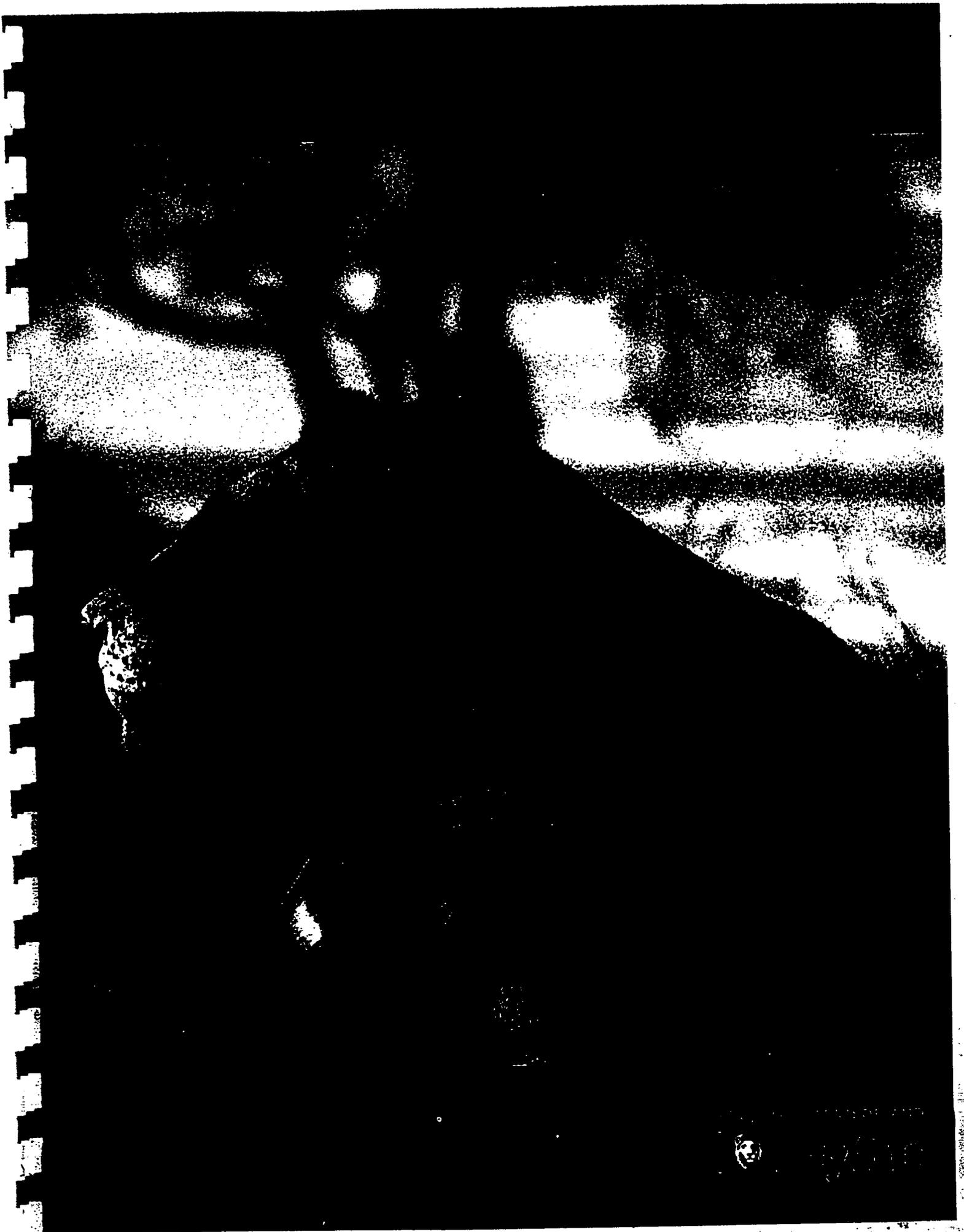
is one of the most powerful creatures on earth. Its strength comes from an ability to work together as a pride. At Dreyfus, we believe this is true of the relationship we have with you, the financial advisor.

This fall, we are introducing a powerful new advertising campaign that supports this relationship. It leverages the power of the Dreyfus Lion. It also highlights the evolution of our company and how we will be working to help you succeed in the future.

Turn the page and you will see an example of this new campaign. Then be sure to go to [www.lionsales.com](http://www.lionsales.com). It is where you can see samples of the print and television advertising we will be running to support our relationship with you. This exclusive Web site also contains a number of useful tools to help you do more with Dreyfus.



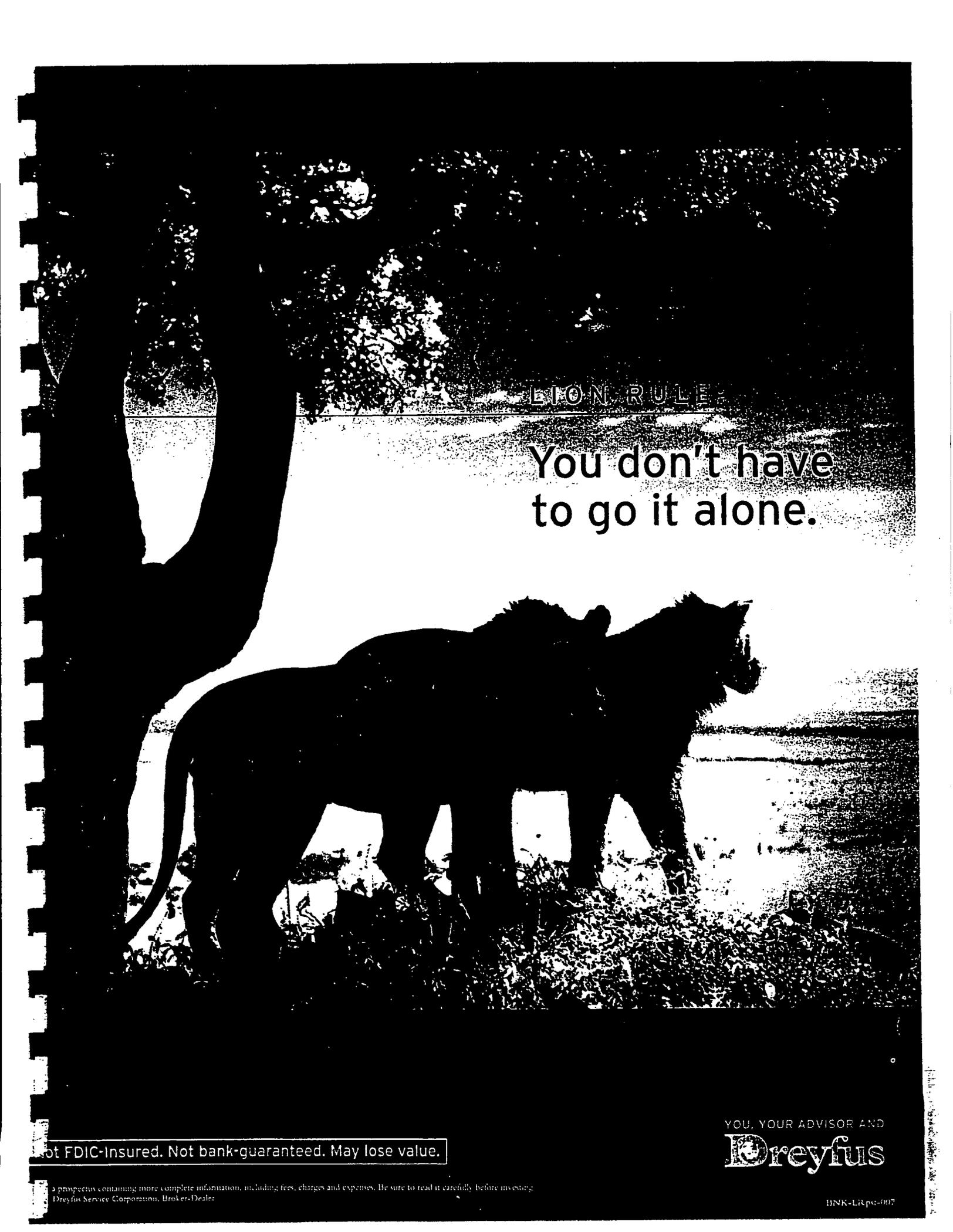
LION RULE:  
You don't have to go it alone.



For a closer look at the new Dreyfus campaign,  
and to get more information, be sure to visit [www.lionsales.com](http://www.lionsales.com).

Or call 1-888-346-8893.





LEON RULE

You don't have  
to go it alone.

Not FDIC-Insured. Not bank-guaranteed. May lose value.

YOU, YOUR ADVISOR AND  
**Dreyfus**

See prospectus containing more complete information, including fees, charges and expenses. Be sure to read it carefully before investing.  
Dreyfus Service Corporation, Broker-Dealer

BNK-LR ps-007

10/02/2002TAR

# EXHIBIT 8



Int. Cl.: 36

Prior U.S. Cls.: 101 and 102

**United States Patent and Trademark Office**

Reg. No. 1,871,557  
Registered Jan. 3, 1995

**SERVICE MARK  
PRINCIPAL REGISTER**

**LION SUBACCOUNTING SYSTEM**

DREYFUS SERVICE CORPORATION (NEW  
YORK CORPORATION)  
200 PARK AVENUE  
NEW YORK, NY 10166

FOR: FINANCIAL AND INVESTMENT  
SERVICES IN THE FIELD OF MUTUAL  
FUNDS AND OTHER INVESTMENT PROD-  
UCTS. IN CLASS 36 (U.S. CLS. 101 AND 102).

FIRST USE 10-1-1989; IN COMMERCE  
10-1-1989.

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

SER. NO. 74-454,273. FILED 11-4-1993.

R. G. COLE, EXAMINING ATTORNEY

401022000ST1AD

# EXHIBIT 9

Source: [News & Business](#) > [News](#) > [By Individual Publication](#) > [C](#) > [Chicago Sun-Times](#) ⓘ  
Terms: [dreyfus](#) and [date](#)(geq (11/5/01) and leq (11/5/01)) ([Edit Search](#))

*Chicago Sun-Times November 5, 2001 Monday*

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Chicago Sun-Times

November 5, 2001 Monday

**SECTION:** FINANCIAL; Pg. 58

**LENGTH:** 318 words

**HEADLINE:** List of effective memes includes cross, peacock

**BYLINE:** Lewis Lazare

**BODY:**

*Guerrilla Creativity*, the new book by former Leo Burnett vice president and creative director Jay Conrad Levinson, is the latest release in his hugely successful guerrilla marketing series.

This new paperback (Houghton-Mifflin, 205 pgs., \$14) sings the praises of memes, which may be words or images or actions. Levinson says memes are one of the best marketing tools available to propel a product or service to the pinnacle of success. The author also explains how advertising creatives should go about developing good memes. In his book, Levinson lists what he considers 10 of the most effective memes that have withstood the test of time:

1. **Jolly Green Giant:** This meme conveys the idea of veggies in a healthful setting, overlooked by a happy giant who serves as company spokesperson.
2. **The cross:** A powerful meme that evokes God.
3. **Ronald McDonald:** This clown suggests kids, good fun and good deeds.
4. **The Marlboro Man:** The cowboy conjures up masculinity, freedom, adventure and individuality. He elevated Marlboro's ranking from 31st in America to first in the world.
5. **"Intel Inside" logo:** It conveys confidence that a computer is up to date and reliable.
6. **Doublemint:** The meme communicates "double the pleasure and double the fun" while implanting the name of the gum.
7. **M&Ms:** "melts in your mouth, not in your hands"--The image of people holding the candy, then putting it in their mouths, then holding out their hands to show they are clean neatly dovetails with the theme line itself.
8. **NBC peacock:** The image was originally created to convey that the network telecast in full color. NBC has retained the meme to identify the broadcasting company's leadership status.
9. **Dreyfus Funds lion:** The meme reflects the power and permanence of **Dreyfus**.
10. **The Michelin Man:** This roly-poly meme connotes comfort, as well as friendliness and

safety.

**GRAPHIC:** Two new commercials for the U.S. Air Force from GSD&M in Austin, Texas, have fluid, cinematic feel that unfortunately is at odds with their tight, 30-second format. The tagline for the campaign is "Cross into the blue."

**LOAD-DATE:** November 13, 2001

Source: [News & Business](#) > [News](#) > [By Individual Publication](#) > [C](#) > [Chicago Sun-Times](#) ⓘ

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Source: [News & Business](#) > [News](#) > [By Individual Publication](#) > [N](#) > [The New York Times](#) ⓘ  
 Terms: [dreyfus and date\(geq \(july 9, 2000\) and leq \(july 9, 2000\)\)](#) ([Edit Search](#))

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*The New York Times, July 9, 2000*

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July 9, 2000, Sunday, Late Edition - Final

**SECTION:** Section 3; Page 26; Column 1; Money and Business/Financial Desk

**LENGTH:** 1177 words

**HEADLINE:** MUTUAL FUNDS REPORT: ESSAY;  
 Of Lions and Bulls And Squares (Oh My!)

**BYLINE:** By PATRICK McGEEHAN

**BODY:**

IF your investing style could be a geometric figure, what kind would it be?

Perhaps a polyhedron, like the pyramid with the shining upper chamber that serves as the logotype for Fidelity Investments? Or the concentric triangles that symbolize Alliance Capital Management? Or maybe the stylistic circle that represents the Invesco funds? If you are like me, all these fund family crests leave you cold. Granted, illustrating something so fuzzy as an investment philosophy is no easy feat but can't we do any better than a bunch of polygons, sailing vessels and oak trees?

No wonder studies show that the most memorable icon of the mutual fund industry is the lion that belongs to the **Dreyfus** Corporation, a unit of Mellon Financial. As Merrill Lynch has proved, when it comes to building a strong public image, you can't beat a magnificent hairy beast. Investors are likely to keep identifying **Dreyfus** with its mascot long after they have forgotten the \$2.95 million the company recently agreed to pay to settle accusations that it failed to adequately disclose the risks of its Aggressive Growth fund and that the fund's early performance was inflated by one its former managers, Michael L. Schonberg. (Neither **Dreyfus** nor Mr. Schonberg admitted wrongdoing.)

It comes as no surprise that people have trouble remembering that Fidelity's logo resembles the pyramid on the back of a dollar bill -- without that eerie eye -- or that the Franklin fund family logo, a portrait of Benjamin Franklin, looks as if it might come from the front of an old \$100 note. If you are going to use cash to represent the promise to shareholders, why not go with a big pile, maybe in a wheelbarrow? But on second thought, that image might be mistaken for the managers carting off commissions of 5 percent plus assorted annual fees.

And, please, no more boats. What is it with money men and all things nautical? You can't walk through the headquarters of a major financial institution in the Northeast without feeling as if you have stumbled into the offices of the Dutch East India Company of the 17th century. The walls are lined with paintings and sketches of schooners and ketches. I've noticed that the money managers have learned to keep the pictures of their own yachts out of sight of the paying customers.

The State Street and Pioneer fund families, which share the home port of Boston, each use a variation on a sailing ship as a logo. The Vanguard Group has taken the seafaring theme to such an extreme that you might never guess that the company is based as far inland as Valley Forge, Pa. The index-fund giant is so hooked on sailing that one ad in a glossy magazine reads, "While many fund companies are learning the ropes of indexing, consider who built the rigging." (Rigging is a word you probably will not see in a **Dreyfus** ad anytime soon.)

The new symbol for the Scudder funds is distinctive: a racing shell with four rowers pulling their oars in unison. It conveys sleekness, fitness and teamwork and certainly resonates better with baby boomers than Scudder's previous icon -- an old, bearded sea captain, bedecked in foul-weather gear. He always gave me a sudden craving for frozen fish sticks.

The old salt sailed off into the sunset last year after Scudder merged with the Kemper fund family, yet Kemper has kept its more mysterious symbol, a sheaf of wheat. You can't get much more old-economy than a farming metaphor.

A bull may be a perfect symbol for a Wall Street firm, but none of Merrill's competitors has tried to rustle it lately. For the most part their mascots are avuncular bankers promising to earn your trust. But some of Merrill's rivals, who of course manage their own funds, have landed some memorable slogans, like "We make money the old-fashioned way, we earn it" and "We measure success one investor at a time."

The closest analog from a fund company comes from Massachusetts Financial Services, which flatly declares: "We invented the mutual fund."

It is hard to distinguish among Fidelity's "Invest responsibly" theme, the Aim fund family's "Invest with discipline" and T. Rowe Price's "Invest with confidence." But they are durable. Is there any slogan that says "out of step with the times" more clearly than Kemper's "long-term investing in a short-term world"?

Then there's the mythology thing. Janus, the Denver company that has become synonymous with making concentrated bets on fast-growing technology companies, has clearly studied Nike's playbook, not Vanguard's. The evidence: Nike was named for a Greek goddess, Janus for a Roman god. Nike's rallying cry was "Just do it"; Janus says "Get there."

Janus's logo is one of the more recognizable in the industry. There may already be thousands of investors who know that two-faced god symbolizes doorways and beginnings, but there probably are more who think he was the god of beating the market. Of course, more than a few old-school investors would argue that Bacchus would be a more appropriate icon for a company that so thoroughly reveled at the technology-stock feast of the last several years.

Aside from **Dreyfus** and Merrill, surprisingly few fund companies have turned to the tried-and-true use of animals as symbols. One is T. Rowe Price, whose mascot is a ram that represents surefootedness.

But another is a newcomer, and its choice of a logo may be spot-on. Thomas Marsico already was something of a maverick before he bolted from Janus's stable of managers a few years ago to start his own firm focused on investing in fast-growing companies. The symbol he chose looks a lot like a wild horse; that is appropriate, because his funds have taken shareholders on an exhilarating ride. The flagship Marsico Focus fund returned more than 50 percent in 1998 and again in 1999, though it was down about 9 percent this year through June 30.

For established fund firms that want to project a more sober image, inventive marketing has proved a major challenge. Consider what Fidelity, arguably the most successful fund

company since somebody came up with the idea of putting stocks in baskets, has done to promote itself in recent years. To hammer home its "Invest responsibly" mantra, it hired Don Rickles and Lily Tomlin, two people who made their fortunes by sticking their tongues out at strangers.

The truth for the people who run Fidelity is that they have the single most valuable promotional resource in the industry on the board of directors. His name is Peter Lynch and, although he has not managed a Fidelity fund in many years, he is generally accepted as one of the greatest living investors.

At 56, he will probably be around for a long time, but Fidelity executives should be planning how they will continue using Mr. Lynch's Midas-like reputation after he is gone. They might consider replacing the current logo, which conjures up images of some sort of cult or a secret society, with a sketch of Mr. Lynch's brain and a simple, direct slogan, like "We didn't invent the mutual fund but we have dibs on Peter Lynch's gene pool."

<http://www.nytimes.com>

**GRAPHIC:** Drawing (Matthew Martin)

**LOAD-DATE:** July 9, 2000

Source: [News & Business > News > By Individual Publication > N > The New York Times](#) ⓘ

Terms: [dreyfus and date\(geq \(july 9, 2000\) and leq \(july 9, 2000\)\)](#) ([Edit Search](#))

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Date/Time: Friday, December 6, 2002 - 5:15 PM EST

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February 1999**MANAGING****MANAGING**Retirement  
College  
Cash & Credit  
Taxes  
Insurance  
Kids & Money**The Lion That Wants to Roar**By Robert Frick**Dreyfus funds slept through the '80s and '90s. Now Kip Condron must play catch-up in a mean jungle.****SPENDING**Home  
Car

The headquarters of the Dreyfus mutual fund company, high above New York City's Park Avenue, is lousy with lions. Stone lions, bronze lions, stuffed lions, lions carved in bas-relief on glass walls. The lion has been the corporate symbol since it first trotted out of the subway in 1957 in those legendary commercials, and the lion brand is still the Dreyfus crown jewel—a well-recognized symbol of prowess and stability.

**TOOLS**Portfolio tracker  
Stock Finder  
Fund Finder  
Money Fund  
Finder  
Car Finder 2003  
Saving for  
retirement  
More calculators

And that's the problem: For years Dreyfus has lacked the prowess and stability that its mascot suggests. The company is still working to correct the misguided course it took for a decade and regain its market share among the giant fund companies. Under legendary investment figure and amateur violinist Howard Stein, Dreyfus fiddled mostly with bond funds from the mid 1980s on. Stein was convinced that stocks were greatly overvalued and would get their comeuppance, which they never did. Between 1990 and 1994 Dreyfus's assets under management went from \$62 billion to \$66 billion. During that time, the mutual fund industry doubled in size.

**COLUMNS**Ask Kim  
Financial Fitness  
Keeping Your  
Balance  
Money Smart Kids  
Practical Tech  
Value Added

Stein isn't around anymore. He retired two years after Pittsburgh's Mellon Bank bought Dreyfus in 1994 for \$1.8 billion. Since then a new team of executives has labored mightily to put teeth back in the lion. On the surface, they seem to be succeeding. The number of Dreyfus stock funds (26 in 1993) has grown to 72. Investments in Dreyfus stock funds are finally swelling, too. In 1993 they amounted to \$7.8 billion—a mere 10% of all Dreyfus assets. Today stock funds hold \$33 billion, or almost 30% of assets.

**COMMUNITY**Register  
Boiling Point  
Stocks  
Funds  
College  
Taxes  
Retirement  
Spending

But on another level Dreyfus remains a work in progress. Although it can now boast of dozens of stock funds run from a half-dozen cities, many managers have a short history with Dreyfus or are actually subadvisers—hired guns who invest for Dreyfus under contract. The cultures of many fund companies

**PUBLICATIONS**Magazine  
Retirement Report  
Retirement  
Planning Guide  
Stocks 2003  
Mutual Funds 2002**"A brighter  
future is  
waiting f****KELL  
COI  
Gold &  
coins  
around th**

Mini &amp; Pro

Coin Col  
Supp**KELL  
COI**

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can be defined in one word: Fidelity (competitive), T. Rowe Price (cooperative) and Vanguard (lean). Dreyfus is ambiguous.

So the question is, in the drive to build a full-line mutual fund company quickly, has Dreyfus assembled a lineup of funds in which you'd want to invest?

- Page 1: Introduction**
- Page 2: Propping up the cowardly lion**
- Page 3: Decentralized Dreyfus**
- Page 4: Its best funds**

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The goal of the fund, he says, is to beat the Russell Midcap Index - the 800 smallest companies in the Russell 1000 index.

Through Sept. 30, the Russell Midcap Index rose 27.6 percent, according to Lipper Analytical Services of New York. Another mid-cap index, the Standard & Poor's 400, rose 30 percent.

Higgins beat both.

He looks for companies with a market capitalization between \$ 400 million and \$ 4 billion that show value in three areas: price-to-earnings (stock price divided by profits), price-to-book (book value: a company's total assets minus liabilities), price-to-sales (stock prices divided by revenues).

And since many of his picks are cheap and out of favor with Wall Street, they have solid upside potential and tend to fare better than bigger companies in a general market decline.

Higgins won't discuss the broader market, but notes that underlying economic trends remain positive. Inflation remains low, he says, and corporate earnings continue to improve. The driver for the market, he says, will be interest rates, which this week fell below 6.3 percent, measured by the 30-year Treasury bond.

Higgins is based in Boston, with Boston Company Asset Management, a subsidiary of Dreyfus's parent company, Mellon Bank in Pittsburgh. Dreyfus itself is headquartered in New York.

Higgins and his small team scrutinize between 2,000 and 3,000 companies and settle on about 100 for the portfolio. How long they stay is another matter. "We set target prices" for stocks, he says. If the target is met, the stock gets sold, and another joins the portfolio.

"Mid-cap and small-cap stocks have done pretty well over the year," says Morningstar Russ Kinnel, and the mid-cap value funds tend to be "somewhat overlooked," he says.

What may give the value group an edge, Mr. Kinnel says, is their smaller size compared with mid-cap growth funds. That means that the mid-cap value arena hasn't been totally worked over by hungry fund managers.

Historically, mid-cap value funds stress consumer service, consumer non-durables, and financial stocks, a mix that provides stability to the mid-cap allocation and makes it attractive over time, says Kinnel.

Higgins's fund has a strong weighting in all three sectors, although he has reduced the financial stocks, he says.

Stocks in the fund this year include H&R Block, Harcourt General (which includes retailers Neiman-Marcus and Bergdorf Goodman), insurer Allmerica Financial, and, of course, Kaufman and Broad.

**GRAPHIC: PHOTO: TARGETING MID-CAPS:** Peter Higgins looks for mid-size companies that are attractively priced. The 'value' style means lower-than-average risk in down markets, but has also rewarded investors during this year's strong advance by US stocks. JOHN NORDELL - STAFF

**LOAD-DATE:** October 08, 1997

Source: [Find a Source](#) > The Christian Science Monitor ⓘ

Terms: **dreyfus roars with value fund** ([Edit Search](#))

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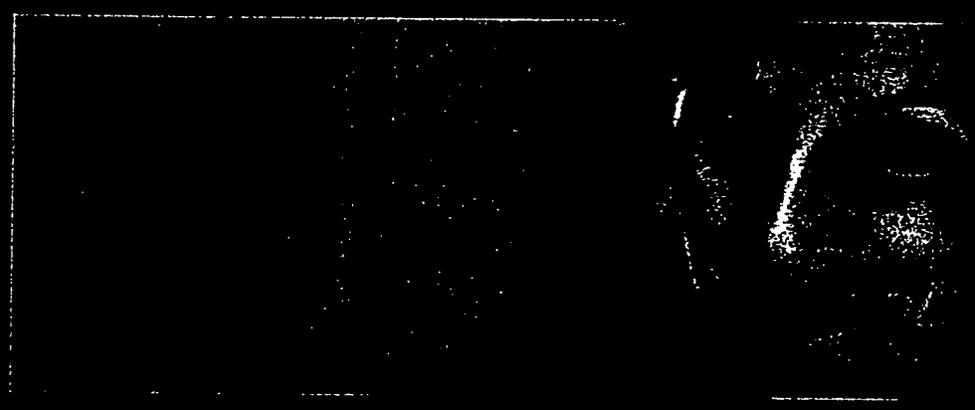
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10/02/2009 11:48

# EXHIBIT 10

10/05/2000TTAD

Introducing direct investing



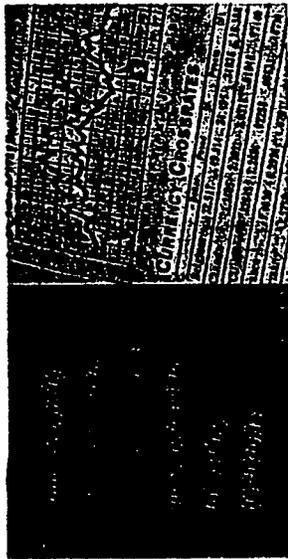
For investors who want to do more with their money — now and in the future.



You'll find what you need to get started inside.



**HARRISdirect.**



### A unique investing experience.

Harrisdirect combines the top-rated online investing site of CSFBdirect with the history and stability of The Harris,™ a leader in wealth management for more than a century. We've also combined powerful investment planning tools, world-class research, and much more to bring you a unique investing experience ... one that we call *direct investing*.

### Beyond short-term thinking.

Unlike ordinary online trading, direct investing is about long-term investing. It's about access ... access to a broad array of investment options. Access to research and analysis from seven leading independent financial sources, including award-winning Credit Suisse First Boston (CSFB) Research. Access to high-powered planning tools to help you evaluate and monitor your portfolio effectively. Plus, multiple ways to access your account and trade — through our highly rated Web site, MarketSpeed™ software, by phone, via wireless devices, or in person at more than 20 Harrisdirect Investment Centers nationwide.

### Additional services offered by The Harris.

At Harrisdirect, we understand many investors require a higher level of expertise and attention as well as a broader array of specialized products and services. Through our partners, we provide access to additional wealth management services offered by The Harris. The Harris offers a full suite of wealth management services, including direct investing, full-service fee-based investing, and private banking. For more information, visit [www.theharris.com](http://www.theharris.com).

For complete information about money market or mutual funds, including investment policies, risks, considerations, charges and expenses, a free prospectus may be obtained by directly contacting the fund or Harrisdirect. The no transaction fee (NTF) eligibility applies only to the initial transaction fee associated with the purchase of the fund. It does not apply to any management fees or other expenses associated with the fund including any redemption fees. For full details on these expenses/fees please refer to the mutual fund prospectus. An investor should read the prospectus carefully before investing or sending money. Harrisdirect is not a bank, and fund shares are not deposits nor obligations of, nor guaranteed by the Federal Deposit Insurance Company (FDIC) nor any other government agency. Although most funds seek to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in a fund.

Account balance of \$100,000 is required to participate. To participate in new issues, your investment objectives must include speculation and you must have accessed and reviewed the relevant prospectus. There is no guarantee you will receive shares in any given offering.

To remain eligible for this service after the trial period has ended, you must maintain at least \$100,000 in assets in your Harrisdirect accounts.

Corporate Insight, 6/7/01, based on tests with six leading online brokerage Web sites. Market volatility and volume may delay system access and trade execution.

Features vary by device and service area. Wireless communication charges from third-party service providers may apply.

©2002 Harris Investor Services LLC. All rights reserved. Securities and insurance products offered through Harris Investor Services LLC. Member NASD, SIPC. "The Harris" is a trade name used by various financial service providers in the Bank of Montreal family of companies. Securities and insurance products are NOT FDIC INSURED, ARE NOT BANK GUARANTEED, AND MAY LOSE VALUE.

AG-2295-302

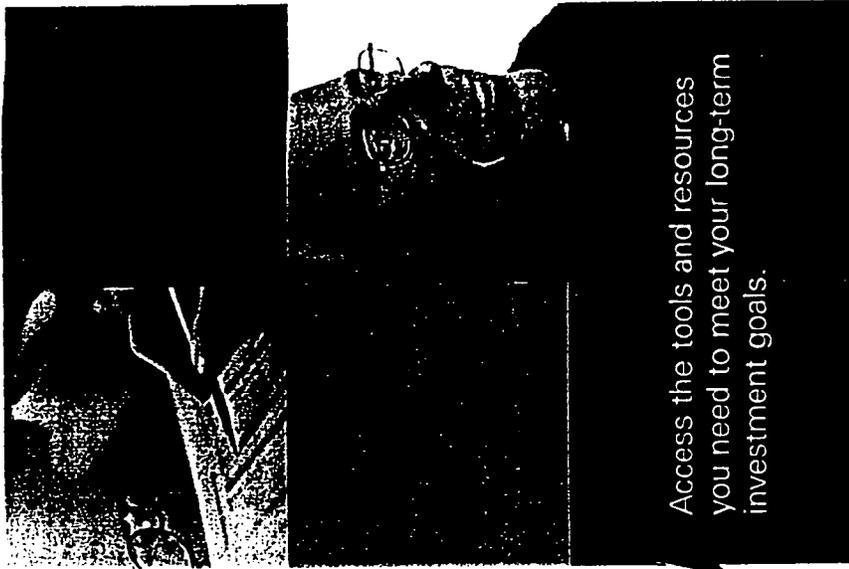


HARRISdirect.



HARRISdirect.

Discover the benefits of direct investing.



Access the tools and resources you need to meet your long-term investment goals.

## QUESTIONS?

If you have any questions about our commission schedule, please call one of our Investor Service Representatives at 1.877.355.9779, or go to [www.harrisdirect.com](http://www.harrisdirect.com).

The *Harrisdirect* Base Lending Rate can change without prior notice. When the *Harrisdirect* Base Lending Rate changes during an interest period, interest will be calculated according to the number of days each rate is in effect during that period. There is no set repayment schedule, but interest is posted to your account monthly and requests for additional margin may be made if market conditions so warrant or otherwise at *Harrisdirect's* discretion. Additional fees may apply. Commissions and fees subject to change without prior notice.

<sup>1</sup>Funds redeemed or exchanged within six months of the purchase date or deposited in the NTF program will incur a transaction fee. The no-transaction fee (NTF) eligibility applies only to the initial transaction fee associated with the purchase of the fund. It does not apply to any management fees or other expenses associated with the fund including any redemption fees. For full details on these expenses/fees, please refer to the mutual fund prospectus.

<sup>2</sup>Refer to the fund prospectus for sales charge information and to be advised of "break points" (reduced sales charges based on size of purchase). Contact *Harrisdirect* if your trade is projected to cross a break point or if you want to provide a letter of intent to take advantage of anticipated break point sales charges.

<sup>3</sup>Quarterly fees will be charged based on balances in the accounts at the close of business on the 21st day of the last month of the calendar quarter (March, June, September, December). Does not apply to IRA or Retirement Accounts. New accounts are exempt for 6 months from the end of the financial quarter in which the account is opened.

<sup>4</sup>*Harrisdirect* will waive your annual custodial fee if you execute at least three trades within 12 months of the establishment date of your IRA and each 12-month period thereafter, or if the market value of your account is \$100,000 or more. The executions must be for securities, which are commissionable or subject to a transaction fee. Offer subject to change without notice.

<sup>5</sup>Account termination fee is charged to the account upon termination. This termination fee is in addition to the annual custodian/maintenance fee.

Commissions and fees as of May 1, 2002.

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CS-2295-502

## Commission and Fee Schedule





**HARRISdirect**

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## Welcome To Harrisdirect

- >> Direct Investor
- >> Robin Thomas
  
- >> Took control of her own financial future
  
- >> Uses 8 leading sources of research



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### News and Notes at Harrisdirect - December 2002

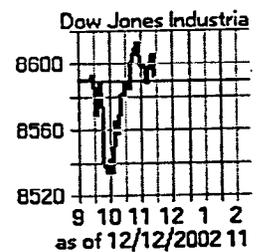
- New! Start planning for college today with [The Education Plan<sup>SM</sup>](#), a 529 college savings program.
- Real-time Streaming Quotes and News is now available on the Harrisdirect Web site. [Click here](#) to learn more.
- Listen to "[The Power of Asset Allocation](#)," an audiocast featuring Jack Ablin, Harris Bank's Chief Investment Officer.
- Speak with a Relationship Manager in person at one of more than 20 Harrisdirect Investment Centers nationwide. [Click here](#) to find a location near you.
- [CSFB Annual Technology Conference \(December 3 - 6, 2002\)](#)  
Listen to an audiocast of CSFB's Annual Technology Conference.

Harrisdirect is part of The Harris family of wealth management services. Through its various lines of business, The Harris offers a full suite of products and services, including full-service investing, specialized banking, asset management, trust and estate administration, and financial planning. Visit [theharris.com](http://theharris.com) for more information.

### Quotes, News & Charts

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### Market Summary



<b>DJIA</b>	8,591.70
<b>NASDAQ</b>	1,405.80
<b>S&amp;P 500</b>	905.74

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- [Stocks to Watch](#)
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- [% Losers](#)
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- [US stocks to produce return in 2003: DeAM](#)
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- [Get ready for better growth, says](#)

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10/02/2002TAB

# EXHIBIT 11

10/02/2007 11:49

A smarter way to invest



12/09/2008 11:48

## Introducing Harris AdvantEdge Investing™



# Full-service, fee-based investing

Harris AdvantEdge Investing™ provides a full-service, fee-based investing relationship with a skilled professional. Your Investment

Consultant will help you achieve the results you want – first by listening, then by creating an asset allocation strategy customized

to meet your needs and objectives. The Investment Consultants

at Harris AdvantEdge are salary-based; as a result, their

primary objective is making your portfolio grow.



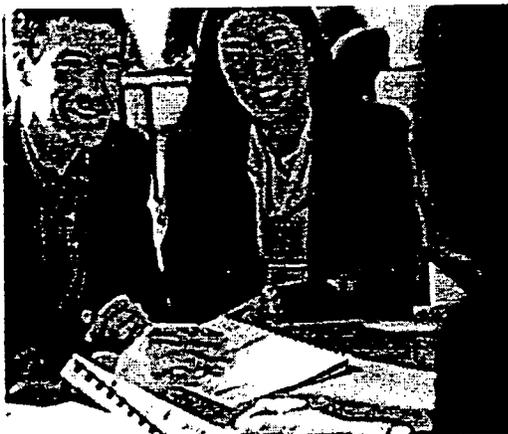
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## Welcome To Harris AdvantEdge Investing Your Goals. Our Guidance.

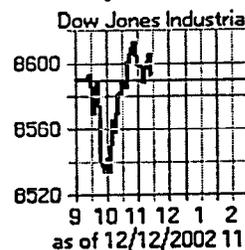
James is progressing in his career and wants to develop a financial plan for the future. Overwhelmed with the number of investment options available, he seeks the personalized advice of a professional.



### Quotes, News & Charts

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### Market Summary



DJIA	8,605.70
NASDAQ	1,407.80
S&P 500	906.90

### News and Notes at Harris AdvantEdge - December 2002

- Read a [message from the President](#) of Harris AdvantEdge Investing.
- Read our monthly perspective of the U.S. economy in [Viewpoint](#).
- Access all of your online accounts with [Harris Total Look](#) - your complete financial portfolio in one place, using one password.

Harris AdvantEdge is part of The Harris family of wealth management services. Through its various lines of business, The Harris offers a full suite of products and services, including full-service investing, specialized banking, asset management, trust and estate administration, and financial planning. Visit [theharris.com](http://theharris.com) for more information.

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- [US stocks to produce return in 2003: DeAM](#)
- [Broad market readings lend index gains](#)
- [Get ready for better growth, says](#)

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10/09/2002TAB

# EXHIBIT/2

Int. Cl.: 36

Prior U.S. Cl.: 102

United States Patent Office

Reg. No. 1,008,229

Registered Apr. 1, 1975

**SERVICE MARK**

Principal Register



Harris Trust & Savings Bank (Illinois corporation)  
111 W. Monroe St.  
Chicago, Ill. 60690

For: BANKING SERVICES, in CLASS 102 (INT. CL. 36).

First use Feb. 14, 1973; in commerce Feb. 14, 1973.  
Applicant disclaims the word "Bank" apart from the mark as shown.

Owner of Reg. Nos. 692,559, 753,868, and 910,784.

Ser. No. 453,015, filed Mar. 30, 1973.

Int. Cl.: 36

Prior U.S. Cl.: 102

United States Patent and Trademark Office

Reg. No. 1,343,283

Registered June 18, 1985

SERVICE MARK  
PRINCIPAL REGISTER



**HARRIS BANK**

ARGO

HARRIS TRUST AND SAVINGS BANK (ILLINOIS CORPORATION)  
111 WEST MONROE STREET  
CHICAGO, IL 60603

FOR: BANKING SERVICES, IN CLASS 36  
(U.S. CL. 102).  
FIRST USE 2-14-1973; IN COMMERCE  
2-14-1973.

OWNER OF U.S. REG. NOS. 1,008,229,  
1,025,376, AND 1,090,474.

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

SER. NO. 511,548, FILED 12-3-1984.

EDWARD NELSON, EXAMINING ATTORNEY

Int. Cl.: 36

Prior U.S. Cls.: 100, 101 and 102

Reg. No. 2,182,559

**United States Patent and Trademark Office**

Registered Aug. 18, 1998

**SERVICE MARK  
PRINCIPAL REGISTER**



HARRIS TRUST AND SAVINGS BANK (ILLI-  
NOIS CORPORATION)  
111 WEST MONROE STREET  
CHICAGO, IL 606900755

FIRST USE 2-14-1973; IN COMMERCE  
2-14-1973.  
OWNER OF U.S. REG. NOS. 1,008,229, 1,459,540  
AND OTHERS.

FOR: BANKING SERVICES, IN CLASS 36  
(U.S. CLS. 100, 101 AND 102).

SER. NO. 75-382,143, FILED 10-30-1997.  
JENNIFER KRISP, EXAMINING ATTORNEY



10/10/85  
Int. Cl.: 36

Prior U.S. Cl.: 102

United States Patent and Trademark Office

Reg. No. 1,391,862

Registered Apr. 29, 1986

SERVICE MARK  
PRINCIPAL REGISTER



**HARRIS  
BANK**

**GLENCOE  
NORTHBROOK**

HARRIS TRUST AND SAVINGS BANK (ILLI-  
NOIS CORPORATION)  
111 WEST MONROE STREET  
CHICAGO, IL 60603

FOR: BANKING SERVICES, IN CLASS 36  
(U.S. CL. 102).

FIRST USE 4-30-1985; IN COMMERCE  
4-30-1985.

OWNER OF U.S. REG. NOS. 1,025,376, 1,352,059  
AND OTHERS.

NO CLAIM IS MADE TO THE EXCLUSIVE  
RIGHT TO USE "BANK", "GLENCOE" AND  
"NORTHBROOK", APART FROM THE MARK  
AS SHOWN.

SER. NO. 558,349, FILED 9-16-1985.

SHARON R. MARSH, EXAMINING ATTORNEY

Int. Cl.: 36

Prior U.S. Cl.: 102

Reg. No. 1,394,346

United States Patent and Trademark Office Registered May 20, 1986

SERVICE MARK  
PRINCIPAL REGISTER



HARRIS TRUST AND SAVINGS BANK (ILLINOIS CORPORATION)  
111 WEST MONROE STREET  
CHICAGO, IL 60603

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

FOR: BANKING SERVICES, IN CLASS 36  
(U.S. CL. 102).

FIRST USE 4-30-1985; IN COMMERCE  
4-30-1985.

OWNER OF U.S. REG. NOS. 1,008,229,  
1,343,282, AND 1,343,283.

SER. NO. 558,414, FILED 9-16-1985.

DOMINICK J. SALEMI, EXAMINING ATTORNEY

10/09/2008 10:07:04  
Int. Cl.: 36

Prior U.S. Cl.: 102

United States Patent and Trademark Office

Reg. No. 1,451,307

Registered Aug. 4, 1987

**SERVICE MARK  
PRINCIPAL REGISTER**



HARRIS TRUST AND SAVINGS BANK (ILLINOIS CORPORATION)  
111 WEST MONROE STREET  
CHICAGO, IL 60603

FOR: BANKING SERVICES, IN CLASS 36  
(U.S. CL. 102).

FIRST USE 7-1-1985; IN COMMERCE  
7-1-1985.

OWNER OF U.S. REG. NOS. 1,008,229, 1,397,079  
AND OTHERS.

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

THE LINING IN THE DRAWING IS A FEATURE  
OF THE MARK AND DOES NOT REPRESENT  
COLOR.

SER. NO. 635,892, FILED 12-17-1986.

ELAINE PARTHEMOS, EXAMINING ATTORNEY

Int. Cl.: 36

Prior U.S. Cl.: 102

Reg. No. 1,459,540

United States Patent and Trademark Office Registered Sep. 29, 1987

SERVICE MARK  
PRINCIPAL REGISTER



HARRIS TRUST AND SAVINGS BANK (ILLI-  
NOIS CORPORATION)  
111 WEST MONROE STREET  
CHICAGO, IL 60603

FOR: BANKING SERVICES, IN CLASS 36  
(U.S. CL. 102).

FIRST USE 11-1-1985; IN COMMERCE  
11-1-1985.

OWNER OF U.S. REG. NOS. 394,346, 1,008,229  
AND OTHERS.

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

THE LINING IS A FEATURE OF THE  
MARK.

SER. NO. 643,312, FILED 2-6-1987.

MARY I. SPARROW. EXAMINING ATTORNEY

Int. Cl.: 36

Prior U.S. Cl.: 102

United States Patent and Trademark Office

Reg. No. 1,459,540

Registered Sep. 29, 1987

SERVICE MARK  
PRINCIPAL REGISTER



HARRIS TRUST AND SAVINGS BANK (ILLI-  
NOIS CORPORATION)  
111 WEST MONROE STREET  
CHICAGO, IL 60603

FOR: BANKING SERVICES, IN CLASS 36  
(U.S. CL. 102).  
FIRST USE 11-1-1985; IN COMMERCE  
11-1-1985.  
OWNER OF U.S. REG. NOS. 394,346, 1,008,229  
AND OTHERS.

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

THE LINING IS A FEATURE OF THE  
MARK.

SER. NO. 643,312, FILED 2-6-1987.

MARY I. SPARROW, EXAMINING ATTORNEY

Int. Cl.: 36

Prior U.S. Cl.: 102

United States Patent and Trademark Office

Reg. No. 1,451,306

Registered Aug. 4, 1987

SERVICE MARK  
PRINCIPAL REGISTER



HARRIS TRUST AND SAVINGS BANK (ILLINOIS CORPORATION)  
111 WEST MONROE STREET  
CHICAGO, IL 60603

FOR: BANKING SERVICES, IN CLASS 36  
(U.S. CL. 102).  
FIRST USE 7-1-1986; IN COMMERCE  
7-1-1986.

OWNER OF U.S. REG. NOS. 1,008,229, 1,397,079  
AND OTHERS.

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

THE LINING IN THE DRAWING IS A FEAT-  
URE OF THE MARK AND DOES NOT REP-  
RESENT COLOR.

SER. NO. 635,891, FILED 12-17-1986.

ELAINE PARTHEMOS, EXAMINING ATTOR-  
NEY

10/09/2000 21:48

# EXHIBIT 13

# HARRIS INSIGHT<sup>®</sup> FUNDS

A Shares

MAY 1, 2001 PROSPECTUS

**Harris Insight Equity Funds**

Balanced Fund  
Equity Income Fund  
Equity Fund  
Core Equity Fund  
(formerly named the Growth Fund)  
Small-Cap Value Fund  
Small-Cap Opportunity Fund  
International Fund  
Emerging Markets Fund

**Harris Insight Fixed Income Funds**

Convertible Securities Fund  
Tax-Exempt Bond Fund  
Bond Fund  
Intermediate Tax-Exempt Bond Fund  
Short/Intermediate Bond Fund  
Intermediate Government Bond Fund

As with any mutual fund, the Securities and Exchange Commission (SEC) has not approved or disapproved of these securities or determined whether this prospectus is adequate or complete. Any representation to the contrary is a criminal offense.



**HARRIS**  
INSIGHT<sup>®</sup> FUNDS

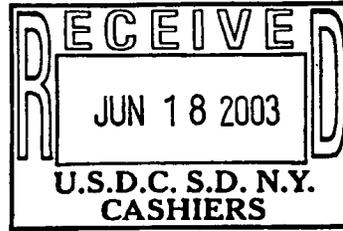
Exp. B

10/09/2002TAB



10/02/03 09:11:46

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**



-----x  
THE DREYFUS CORPORATION, et al., :

Plaintiffs, :

02 Civ. 10231(LTS)

v. :

**ANSWER**

BANK OF MONTREAL, et al., :

Defendants. :  
-----x

Defendants Bank of Montreal, Harris Trust and Savings Bank, Harris Investor Services, LLC, and Harris Investment Management, Inc. (collectively, "Defendants"), by their attorneys, Pennie & Edmonds LLP, for their answer to the complaint:

1. Deny the allegations of paragraph 1.
2. Deny knowledge or information sufficient to form a belief as to the truth of the allegations of paragraphs 2-4.
3. Admit that Bank of Montreal is a Canadian-chartered bank having its principal place of business at 119 Rue Saint-Jacques, Montreal PQ H2Y 1L6; admit that Bank of Montreal maintains two branches and offers financial services in the United States, and except as so admitted deny the allegations of paragraph 5.
4. Admit that Harris Trust and Savings Bank is an Illinois state-chartered bank having its principal place of business at 111 West Monroe Street, Chicago, Illinois 60603; admit that Harris Trust and Savings Bank advertises wealth management and other banking services in various media including an Internet "web site" associated with Internet domain names comprising the word "HARRIS" including [www.harrisbank.com](http://www.harrisbank.com), and except as so admitted deny

10/02/2002TAD

the allegations of allegations of paragraph 6.

5. Admit that Harris Investor Services, LLC is a wholly-owned subsidiary of Bankmont Financial Corporation which is, in turn, a wholly-owned subsidiary of Bank of Montreal; admit that Harris Investor Services, LLC is a limited liability company organized and existing under the laws of the State of Delaware having its principal place of business at Harbor Side Financial Center, 501 Plaza 2, Jersey City, New Jersey; admit that Harris Investor Services, LLC offers mutual funds and securities brokerage and investment management services from branch locations and via the Internet; admit that Harris Investor Services, LLC maintains offices at 300 Park Avenue, New York, New York 10022, and except as so admitted deny the allegations of paragraph 7.

6. Admit that Harris Investment Management, Inc. is a corporation organized and existing under the laws of the State of Delaware having its principal place of business at 190 South LaSalle Street, Chicago, Illinois 60603; admit that Harris Investment Management, Inc. is an investment advisor to HARRIS INSIGHT mutual funds which are offered for sale in the Southern District of New York, and except as so admitted deny the allegations of paragraph 8.

7. Deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 9.

8. Admit that the Court has subject matter jurisdiction to hear and dismiss this groundless action, and except as so admitted deny the allegations of paragraph 10.

9. Admit that venue is proper in this District, and except as so admitted deny the allegations of paragraph 11.

10. Deny the allegations of paragraph 12-13.

10/02/2009 09:11:49

11. Admit that plaintiffs purport to seek the remedies prayed for in their Complaint, and except as so admitted deny the allegations of paragraph 14.

12. Deny knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 15.

13. Deny that Dreyfus was the first company in the United States to use lion imagery in connection with the offering of investment or brokerage services, and otherwise deny knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 16.

14. Deny knowledge or information sufficient to form a belief as to the truth of the allegations of paragraphs 17-26.

15. Deny the allegations of paragraph 27.

16. Admit that Bank of Montreal acquired Harris Trust and Savings Bank in 1984, and except as so admitted deny the allegations of paragraph 28.

17. Admit that Harris Investor Services, LLC identifies certain financial services using a mark comprising HARRIS DIRECT (stylized), and except as so admitted deny the allegations of paragraph 29.

18. Admit that Harris Investor Services, LLC maintains offices at 300 Park Avenue, New York; admits that Harris Investor Services, LLC identifies certain financial services using a mark comprising HARRIS DIRECT (stylized) and a stylized lion device long used by Harris Trust and Savings Bank; admit that investment services offered under the aforesaid marks are advertised in various media including Internet "web sites" associated with the domain names comprising the word "HARRIS" including [www.harrisbank.com](http://www.harrisbank.com), [www.harrisinvestorline.com](http://www.harrisinvestorline.com),

40/09/2009TTAB

www.harrisadvantage.com; admit that samples of print and electronic communications of Harris Investor Services, LLC are attached as Exhibit 10 to the Complaint, and except as so admitted deny the allegations of paragraph 30.

19. Admit that Harris Investor Services, LLC identifies certain financial services using a mark comprising HARRIS ADVANTAGE INVESTING and a lion device long used by Harris Trust and Savings Bank; admit that print and electronic communications of Harris Investor Services, LLC are attached as Exhibit 11 to the Complaint; and except as so admitted deny the allegations of paragraph 31.

20. Deny the allegations of paragraph 32.

21. Admit that Harris Trust and Savings Bank formerly used a diamond device to identify certain mutual funds whose investments were managed by Harris Trust and Savings Bank; admit that Exhibit 13 to the Complaint is an advertisement dated May 1, 2001, for certain HARRIS INSIGHT funds, and except as so admitted deny the allegations of paragraph 33.

22. Deny the allegations of paragraphs 34-41.

#### **FIRST CAUSE OF ACTION**

23. Admit that plaintiffs have asserted a claim purportedly arising under 15 U.S.C. § 1114; admit that the Court has jurisdiction to hear and dismiss this groundless claim, and except as so admitted deny the allegations of paragraph 42.

24. Paragraphs 1-23, above, are realleged and incorporated by reference as if set forth in full.

25. Deny the allegations of paragraphs 44-48.

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**SECOND CAUSE OF ACTION**

26. Admit that plaintiffs have asserted a claim purportedly arising under 15 U.S.C. § 1125(a); admit that the Court has jurisdiction to hear and dismiss this groundless claim, and except as so admitted deny the allegations of paragraph 49.

27. Paragraphs 1-26, above, are realleged and incorporated by reference as if set forth in full.

28. Deny the allegations of paragraphs 51-57.

**THIRD CAUSE OF ACTION**

29. Admit that plaintiffs have asserted a claim purportedly arising under 15 U.S.C. § 1125(c); admit that the Court has jurisdiction to hear and dismiss this groundless claim, and except as so admitted deny the allegations of paragraph 58.

30. Paragraphs 1-29, above, are realleged and incorporated by reference as if set forth in full.

31. Deny the allegations of paragraphs 60-63.

**FOURTH CAUSE OF ACTION**

32. Admit that plaintiffs have asserted a claim for purported common law unfair competition, admit that the Court has jurisdiction to hear and dismiss this groundless claim, and except as so admitted deny the allegations of paragraph 64.

33. Paragraphs 1-32, above, are realleged and incorporated by reference as if set forth in full.

34. Deny the allegations of paragraphs 66-67.

**FIFTH CAUSE OF ACTION**

35. Admit that plaintiffs have asserted a claim for alleged unfair competition and dilution purportedly arising under N.Y. Gen. Bus. Law § 360-1; admit that the Court has jurisdiction to hear and dismiss this groundless claim, and except as so admitted deny the allegations of paragraph 68.

36. Paragraphs 1-35, above, are realleged and incorporated by reference as if set forth in full.

37. Deny the allegations of paragraphs 70-71.

**FIRST AFFIRMATIVE DEFENSE**

Plaintiffs lack standing to assert the claims alleged in the Complaint.

**SECOND AFFIRMATIVE DEFENSE**

Plaintiffs' claims are barred, in whole or in part, by laches.

**THIRD AFFIRMATIVE DEFENSE**

Plaintiffs' claims are barred, in whole or in part, by acquiescence.

**FOURTH AFFIRMATIVE DEFENSE**

Plaintiffs' claims are barred, in whole or in part, by estoppel.

**FIFTH AFFIRMATIVE DEFENSE**

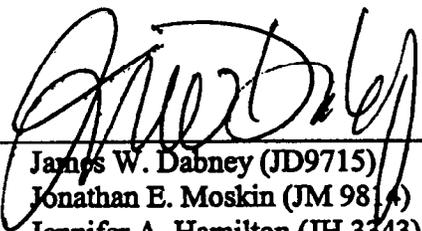
Plaintiffs' claims are barred, in whole or in part, by plaintiffs' unclean hands.

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WHEREFORE, Defendants demand judgment (a) dismissing the Complaint with prejudice; (b) awarding to Defendants their costs, disbursements, and attorneys' fees incurred in defending this action; and (c) awarding such other and further relief as the Court may deem just and proper.

Dated: June 13, 2003

PENNIE & EDMONDS LLP

By   
James W. Dabney (JD9715)  
Jonathan E. Moskin (JM 9814)  
Jennifer A. Hamilton (JH 3343)

1155 Avenue of the Americas  
New York, New York 10036  
(212) 790-9090

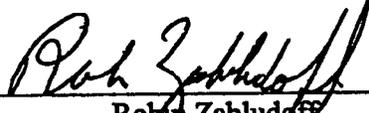
Attorneys for Defendants

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**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that a true and correct copy of Defendants' ANSWER was served by United States First Class Mail on June 13, 2003, on counsel for the Plaintiffs addressed as follows:

Edward E. Vassallo, Esq.  
FITZPATRICK, CELLA, HARPER & SCINTO  
30 Rockefeller Plaza  
New York, New York 10012

  
\_\_\_\_\_  
Robin Zabludeff

Exh 1

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**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

THE DREYFUS CORPORATION, DREYFUS SERVICE CORPORATION and THE DREYFUS FUND INCORPORATED,	Plaintiffs,
v.	
BANK OF MONTREAL HARRIS TRUST AND SAVINGS BANK, HARRIS INVESTOR SERVICES, L.L.C. and HARRIS INVESTMENT MANAGEMENT, INC.,	Defendants.

Civil Action No.  
02 Civ. 1023 (LTS)(FM)

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 U.S. DISTRICT COURT S.D.N.Y.

Edward E. Vassallo (EV 6588) Timothy J. Kelly (TK 8241) Patricia L. Werner (PW 0885) FITZPATRICK, CELLA, HARPER & SCINTO 30 Rockefeller Plaza New York, New York 10112 (212) 218-2100	James W. Dabney (JD 9715) Jonathan E. Moskin (JM 9814) Jennifer A. Hamilton (JH 3343) PENNIE & EDMONDS, LLP 1155 Avenue of the Americas New York, New York 10036 (212) 790-9090
Attorneys for Plaintiffs, THE DREYFUS CORPORATION, DREYFUS SERVICE CORPORATION and THE DREYFUS FUND, INCORPORATED	Attorneys for Defendants, BANK OF MONTREAL, HARRIS TRUST AND SAVINGS BANK, HARRIS INVESTOR SERVICES, L.L.C., and HARRIS INVESTMENT MANAGEMENT, INC.

**PRELIMINARY PRE-TRIAL STATEMENT**

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**A. Concise Statement of the Nature of this Action**

This is an action for alleged service mark infringement, dilution, and unfair competition. The plaintiffs (collectively "Dreyfus") claim that the defendants' (collectively "HTSB") use of their stylized lion and "stone" lion for their mutual funds and related services infringe and dilute the Dreyfus family of lion trademarks and service marks. An example of the Dreyfus lions appears as follows:



HTSB denies that it has infringed or diluted any service marks owned by Dreyfus, and asserts various affirmative defenses including that HTSB's use of the accused marks dates back to 1910 and Dreyfus's claims are barred by laches, acquiescence, and estoppel. An example of one of the accused, HTSB-registered service marks is set forth below:



**B. Concise Statement of Each Party's Position as to the Basis of this Court's Jurisdiction**

**1. Dreyfus' Statement**

This action arises under the Trademark Laws of the United States, Lanham Act Sections 32 - 36, 39, 43(a) and 43(c), 15 U.S.C. §§ 1114 - 1118, 1121, 1125(a) and 1125(c), and

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the Judicial Code of the United States, 28 U.S.C. §§ 1331, 1338. The Court has supplemental jurisdiction over the common law and state statutory claims under 28 U.S.C. § 1367. By this action, Dreyfus seeks damages and permanent injunctive relief pursuant to Sections 32 - 36, 43(a) and 43(c) of the Lanham Act, 35 U.S.C. §§ 1114 - 1118, 1125(a) and 1125(c), New York General Business Law § 360-1, and New York common law.

Defendant Bank of Montreal is a Canadian-chartered bank and has its principal place of business at 119 Rue Saint-Jacques, Montreal PQ H2Y 1L6. Bank of Montreal currently is doing business in this judicial district, in part by offering wealth management services through one or more of its subsidiaries.

Defendant Harris Trust and Savings Bank, a wholly-owned subsidiary of defendant Bank of Montreal, is an Illinois state-chartered bank and has its principal place of business at 111 West Monroe Street, Chicago, Illinois 60603. Harris Trust and Savings Bank currently is doing business in this judicial district by offering, *inter alia*, wealth management services in this district including via its website [www.harrisbank.com](http://www.harrisbank.com).

Defendant Harris Investor Services, L.L.C., is a recently-organized limited liability company organized and existing under the laws of the State of Delaware, having its principal place of business at Harborside Financial Center, 501 Plaza 2, Jersey City, New Jersey 07311. Harris Investor Services, L.L.C. offers mutual funds and securities brokerage and investment management services through its *Harrisdirect* and Harris AdvantEdge Investing divisions. Harris Investor Services, L.L.C. has recently begun doing business in this judicial district by offering its investment services via the Internet and at an office located at 300 Park Avenue, New York, New York 10022.

Defendant Harris Investment Management, Inc., is a corporation organized and existing under the laws of the State of Delaware, and has its principal place of business at 190 South LaSalle, Chicago, Illinois 60603. Harris Investment Management, Inc. is the investment advisor to and sponsor of the Harris Insight family of mutual funds, a collection of funds offered by defendants in this judicial district.

2. **HTSB's Statement**

Defendants admit that the Court has subject matter jurisdiction and that venue is proper in this District.

Bank of Montreal is a Canadian-chartered bank having its principal place of business at 119 Rue Saint-Jacques, Montreal PQ H2Y 1L6. Bank of Montreal maintains two branches and offers financial services in the United States.

Harris Trust and Savings Bank is an Illinois state-chartered bank having its principal place of business at 111 West Monroe Street, Chicago, Illinois 60603. Harris Trust and Savings Bank advertises wealth management and other banking services in various media including an Internet "web site" associated with Internet domain names comprising the word "HARRIS" including [www.harrisbank.com](http://www.harrisbank.com).

Harris Investor Services, LLC is a wholly-owned subsidiary of Bankmont Financial Corporation which is, in turn, a wholly-owned subsidiary of Bank of Montreal. Harris Investor Services, LLC is a limited liability company organized and existing under the laws of the State of Delaware having its principal place of business at Harbor Side Financial Center, 501 Plaza 2, Jersey City, New Jersey. Harris Investor Services, LLC offers mutual funds and securities brokerage and investment management services from branch locations and via the Internet. Harris Investor Services, LLC maintains offices at 300 Park Avenue, New York, New York 10022.

Harris Investment Management, Inc. is a corporation organized and existing under the laws of the State of Delaware having its principal place of business at 190 South LaSalle Street, Chicago, Illinois 60603. Harris Investment Management, Inc. is an investment advisor to HARRIS INSIGHT mutual funds which are offered for sale in the Southern District of New York.

**C. Concise Statement of All Material Uncontested or Admitted Facts**

**1. As to the Plaintiffs**

1. The Dreyfus Corporation is a corporation organized and existing under the laws of the State of New York and has its principal place of business at 200 Park Avenue, New York, New York 10166.

2. Dreyfus Service Corporation is a corporation organized and existing under the laws of the State of New York and has its principal place of business at 200 Park Avenue, New York, New York 10166.

3. Dreyfus Service Corporation is a wholly-owned subsidiary of The Dreyfus Corporation and operates as the principal underwriter for each fund in the Dreyfus family of mutual funds, and also provides investment management and brokerage services as they relate to The Dreyfus Corporation's other investment-related businesses.

4. The Dreyfus Fund Incorporated is a corporation organized and existing under the laws of the State of Maryland and has its principal place of business at 200 Park Avenue, New York, New York, 10166.

5. The Dreyfus Fund Incorporated was the first investment company to be established within the Dreyfus family of mutual funds.

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2. As to the Defendants

6. Bank of Montreal is a Canadian-chartered bank and has its principal place of business at 119 Rue Saint-Jacques, Montreal PQ H2Y 1L6.

7. Bank of Montreal maintains two branch offices and offers financial services in the United States.

8. Harris Trust and Savings Bank is an Illinois state-chartered bank having its principal place of business at 111 West Monroe Street, Chicago, Illinois 60603.

9. Harris Trust and Savings Bank advertises wealth management and other banking services in various media including an Internet website associated with Internet domain names comprising the word "HARRIS," including www.harrisbank.com.

10. Harris Investor Services, L.L.C. is a wholly-owned subsidiary of Bankmont Financial Corporation which is, in turn, a wholly-owned subsidiary of defendant Bank of Montreal.

11. Harris Investor Services, L.L.C. is a limited liability company organized and existing under the laws of the State of Delaware having its principal place of business at Harbor Side Financial Center, 501 Plaza 2, Jersey City, New Jersey.

12. Harris Investor Services, L.L.C. offers mutual funds and securities brokerage and investment management services from branch locations and via the Internet.

13. Harris Investor Services, L.L.C. maintains offices at 300 Park Avenue, New York, New York 10022.

14. Harris Investment Management, Inc. is a corporation organized and existing under the laws of the State of Delaware having its principal place of business at 190 South LaSalle Street, Chicago, Illinois 60603.

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15. Harris Investment Management, Inc. is an investment advisor to the HARRIS INSIGHT mutual funds which are offered for sale in the Southern District of New York.

16. Bank of Montreal acquired defendant Harris Trust and Savings Bank in 1984.

17. Harris Investor Services, L.L.C. identifies certain financial services using a mark comprising HARRIS DIRECT (stylized).

18. Harris Investor Services, L.L.C. identifies certain financial services using a mark comprising a stylized lion device (the "Harris Signature Logo").

19. Investment services offered under HTSB's Harris Signature Logo are advertised in various media including Internet websites associated with the domain names comprising the word "HARRIS" including [www.harrisbank.com](http://www.harrisbank.com), [www.harrisinvestorline.com](http://www.harrisinvestorline.com), and [www.harrisadvantage.com](http://www.harrisadvantage.com).

20. Harris Investor Services, L.L.C. identifies certain financial services using a mark comprising the Harris Signature Logo.

**3. Jurisdiction; Venue; Claim for Relief**

21. The Court has jurisdiction to hear this action.

22. Venue is proper in this District.

23. By this action, Dreyfus seeks damages and permanent injunctive relief pursuant to Sections 32 - 36, 43(a) and 43(c) of the Lanham Act, 35 U.S.C. §§ 1114 - 1118, 1125(a) and 1125(c), New York General Business Law § 360-1, and New York common law. Defendants have denied any violation of law and have denied that Dreyfus is entitled to the requested relief.

**D. Concise Statement of All Uncontested Legal Issues**

None, other than as to jurisdiction of this Court.

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**E. Concise Statement of All Legal Issues to be Decided by the Court**

**1. Dreyfus' Statement**

1. Whether defendants' use of a stylized lion image for the offering of mutual funds, retail investment management services and retail securities brokerage services, is likely to cause confusion in the minds of the relevant public and/or is likely to cause mistake or to deceive such public into the erroneous belief that defendants' complained of services emanate from, are associated with, are authorized or sponsored by Dreyfus, or that they are connected in some way with Dreyfus.

2. Whether defendants' acts constitute infringement of Dreyfus' federally registered trademarks and service marks, have damaged Dreyfus and will continue to damage Dreyfus by impairing or destroying the value of Dreyfus' Family of Lion Trademarks, and eroding the goodwill associated with said marks.

3. Whether defendants' acts are in willful violation of 15 U.S.C. § 1114 and whether defendants are liable to Dreyfus for damages and attorneys' fees.

4. Whether defendants' acts constitute false designation of origin in violation of 15 U.S.C. §1125(a).

5. Whether defendants' use in commerce of its lion images for the offering of mutual funds, retail investment management and retail securities brokerage services constitutes dilution of the Dreyfus Family of Lion Marks, as defined in Paragraph 18 of the Complaint, under the Federal Dilution Act.

6. Whether defendants' acts constitute unfair competition with Dreyfus in violation of the common law of the State of New York.

7. Whether defendants' use in commerce of its lion images for the offering of mutual funds, retail investment management and retail securities brokerage services constitutes

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dilution of the Dreyfus Family of Lion Marks and a likelihood of injury to Dreyfus' business reputation in violation of New York unfair competition and trademark dilution laws.

2. **HTSB's Statement**

8. Whether HTSB, as a result of having used one or more lion devices to identify banking and financial services continuously since at least 1910, is legally privileged to continue using the accused marks to identify mutual funds, investment management services, and securities brokerage services.

9. Whether HTSB's right to continued use of the accused marks is secured by HTSB-owned federal registrations of marks comprising lion devices, including U.S. Reg. Nos. 1,008,229 and 2,182,559.

10. Whether or to what extent plaintiffs' marks are distinctive, "strong" or "famous" given extensive third-party use of lion service marks and the established historical and cultural significance of lion imagery to connote grandeur and power.

11. Whether the parties' use of their well-known names, DREYFUS and THE HARRIS, in connection with their respective marks, prevents a finding that it is probable that numerous ordinarily prudent purchasers will be misled or confused as to the source of HTSB services identified by the accused marks.

12. Whether the distinct visual appearances of the parties' respective marks prevents a finding that that it is probable that numerous ordinarily prudent purchasers will be misled or confused as to the source of HTSB banking services identified by the accused marks.

13. Whether the sophistication of the parties' customers prevents a finding that that it is probable that numerous ordinarily prudent purchasers will be misled or confused as to the source of HTSB services identified by the accused marks.

14. Whether, given the absence of any instances of actual confusion during the parties' long co-existence and co-promotion of each other's services, it is probable now that numerous ordinarily prudent purchasers will be misled or confused as to the source of HTSB services identified by the accused marks.

15. Whether defendants' priority of use of the accused marks prevents a finding of dilution.

16. Whether the high quality of defendants' services offered in connection with their accused marks prevents a finding of dilution.

17. Whether extensive third-party use of marks comprising lion devices prevents a finding of dilution.

18. Whether Dreyfus is able to demonstrate an actual lessening of the distinctiveness of its claimed marks to support a finding of dilution.

19. Whether the parties' respective marks are sufficiently similar to support a finding of dilution.

20. Whether Dreyfus' claimed marks, at any relevant time, were sufficiently famous to warrant a finding of dilution.

21. Whether, given the parties' long co-existence and co-promotion of each other's services, Dreyfus's claims are barred by laches.

22. Whether, given the parties' long co-existence and co-promotion of each other's services, Dreyfus's claims are barred by acquiescence.

23. Whether, given the parties' long co-existence and co-promotion of each other's services, Dreyfus's claims are barred by estoppel.

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24. Whether, given the parties' long co-existence and co-promotion of each other's services, Dreyfus's claims are barred by unclean hands.

25. Whether, given defendants' good faith use of the accused marks and the absence of any instances of actual confusion during the parties' long co-existence and co-promotion of each other's services, plaintiffs' claims for damages or other monetary relief should be dismissed.

26. Whether, given (a) defendants' long use of the accused marks and the extensive goodwill associated with the marks; (b) defendants' good faith use of the accused marks; (c) the relative "weakness" of plaintiff's marks, (d) the absence of any instances of actual consumer confusion over decades of co-existence, and (e) and other factors indicating no probability of consumer confusion henceforth, a balancing of the equities compels a denial of plaintiff's request for entry of injunctive relief.

**E. Each Party's Concise Statement of Material Disputed Facts**

**1. Dreyfus' Statement**

27. For nearly fifty years, plaintiff The Dreyfus Corporation has offered, *inter alia*, mutual funds, investment management and securities brokerage services, under its famous family of lion trademarks and service marks throughout the United States. Representative samples of the Dreyfus lions are shown at Tab A.

28. Dreyfus is one of the oldest investment management companies in the United States.

29. Since 1951, Dreyfus has been and presently is extensively engaged in, *inter alia*, the offering, advertising and sale of mutual funds throughout the United States.

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30. Since 1970, Dreyfus has been and presently is extensively engaged in the offering, advertising and sale of private investment management services.

31. Since 1996, Dreyfus has been and presently is extensively engaged in the offering, advertising and sale of securities brokerage services, throughout the United States.

32. At present, Dreyfus is one of the largest investment or wealth management companies in the United States, managing more than \$180 billion in assets.

33. Dreyfus is, and for many years has been, known in the world of wealth management as “the lion”.

34. From Dreyfus’ initial uses of lion imagery in the 1950s, through today, Dreyfus has continuously used such imagery as the primary source-identifying communication platform for its investment and brokerage services.

35. Dreyfus was the first company in the United States to use lion imagery in connection with the offering of investment and brokerage services.

36. Over the years, Dreyfus has taken steps to enforce its rights in lion images and prevent third parties from using lions in connection with such services.

37. Dreyfus first used lions on television in the 1950s, when a live lion appeared as the centerpiece in a television commercial for Dreyfus’ mutual funds.

38. Today, Dreyfus continues to use the lion image in its current series of “Lion Rules” commercials, which began running in 1999.

39. Collections of some of the lion trademarks used by Dreyfus in the United States over the past fifty years to designate the source of the wealth management products and services offered by Dreyfus are shown in Exhibits 1 and 4 to the Complaint.

40. Among the services offered by Dreyfus in connection with its famous Family of Lion Marks are mutual fund services and an all-in-one investment management and brokerage platform offered as the "Lion Advisor Account" (formerly offered as the "Lion Account"), which has been offered since 1996.

41. Dreyfus offers its services on the Internet under the Family of Lion Marks at its website [www.dreyfus.com](http://www.dreyfus.com).

42. The prospectuses, annual reports and semi-annual reports for Dreyfus' funds all prominently display Dreyfus' lion imagery.

43. The trademark and service mark registrations attached as Exhibit 4 to the Complaint are valid, in good standing, in full force and effect.

44. Registration Nos. 712,289; 1,880,845; 1,851,680 and 1,864,914 attached as Exhibit 4 to the Complaint are incontestable.

45. Dreyfus also offers its services in connection with the term "lion" as well as lion themes.

46. Dreyfus has obtained United States Trademark Registrations from the United States Patent and Trademark Office for marks that include the term "LION" in connection with financial services, as depicted in Registration Nos. 1,729,327 and 1,871,557, copies of which are attached as Exhibit 8 to the Complaint.

47. Registration Nos. 1,729,327 and 1,871,557 are valid, in good standing and in full force and effect, and are incontestable.

48. Dreyfus has invested heavily in advertising, promoting and selling its services under its famous Family of Lion Marks.

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49. By way of expenditures exceeding 600 million dollars, Dreyfus has thoroughly saturated the securities industry with "lion" ads as well as promotional materials for Dreyfus' products and services.

50. Subsequent to the original Wall Street subway commercial, and to this day, Dreyfus' Family of Lion Marks has been extensively and prominently used in mass media print and television advertisements and in print sales literature for Dreyfus' products and services.

51. The Dreyfus print advertisements have regularly appeared in national newspapers, including the *Wall Street Journal* and *The New York Times*, and national magazines, including *Golf*, *Fortune*, *Forbes*, *Vanity Fair*, *Money*, *Better Investing*, *the Schwab magazine On Investing*, *Smart Money* and *Mutual Fund Magazine*, as well as in trade magazines for registered financial representatives, investment advisors and financial planners.

52. Dreyfus has spent more than one million dollars this year for daily print advertisements in the *Wall Street Journal*, each of which has included the image of a lion.

53. Dreyfus is also a segment sponsor for New York professional sports teams, resulting in additional television advertising seen by millions over the course of a year.

54. Dreyfus is also a "named" sponsor at Madison Square Garden sporting events, including college basketball, resulting in additional advertising in the form of banners displayed in the arena as well as handouts and pocket schedules.

55. As a result of Dreyfus' long-term, substantial and widespread use of lion imagery and themes, and as a result of Dreyfus' success in the financial services field, images and symbols of lions and the term "Lion" in the financial services field are widely recognized by both consumers and the trade as designating Dreyfus.

56. Services provided in connection with Dreyfus' Family of Lion Marks have acquired valuable goodwill, a recognized preeminence, and an excellent reputation in the minds of consumers, financial professionals, investors and potential investors throughout the United States.

57. As a result of Dreyfus' extensive sales, advertising and promotion of its mutual fund, investment management, and securities brokerage services under its lion trademarks, the Dreyfus Family of Lion Marks has become famous and well-known to both consumers and the trade and has come to identify Dreyfus as the exclusive source of the services with which these marks are used.

58. Fund managers, investors and potential investors have come to expect that financial planning and investment services offered under the image of a lion will be of the highest quality and will be offered by Dreyfus.

59. The famous Dreyfus Family of Lion Marks has acquired great value and goodwill.

60. The fame, strength and distinctiveness of Dreyfus' Family of Lion Marks are well-established by, for example, a November 5, 2001 article in the Chicago Sun Times that discussed a recent publication that listed Dreyfus lions as among the 10 most effective "memes" that have "withstood the test of time"; a July 9, 2000 The New York Times article that refers to the Dreyfus lion as "the most memorable icon of the mutual fund industry"; an October 6, 2002 New York Post article that discusses recent advertising for "the famous Dreyfus lion"; a February 1999 Kiplinger's Magazine article about Dreyfus entitled "The Lion That Wants to Roar"; and an October 9, 1997 The Christian Science Monitor article about Dreyfus entitled "Dreyfus Roars With Value Fund."



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68. Defendant Bank of Montreal recently acquired CSFB*direct* and Morgan Stanley Online.

69. CSFB*direct* was combined with another Bank of Montreal subsidiary, Harris InvestorLine, to form Harris*direct*, a division of Harris Investor Services, L.L.C.

70. The online accounts of Morgan Stanley Online were transferred to Harris*direct*.

71. Samples of print and electronic communications for Harris*direct* are attached as Exhibit 10 to the Complaint.

72. Samples of print and electronic communications for Harris AdvantEdge Investing are attached as Exhibit 11 to the Complaint

73. In the early 1970s, defendant Harris Trust and Savings Bank began using the lion image at issue; however, such use was only in connection with its offering of banking services in Illinois markets.

74. Defendant Harris Trust and Savings Bank, prior to its acquisition by defendant Bank of Montreal, was only a Chicago-based regional “community bank” that provided personal banking, corporate banking and personal trust services.

75. Defendant Harris Trust and Savings Bank currently is doing business in this judicial district by offering, *inter alia*, wealth management services in this district including via its website [www.harrisbank.com](http://www.harrisbank.com).

76. Defendant Harris Trust and Savings Bank has obtained Federal trademark registrations for marks incorporating the lion image at issue, all limited to “banking services.”

77. Defendant Harris Trust and Savings Bank began managing mutual funds around 1988, and whether those funds were not offered under the lion image at issue but rather under the diamond design shown in Paragraph 33 of the Complaint.

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78. Exhibit 13 to the Complaint is an advertisement dated May 1, 2001, for certain HARRIS INSIGHT funds.

79. In approximately November 2001, defendant Harris Trust and Savings Bank began to use the lion image at issue in connection with the advertising, promotion, distribution, and sale on a national basis of the "Harris Insight Funds" -- products that directly compete with Dreyfus' family of 200 mutual fund portfolios, long promoted and sold by Dreyfus under its Family of Lion Marks.

80. Defendant Harris Trust and Savings Bank is using "lion" themes in connection with the online offering of investing services.

81. Defendants were aware of the famous Dreyfus Family of Lion Marks, as defined in Paragraph 18 of the Complaint, and the valuable goodwill associated therewith before defendants expanded the use of a lion image to their offering of mutual funds, investment management and securities brokerage services.

2. **Defendants' Statement**

82. HTSB has identified its business and services using a lion device continuously since at least 1910.

83. Commencing in 1973, HTSB adopted and commenced use of the Harris Signature Logo, which is a stylized version of its traditional lion device. (Representative examples of HTSB's lion trademarks are shown in Tab B hereto.)

84. The Harris Signature Logo is protected under numerous issued United States service mark registrations, including U.S. Reg. Nos. 1,008,229 and 2,182,559, both of which recite "banking services" and first use in 1973. (See Exhibit B hereto.)

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85. "Banking services" that HTSB has long and actually provided under the Harris Signature Logo include: (a) acting as trustee, investment manager, or custodian to employee benefit plans; (b) acting as an investment advisor to mutual funds; (c) providing stock transfer agent services including employee stock purchase programs, administration of stock option plans, proxy distribution and tabulation services, shareholder correspondence, dividend payments, reorganization services such as providing security holder merger notifications, exchanging newly-issued securities for retiring securities, acting as a depository of tendered shares, redeeming securities, and odd-lot buy-backs of securities; (d) indenture trust services including distribution of coupon interest payments; (e) "private banking services in the nature of investment management advice for affluent individuals; and (f) "treasury" or cash management services for business clients. HTSB has also made markets in municipal bonds for more than ninety (90) years.

86. Harris Investor Services, LLC ("HIS") and its predecessor, Harris Brokerage, Inc. ("Harris Brokerage") were formed by HTSB in 1985 to distribute mutual funds and other consumer-oriented mutual investment products.

87. The Harris Signature Logo has been used to identify HTSB's sponsorship and distribution of consumer-oriented mutual funds for more than fifteen (15) years.

88. HTSB has managed HTSB-affiliated mutual funds since approximately 1988.

89. Until 1992, FRB regulations limited the ability of bank-affiliated mutual funds to use the names of their bank managers or advisors; until 1999, FRB regulations limited the ability of bank-affiliated mutual funds to use the logos of their bank managers or advisors.

90. HTSB-affiliated mutual funds were originally named "HT" mutual funds and were originally identified using a diamond logo.

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- 91. Upon lifting of the FRB regulations, HTSB transitioned to use of its Harris Signature Logo in connection with HTSB-affiliated mutual funds.
- 92. Dreyfus has long called on, solicited, and encouraged HTSB to act as a retail distributor of DREYFUS mutual funds.
- 93. Dreyfus has created print advertising materials juxtaposing a Dreyfus lion logo and the Harris Signature Logo under advertising copy reading: “Dreyfus and Harris Brokerage team up to give you the Lion’s Share for your money.”
- 94. HTSB offers DREYFUS mutual funds as an investment option to its customers.
- 95. Dreyfus offers HARRIS INSIGHT mutual funds as an investment option to its customers.
- 96. During the parties’ long co-existence and co-promotion of each other’s services, there have never been any instances of customer confusion.
- 97. Lion images are widely used in commerce by third parties (including for banking and financial services by ING Bank N.V., the Royal Bank of Canada, Inkarobank of Russia, Gibraltar Bank, The Pullman Group LLC, and by others such as MGM, Porsche, Saab and Tommy Hilfiger).
- 98. Images of lions have ancient heraldic significance and have established meaning connoting grandeur and power.
- 99. Given the established meaning of lion imagery, in prior litigation, Dreyfus Fund, Inc. v. Royal Bank of Canada, 525 F. Supp. 1108 (S.D.N.Y. 1981), Dreyfus conceded that defendant there was “free to utilize stylized lions and its own lion logo.” Id. at 1114.

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**F. Plaintiffs' Concise Statement of the Legal Basis for Each Cause of Action Asserted**

**1. Federal Trademark Infringement**

Dreyfus asserts a cause of action for federal trademark infringement, arising under the trademark laws of the United States, Lanham Act Section 32, 15 U.S.C. § 1114. Among the cases Dreyfus intends to rely upon to support its federal trademark infringement claim is Polaroid Corp. v. Polarad Electronics Corp., 287 F.2d 492, 495 (2d Cir.), cert. denied, 368 U.S. 820 (1961).

**2. False Designation of Origin**

Dreyfus asserts a cause of action for false designation of origin, arising under the trademark laws of the United States, Lanham Act Section 43(a), 15 U.S.C. § 1125(a).

**3. Federal Trademark Dilution**

Dreyfus asserts a claim for federal trademark dilution, arising under Section 43(c) of the Lanham Act, 15 U.S.C. § 1125(c). Among the cases Dreyfus intends to rely upon to support its federal trademark dilution claim are Moseley v. V Secret Catalog. Inc., 123 S. Ct. 1115, 1124 (2003); Nabisco, Inc. v. PF Brands, Inc., 191 F.3d. 208, 215 (2d Cir. 1999) and Mead Data Central, Inc. v. Toyota Motor Sales, Inc., 875 F.2d 1026, 1035 (2d Cir. 1989).

**4. Common Law Unfair Competition**

Dreyfus asserts a claim for common law unfair competition, arising under general principles of law and equity.

**5. New York State Unfair Competition and Trademark Dilution**

Dreyfus asserts a claim for unfair competition and trademark dilution, arising under New York General Business Law § 360-1.

**G. Legal Basis of Each Defense Asserted**

**1. Dreyfus' Statement**

Defendants have not asserted any counterclaims or causes of action against Dreyfus. Accordingly, Dreyfus does not expect to assert any defenses.

2. **Defendants' Statement**

1. **Plaintiffs Lack Standing**

Dreyfus has no standing to assert its claims because HTSB is the senior user of the accused marks by more than forty (40) years. Sutton Cosmetics (P.R.), Inc. v. Lander Co., 455 F.2d 285, 288 (2d Cir. 1972) ("since Sutton Cosmetics (P.R.) was the first user of the Sutton name, it had the right to use the mark..."). See Trade-mark Cases, 100 U.S. 82, 94 (1879) ("At common law the exclusive right to [a trademark] grows out of its use.... It is simply founded on priority of appropriation.").

2. **Injunctive Relief for Alleged Infringement Is Inappropriate**

The law permits -- but does not necessarily require -- issuance of injunctive relief for service mark infringement if a plaintiff proves that "numerous ordinarily prudent purchasers are likely to be misled or confused as to the source of the product in question because of the entrance in the marketplace of defendant's mark." Gruner + Jahr USA Publishing v. Meredith Corp., 991 F.2d 1072, 1077 (2d Cir. 1993) (emphasis in original). Whether use of an accused mark is, or is not, "likely" to cause "confusion" of "numerous ordinarily prudent purchasers"<sup>1</sup> turns on a weighing and balancing of various factual considerations including the commercial context(s) in which the mark is encountered and the "intent" of the actor accused of infringement.<sup>2</sup> HTSB's

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<sup>1</sup> See, e.g., Henri's Food Prods. v. Kraft, Inc., 717 F.2d 352, 358 (7th Cir. 1983) (a "confusion" rate of 7.6% "weigh[s] against" a conclusion of infringement); Universal Money Centers, Inc. v. American Tel. & Tel. Co., 22 F.3d 1527, 1534-36 (10th Cir.), cert. denied, 513 U.S. 1052 (1994) ("confusion" rate of 2.2% de minimis and a summary judgment of non-infringement affirmed).

<sup>2</sup> See, e.g., New York Stock Exchange, Inc. v. New York, N.Y. Hotel, LLC, 293 F.3d 550, 554 (2d Cir. 2002) ("We apply Judge Friendly's venerated Polaroid test to determine

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use of device(s) to identify HTSB-affiliated mutual funds, brokerage services, and investment management services is not "likely" to result in "confusion" or "deception" of "numerous ordinarily prudent purchasers" on numerous grounds, including the following: (1) due to widespread use by third parties (e.g., ING, MGM), heraldic lion images are relatively "weak" source indicators;<sup>3</sup> (2) the visual appearance of the accused HTSB lion device(s) is readily distinguishable from any service mark in which Dreyfus claims rights; (3) there has been no actual confusion despite years -- indeed decades -- of co-existence and concurrent use of the parties' respective marks on directly competing services in Chicago<sup>4</sup>; (4) in adopting the HTSB corporate signature lion device for HARRIS INSIGHT mutual funds and related services in 2001, HTSB acted in good faith and with intent truthfully to identify HTSB affiliates as being just that; (5) HTSB-provided financial services are of high quality and are thus unlikely to

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whether there is a likelihood of confusion. This test catalogs eight factors that guide deliberation. . . ."); Polaroid Corp. v. Polarad Elecs. Corp., 287 F.2d 492, 495 (2d Cir.), cert. denied, 368 U.S. 820 (1961). "[T]he relevant confusion is that which affects the purchasing and selling of the goods or services in question," Lang v. Retirement Living Pub. Co., 949 F.2d 576, 583 (2d Cir. 1991) (quoting Programmed Tax Sys., Inc. v. Raytheon Co., 439 F. Supp. 1128, 1132 (S.D.N.Y. 1977) (Tenney, J.)), as distinguished from "confusion" outside the context of purchasing decisions.

<sup>3</sup> In Dreyfus Fund Inc. v. Royal Bank of Canada, 525 F. Supp. 1108 (S.D.N.Y. 1981) (Sofaer, J.), Dreyfus notably conceded that the defendant was "free to utilize stylized lions and its own lion logo." 525 F. Supp. at 1114. Royal Bank involved an advertising campaign whose format -- the use of "realistic" lion images on oil rigs and similarly incongruous settings -- was substantially identical to an earlier advertising campaign of Dreyfus.

<sup>4</sup> Where, as here, two marks have been used concurrently, in the same geographic area, by direct competitors for an extended period of time, "it is certainly proper for the trial judge to infer from the absence of actual confusion that there was also no likelihood of confusion of purchasers." Inc. Pub. Corp. v. Manhattan Magazine, Inc., 616 F. Supp. 370, 386 (S.D.N.Y. 1985) (quoting McGregor-Doniger Inc. v. Drizzle, Inc., 599 F.2d 1126, 1136 (2d Cir. 1979)). Accord Information Clearing House, Inc. v. Find Magazine, 492 F. Supp. 147, 160 (S.D.N.Y. 1980).

tarnish any Dreyfus mark;<sup>5</sup> (6) purchasers of the financial services in question are relatively sophisticated; (7) HTSB's use of the word mark, THE HARRIS, makes clear the source of the services being offered by HTSB and HTSB affiliates<sup>6</sup>; (8) HTSB owns federal service mark registrations claiming the Harris lion device for "banking services," which services by law may include advising mutual funds, providing investment management, and providing securities brokerage; (9) the United States Patent and Trademark Office has approved various applications for registration filed by HTSB claiming the HTSB lion signature logo in association with banking and financial services; and (14) the challenged mutual fund, brokerage, and investment management services fall within a natural zone of expansion for HTSB.

### 3. Injunctive Relief for Alleged Dilution Is Inappropriate

"Dilution" is defined as "the lessening of the capacity of a famous mark to identify and distinguish goods or services. . . ." 15 U.S.C. § 1125(c)(1). In Moseley v. V Secret Catalogue, Inc., supra, the Supreme Court held that "at least where the marks at issue are not identical, the mere fact that consumers mentally associate the junior user's mark with a famous mark is not sufficient to establish actionable dilution" under 15 U.S.C. § 1125(c). 123 S. Ct at 1124. Instead, to prove dilution, a plaintiff must show that in the minds of relevant consumers, the plaintiff's mark has been actually diminished in its capacity to identify the plaintiff's goods or services as a result of the defendant's challenged use. Id.

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<sup>5</sup> The "quality of defendant's product," Polaroid, 287 F.2d at 495, supports denial of injunctive relief even in cases where concurrent use of two litigants' marks has been found to give rise to a "likelihood of confusion." E.g., Avon Shoe Co. v. David Crystal, Inc., 279 F.2d 607, 613-14 (2d Cir.), cert. denied, 364 U.S. 909 (1960).

<sup>6</sup> See Nora Beverages, Inc. v. Perrier Group of Am., Inc., 269 F.3d 114 (2d Cir. 2001) ("... the presence of the prominent and distinctive labels alone negates any possibility of a likelihood of confusion and provides sufficient basis for affirming the district court's grant of summary judgment."); Nabisco, Inc. v. Warner-Lambert Co., 220 F.3d 43, 47 (2d Cir. 2000)

15 U.S.C. § 1125(c)(1) authorizes relief against a person's "commercial use in commerce of a mark or trade name, if such use begins after the [plaintiff's] mark has become famous . . . ."

The federal dilution statute is inapplicable as a matter of law insofar as the Dreyfus mark(s) in question were not "famous" at the time when HTSB's "use" of the accused lion device(s) began.

Moreover, HTSB's use of lion device(s) to identify HTSB-affiliated mutual funds, brokerage services, or investment management services has not caused and does not threaten to cause actionable "dilution" under federal or New York state law because: (1) the Dreyfus lion marks are insufficiently "famous" to warrant "dilution" relief;<sup>7</sup> (2) the accused HTSB lion devices are insufficiently similar to Dreyfus marks to warrant "dilution" relief;<sup>8</sup> (3) HTSB has not acted with any "predatory intent," that is, with intent "to 'feed upon the business reputation of an established distinctive trade-mark or name'";<sup>9</sup> (4) purchasers of HTSB-sponsored financial services are relatively sophisticated;<sup>10</sup> (5) there is no known actual confusion despite decades of co-

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("...Warner-Lambert's prominent use of the DENTYNE house mark significantly reduces, if not altogether eliminates, any likelihood of consumer confusion.").

<sup>7</sup> Cf. TCPIP Holding Co. v. Haar Communications Inc., 244 F.2d 88, 99 (2d Cir. 2001) (THE CHILDREN'S PLACE not shown to carry the "substantial degree of fame" required to warrant protection against "dilution" under 15 U.S.C. § 1125(c)); Sally Gee, Inc. v. Myra Hogan, Inc., 699 F.2d 621, 625 (2d Cir. 1983) (New York anti-dilution statute protects only "extremely strong marks").

<sup>8</sup> Cf. Mead Data Central, Inc. v. Toyota Motor Sales, U.S.A., Inc., 875 F.2d 1026, 1028-29 (2d Cir. 1989) (LEXIS and LEXUS were insufficiently similar to permit relief under New York anti-dilution statute as a matter of law).

<sup>9</sup> W.W.W. Pharm. Co. v. Gillette Co., 984 F.2d 567, 576 (2d Cir. 1993) (SPORTSTICK, as mark for lip balm, not "diluted" by use of SPORT STICK to identify line of deodorant also identified by defendant's house mark, RIGHT GUARD) (quoting Allied Maintenance Corp. v. Allied Mechanical Trades, Inc., 42 N.Y.2d 538, 545, 369 N.E.2d 1162, 1165, 399 N.Y.S.2d 628, 632 (1977)). Cf. Merriam-Webster, Inc. v. Random House, Inc., 35 F.3d 65, 73 (2d Cir. 1994) (reversing judgment of dilution where defendant prominently displayed its name and logo on accused dictionary dust jacket).

<sup>10</sup> Cf. Merriam-Webster, 35 F.3d at 72-73 (sophistication of dictionary purchasers "weigh[ed] heavily" against "dilution" claim); Mead Data, 875 F.2d at 1031-32 (sophistication of

existence;<sup>11</sup> (6) Dreyfus has not acted with "reasonable promptness" in challenging HTSB's use of lion device(s);<sup>12</sup> (7) Dreyfus cannot demonstrate any actual lessening of the distinctiveness of any Dreyfus-owned marks as required by Moseley v. V Secret Catalogue, Inc.; and (8) Dreyfus has acquiesced in third-party uses of lion devices by ING and others.<sup>13</sup>

#### 4. Monetary Relief Is Inappropriate

Recovery of monetary relief for service mark infringement is permitted only if a plaintiff proves (a) actual consumer confusion or deception resulting from the challenged activity,<sup>14</sup> or (b) intentionally deceptive conduct giving rise to a presumption of actual consumer confusion. See generally George Basch Co. v. Blue Coral, Inc., 968 F.2d 1532, 1537 (2d Cir.), cert. denied, 506 U.S. 991 (1992). There is no known evidence of relevant "actual consumer confusion" and defendants are not guilty of "intentionally deceptive conduct."

#### 5. A Balancing of the Equities Does Not Favor Injunctive Relief

Even assuming that Dreyfus could prove that HTSB's use of a lion device gave rise to a "likelihood of confusion" or actionable "dilution" under federal or New York state law, injunctive relief nonetheless would be inappropriate. E.g., Vitarroz Corp. v. Borden, Inc., 644 F.2d 960, 969 (2d Cir. 1981) (notwithstanding finding of "likelihood of confusion", injunctive

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purchasers of LEXIS computer-assisted legal research services weighed against "dilution" claim made against manufacturer of LEXUS vehicles).

<sup>11</sup> Cf. Nabisco, 191 F.3d at 221 (identifying existence or non-existence of "actual confusion" as bearing on existence or non-existence of "dilution").

<sup>12</sup> Id. at 222 (factors bearing on existence of "dilution" include whether plaintiff has acted "with reasonable promptness and whether the junior user will suffer harm resulting from any such delay").

<sup>13</sup> Nabisco, 191 F.3d at 222 ("laxity in protecting the mark" is a factor bearing on existence or non-existence of actionable "dilution").

<sup>14</sup> "Actual consumer confusion" in this context typically means proof that "buyers, who wished to buy the plaintiff's goods, have been actually misled into buying defendant's." G.H. Mumm Champagne v. Eastern Wine Corp., 142 F.2d 499, 501 (2d Cir. 1944) (L. Hand, J.).

relief denied where "balance of equities tipped decidedly in favor of the junior user"); Mushroom Makers, Inc. v. R.G. Barry Corp., 580 F.2d 44, 48-49 (2d Cir. 1978), cert. denied, 439 U.S. 1116 (1979) (affirming denial of permanent injunction where alleged infringer's "interest in retaining the goodwill developed through concurrent use of an identical trademark far outweighs any conceivable injury to [plaintiff]"); Avon Shoe Co. v. David Crystal, Inc., 279 F.2d 607, 613-14 (2d Cir.), cert. denied, 364 U.S. 909 (1960) (same). See also Federal Express Corp. v. Federal Espresso, Inc., 201 F.3d 168, 178 (2d Cir. 2000) ("this Court may take into account whether or not a plaintiff has been assiduous in pursuing the litigation once started").

#### 6. Plaintiffs' Claim Is Barred By Laches

Plaintiff has unreasonably delayed in challenging HTSB's use of its stylized lion logo during which time HTSB has established substantial rights in its accused lion logo in connection with banking services, including mutual funds, brokerage services, and investment management services. Where defendants have expended untold sums in promoting their marks over the last century, the harm to defendants if plaintiffs' claims were to succeed, would be immeasurable. Carl Zeiss Stiftung v. VEB Carl Zeiss Jena, 433 F.2d 686, 703 (2d Cir.1970), cert. denied, 403 U.S. 905 (1971) ("[w]here a person entitled to exclusive use of a trademark is guilty of unreasonable delay in asserting his rights against an infringer ..., or acquiesces in the latter's use, ... a court of equity has the discretionary power ... to deny injunctive relief or an accounting."); Dwinell-Wright Co. v. White House Milk Co., 132 F.2d 822, 825-26 (2d Cir.1943) (Hand, J.) ("how [plaintiff] can expect us to stifle a competition which with complete complaisance, and even with active encouragement, it has allowed for years to grow like the

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mustard tree; why we should destroy a huge business built up with its connivance and consent: this we find it impossible to understand.")

**7. Plaintiffs' Claim Is Barred By Acquiescence**

The long history of the parties' co-existence and co-promotion of each other's products and services under the lion device bars plaintiff's claims. Plaintiffs' junior adoption and use of the lion device, as well as plaintiffs' failure to object to defendants' use of the lion device during their fifty years of coexistence, gave defendants a reasonable belief that plaintiffs did not object to defendants' use of the lion device. Carl Zeiss Stiftung, 433 F.2d at 703. See also Saratoga Vichy Spring Co., Inc. v. Lehman, 625 F.2d 1037, 1040 (2d Cir. 1980) (finding plaintiff's infringement claim barred by acquiescence where defendant entered into new business in reliance on plaintiff's long acquiescence to use of the mark); Manganaro Foods, Inc. v. Manganaro's Hero-Boy, Inc., 01 CIV. 0849, 2002 WL 1560789 at \*8 (S.D.N.Y. 2002) (long coexistence of parties' marks barred plaintiff's claim.)

**8. Plaintiffs' Claim Is Barred By Estoppel**

Where plaintiffs did not object to defendants' use of the lion device during the long history of the parties' co-existence, and in fact, even co-promoted defendants' products and services under the lion device, plaintiffs' claims should be estopped. See Emmpresa Cubana del Tabaco v. Culbro Corp., 213 F. Supp. 2d 247, 276 (S.D.N.Y. 2002) ("A duty to speak may arise if the party's silence will mislead the infringer into believing that an infringement claim will not be asserted.")

**9. Plaintiffs' Claim Is Barred By Unclean Hands**

Plaintiffs' applications to register its lion logos in the United States Patent and Trademark Office to cover goods and services that overlap with the goods and services long

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offered and promoted by defendants under the Harris Signature Logo; plaintiffs' active co-promotion of HTSB's services, as well as plaintiffs' position in Dreyfus Fund Inc. v. Royal Bank of Canada, 525 F. Supp. 1108 (S.D.N.Y. 1981) (Sofaer, J.) that mutual fund and banking services are similar, establish the fundamental inconsistency of plaintiffs' position and unclean hands in this proceeding. Havana Club Holding, S.A. v. Galleon, 96 Civ. 9655, 1998 WL 150983 at \*5 (S.D.N.Y. 1998) (recognizing that where the right plaintiffs assert is premised on inequitable conduct, a cause of action for unclean hands would lie and equitable relief should not be granted.)

**H. Measure of Proof and Burden of Proof**

Dreyfus bears the burden of proving each claim set forth in the Complaint by a preponderance of the evidence.

**I. Amendments to the Pleadings and/or Addition or Substitution of Parties**

The parties propose that all motions to join other parties or to amend the pleadings shall be filed and served no later than October 8, 2003, or within sixty (60) days of the scheduling conference, whichever is later.

**1. Dreyfus' Statement**

At this time, Dreyfus does not anticipate making amendments to the pleadings or adding and/or substituting parties.

**2. Defendants' Statement**

At this time, defendants do not anticipate making amendments to the pleadings or adding and/or substituting parties.

**J. Trial by Magistrate Judge**

The parties do not agree to trial by a Magistrate Judge.

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**K. Rule 26(a) Initial Disclosures**

No changes should be made in the timing of or requirements for disclosures under Fed. R. Civ. P. 26(a). The computation of damages required by Rule 26(a)(1)(c) shall be provided within ninety (90) days after Dreyfus obtains meaningful discovery from defendants permitting measurement and calculation of said damages.

The disclosures required under Fed. R. Civ. P. 26(a)(1) will be made by the parties by August 30, 2003.

**L. Subjects on Which Disclosure May Be Needed and Plan for Discovery**

**1. Subjects on Which Disclosure May Be Needed**

**a. Dreyfus' Statement**

The following is a description of the general subject areas on which Dreyfus presently believes disclosure may be needed:

100. The defendants' use of lion images in connection with banking services.

101. The defendants' use of lion images in connection with mutual funds, retail investment management services and retail securities brokerage services.

102. The defendants' decision to use its lion images in connection with their mutual funds, retail investment management services and retail securities brokerage services, the reasons therefor, and whether such use was cleared by counsel.

103. The defendants' development and design of its lion images as presently used and as used historically, as well as any variation or version thereof.

104. The defendants' marketing, advertising and promotion of mutual funds, retail investment management services and retail securities brokerage services under lion images.

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105. The advertisements, including but not limited to advertisements in newspapers, magazines, radio, television, internet and/or world wide web, catalogs, laudatory articles and brochures used by or on behalf of defendants, featuring and/or referring to its lion images.

106. The actual and/or projected expenditures for advertising and promoting defendants' mutual funds, retail investment management services and retail securities brokerage services under its lion images.

107. The actual and/or projected earnings of defendants' mutual funds, retail investment management services and retail securities brokerage services.

108. The plans, market studies, consumer research, evaluations or other studies relating to defendants' use of its lion images in connection with its mutual funds, retail investment management services and retail securities brokerage services.

109. Surveys or polls that have been, are being or will be conducted by or for defendants to determine actual or likelihood of confusion as to the source of defendants' mutual funds, retail investment management services and retail securities brokerage services.

110. Instances of a person having been confused, mistaken or deceived as to whether certain products and services offered for sale or sold by defendants were products or services of Dreyfus or were authorized, sponsored or approved by Dreyfus.

111. Surveys or polls that have been, are being or will be conducted by or for defendants to determine actual or likely dilution of Dreyfus' famous Family of Lion Marks.

112. Instances of a person calling to mind the HTSB lion images when seeing a Dreyfus lion image, and vice versa.

113. Establishments where defendants' products and services have been, will be, or are intended to be marketed or sold.

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114. Objections or complaints by consumers to defendants in connection with the quality of defendants' mutual funds, retail investment management services and retail securities brokerage products and services.

115. The corporate relationships between defendants.

116. Defendants' history of merging with and/or acquiring providers of mutual funds, retail investment management services and retail securities brokerage products and services.

117. Whether defendants are considering using other lion images, and the factors being considered in connection therewith.

118. The extent to which defendants' services offered with its lion images compete with those of plaintiffs, the similarities of those services, and the channels of trade through which they are offered.

119. The similarities of the lion images at issue.

120. The reasons why defendants switched from using a diamond logo to a lion image in connection with their mutual funds, retail investment management services and retail securities brokerage products and services.

121. Any alleged notoriety of the HTSB name for banking services and for mutual funds, retail investment management services and retail securities brokerage products and services.

122. Any alleged notoriety of any of HTSB' lion images.

**b. Defendants' Statement**

The following is a description of the general subject areas on which HTSB currently believes disclosure may be needed:

123. Dreyfus' awareness of HTSB's use of its Signature Lion Logo.

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- 124. Dreyfus' promotion of HTSB's services.
- 125. Third-party use of lion imagery.
- 126. Dreyfus' efforts to police third-party use of lion imagery.
- 127. Dreyfus' products and services offered in connection with its claimed lion logo.
- 128. Evidence, if any, proffered by Dreyfus concerning the likelihood of confusion

caused by the parties' concurrent use of their respective lion logos.

- 129. Evidence, if any, proffered by Dreyfus concerning the likelihood of dilution

caused by the parties' concurrent use of their respective lion logos

- 130. Evidence (or the absence thereof) of incidents of actual confusion during the

parties' concurrent use of their respective lion logos.

- 131. Any losses claimed by Dreyfus as a result of HTSB's use of its Signature Lion

Logo.

- 132. Dreyfus' evidence of the extent of its claimed rights in its lion logo.

- 133. Market research, if any, conducted by Dreyfus concerning the likelihood of

confusion or dilution caused by HTSB's use of its Signature Lion Logo or the extent of

consumer recognition of its claimed lion logo.

- 134. Dreyfus's historical competition with banks and banking services.

- 135. The competitive overlap between money market mutual funds and various

banking services.

- 136. The competition overlap between banking services and mutual fund services.

**2. Discovery Phases**

The parties propose that discovery should be completed in two phases -- one fact discovery phase and one expert discovery phase, provided, however, that nothing herein shall limit the earlier commencement of expert discovery.

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**The Parties Proposed Discovery Plan**

1. **Fact Discovery**

Fact discovery should be completed by April 5, 2004.

2. **Production of Documents and Tangible Things**

All requests for production of documents and tangible things will be served no later than February 26, 2004.

3. **Interrogatories**

All interrogatories will be served no later than February 26, 2004.

4. **Requests for Admissions**

All requests for admissions will be served no later than February 26, 2004.

5. **Depositions**

All non-expert depositions will be scheduled to commence no later than April 5, 2004.

6. **Discovery Motions**

Any motion respecting the inadequacy of responses to discovery will be filed and served no later than April 5, 2004.

M. **Expert Evidence**

The parties' proposed deadlines for expert discovery are as follows:

1. **Deadline for Expert Discovery**

All expert discovery will be completed by May 18, 2004.

2. **Plaintiffs' Expert Reports**

Plaintiff's expert reports will be served no later than February 12, 2004

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3. **Defendants' Expert Reports**

Defendants' expert reports will be served no later than April 14, 2004

4. **Expert Depositions**

All expert depositions will be completed no later than May 18, 2004.

N. **Limitations on Discovery to be Imposed**

The parties submit that no limitations on discovery beyond those set forth in the Federal Rules should be imposed.

The parties further submit that each party be permitted 20 depositions of fact witnesses.

O. **Status of Settlement Discussions**

The parties are engaged in settlement discussions.

P. **Jury/Non-Jury**

Dreyfus has requested a jury trial.

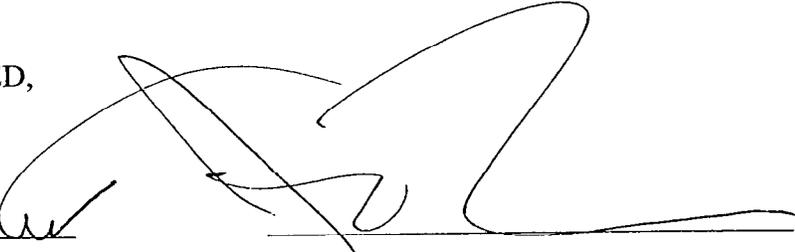
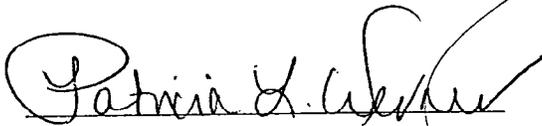
Dreyfus estimates that its case in chief will take 3 days to present.

Defendants estimate that their case in chief will take 5 days to present.

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Q. **Other Orders to Be Entered by the Court Under  
Fed. R. Civ. P. 26(c) or Fed. R. Civ. P. 16(b) and (c)**

At this time, the parties have no other orders that should be entered by the Court under Fed. R. Civ. P. 26(c) or Fed. R. Civ. P. 16(b) and (c). However, the parties anticipate that they will ask the Court to enter a Stipulated Protective Order to govern the disclosure of confidential documents and testimony likely to be disclosed during discovery.

RESPECTFULLY SUBMITTED,



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HARRIS INVESTMENT MANAGEMENT,  
INC.

Dated: August 4, 2003

Dated: August 4, 2003

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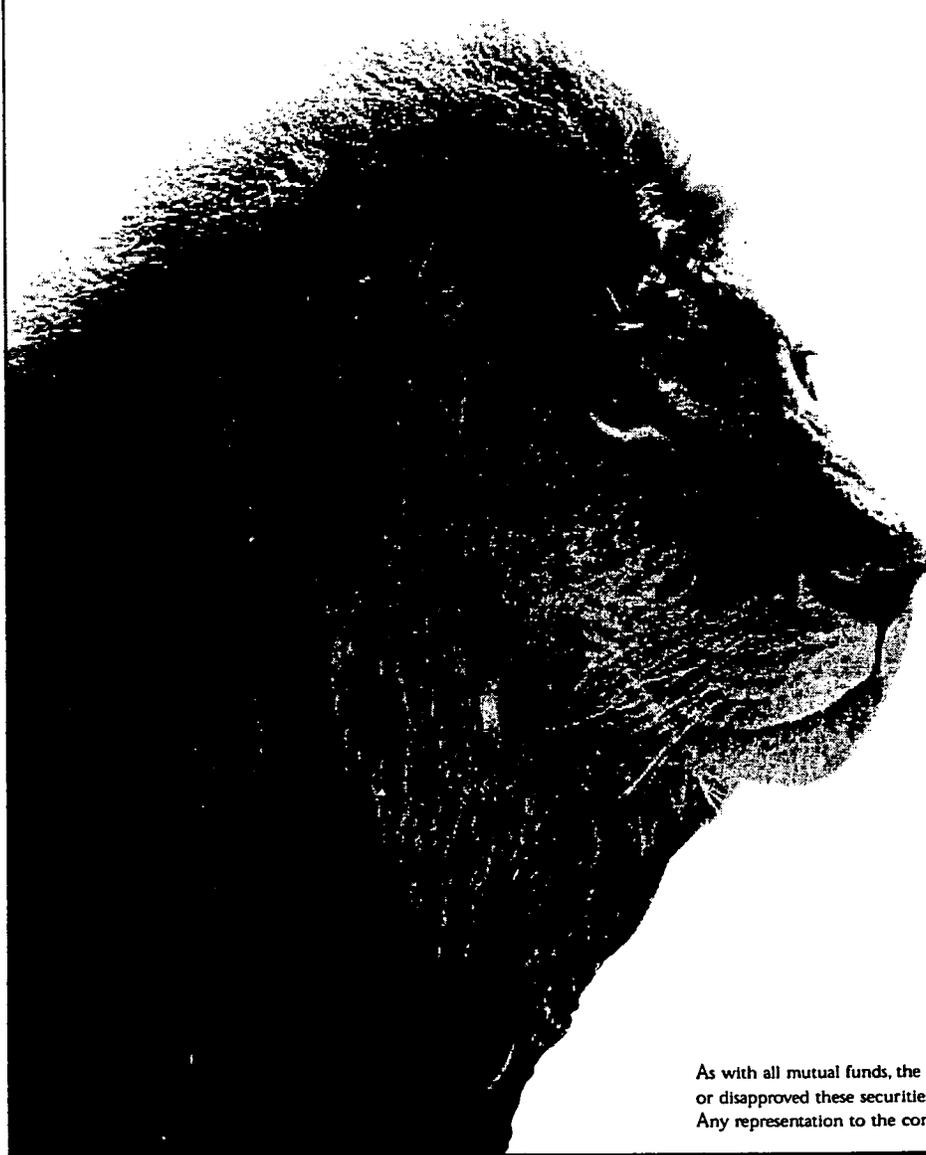
# EXHIBIT A

# The Dreyfus Fund Incorporated

Seeks long-term capital growth by  
investing in common stocks

**PROSPECTUS** May 1, 2002

As revised, June 15, 2002



YOU, YOUR ADVISOR AND

**Dreyfus**

A MELLON FINANCIAL COMPANY

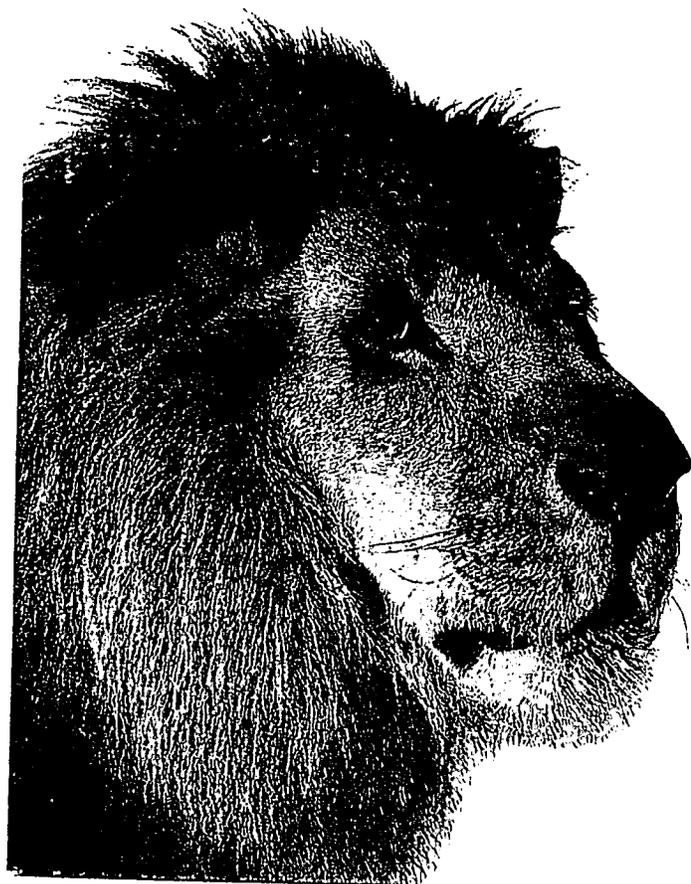
As with all mutual funds, the Securities and Exchange Commission has not approved or disapproved these securities or passed upon the adequacy of this prospectus. Any representation to the contrary is a criminal offense.

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## Dreyfus Financial Centers

1-800-499-3327

Beverly Hills, CA  
Los Angeles, CA  
San Francisco, CA  
Walnut Creek, CA  
Denver, CO  
Stamford, CT  
Altamonte Springs, FL  
Boca Raton, FL  
Coral Gables, FL  
Fort Lauderdale, FL  
Naples, FL  
Palm Beach Gardens, FL  
Sarasota, FL  
Atlanta, GA  
Chicago, IL  
Boston, MA  
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### **BUILDING THE DREYFUS BRAND.**

As Dreyfus approaches its 50th Anniversary, we celebrate the lion as one of the most powerful and successful brand icons in marketing history. In 2001, we're building on that success with an advertising campaign that captures the power of the lion and relates it to the strength of our company. Because the lion images are crucial to



the Lion Rules campaign, Dreyfus shot on location in Africa at the Masai Mara game reserve in Kenya and the Harnas Wildlife Sanctuary in Namibia. The concept is simple: to portray the lion in its natural environment as an intelligent, instinctual hunter. The photographs featured here are a sample of the project's success and a glimpse of what you can expect to see from Dreyfus in the year to come.

### **LION RULE: REMEMBER WHOSE JUNGLE IT IS.**

Investing isn't a jungle to Dreyfus. It's home. The Lion Rules concept delivers that message in a way that leverages the power and heritage of the Dreyfus brand. It draws a parallel between the positive attributes of lion behavior and the Dreyfus approach to money management. Examples of the attributes the Lion Rules convey include strength, leadership, instinct and intelligence. Today, the Dreyfus lion and the Lion Rules campaign symbolize the promise we make to our employees, partners and customers: to lead, to act with integrity and to deserve their continued trust.



**LION RULE:  
VARY YOUR APPROACH.**

DREYFUS PREMIER TECHNOLOGY ADVISORY FUND \*\*\*\*\*

DREYFUS PREMIER WORLDWIDE EQUITY FUND \*\*\*\*\*

DREYFUS PREMIER CORE FUND FUND \*\*\*\*\*

Dreyfus

### **LION RULE: TRUST IN YOUR PARTNERS.**

For a lion in the wild, survival depends on partnership and commitment to the pride. At Dreyfus, our pride is our experienced, talented and dedicated employees, and our partners are the professionals who work with investors every day to help them achieve their financial goals. That is why in every ad you will see our tag line of "You, Your Advisor and Dreyfus." It tells investors where they can access Dreyfus products and promotes the value of professional advice.

10/20/09 09:00:27 AM

Dreyfus  
Sensible Account  
Management

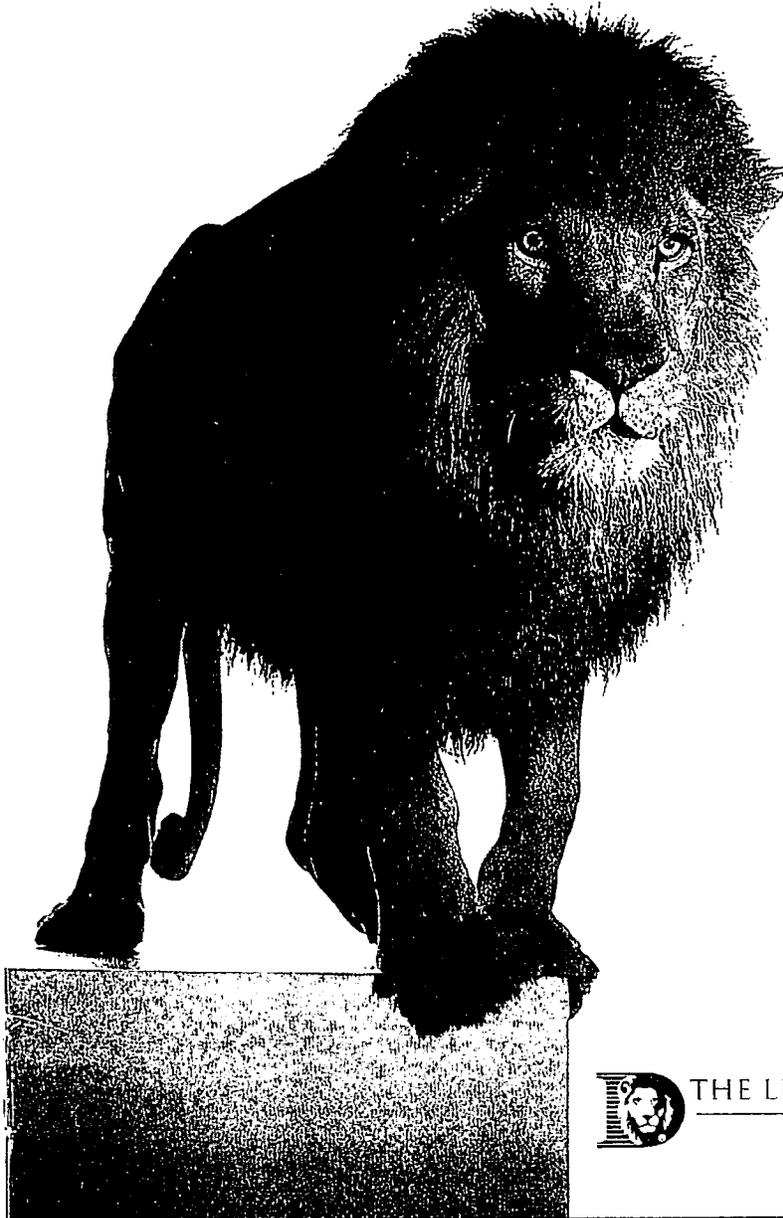
DREYFUS  
TAX-EXEMPT  
FIXED INCOME

YOU, YOUR ADVISOR AND

**Dreyfus**

A MELLON FINANCIAL COMPANY

10/02/2000TTAB



THE LION ACCOUNT™  
*from Dreyfus*

**Rule Your Kingdom<sup>SM</sup>**

10/09/2008 11:48

*Handwritten notes in cursive script, mostly illegible.*

*Handwritten notes in cursive script, mostly illegible.*

YOU, YOUR ADVISOR AND

**Dreyfus**

A MELLON FINANCIAL COMPANY



# LION TALK



## Did you know?

Since 1926 there have only been 2 instances that *both* large-company stocks and intermediate government bonds were down in the *same year*.\*

- **1931**  
Stocks -43.34%  
Bonds -2.32%
- **1969**  
Stocks -8.50%  
Bonds -0.74%

Since 1969, there has *never* been an instance when large-company stocks and intermediate government bonds were *both* down in the *same year*.\*

## BALANCED INVESTING

*Investing in Stocks and Bonds for Potential Growth and Income*

### Investors Are Buying Balanced Funds

	1994	1995	1996	1997	1998
Net Sales in billions**	\$8.3	\$5.4	\$9.7	\$12.1	\$12.9

### Why Invest in Balanced Funds?

- Diversification—stocks and bonds in a single investment
  - Stocks*
    - Superior in returns to most other types of investments over the long term†
    - Greatest long-term protection against inflation†
    - But more fluctuation than other types of investments
  - Bonds*
    - Steady income
    - More stability than stocks
    - Often perform differently from stocks
- Professional asset allocation
- Professional management

### How Can You Participate in Balanced Investing? Dreyfus Premier Balanced Fund

The Dreyfus Premier Balanced Fund provides balance:

- Between Investment Styles—Growth and Value (a “blended” portfolio)  
Historically, in any given year the equity investment styles of growth and value have performed differently, making it difficult to decide on any one particular style. By utilizing a “blended” portfolio, the fund can choose investments from both groups of stocks.
- Among Sectors—Sector Neutral  
The equity portion of this fund will be sector neutral to the S&P 500 Index; that is, it will hold stocks representing different sectors of the economy proportionately to that sector’s weight in the index. If any one sector does poorly, a fund whose holdings are neutral should suffer less than one that invested heavily in that sector.
- Between Stocks and Bonds  
Under normal conditions, the neutral mix of the portfolio is approximately 60% stocks and 40% bonds. However, the fund has the flexibility to invest 40%–75% of its assets in common stocks and 25%–60% of its assets in bonds, as determined by Dreyfus.

\*Source: *Stocks, Bonds, Bills and Inflation 1999 Yearbook*,™ Ibbotson Associates, Chicago (annually updates work by Roger G. Ibbotson and Rex A. Sinquefeld). Used with permission. All rights reserved. Stocks are represented by the S&P 500 Index. Bonds are represented by an Intermediate-Term Government Bond Index which is comprised of a one-bond portfolio with a maturity near 5 years. These indices assume the reinvestment of all dividends and do not reflect management fees and/or other expenses. Past performance is no guarantee of future results. These indices are not indicative of fund performance. Actual performance of the fund may be greater or less than that of the indices.

\*\* Source: Based on information gathered by Investment Company Institute, 1999.

† Source: *Stocks, Bonds, Bills and Inflation 1999 Yearbook*,™ Ibbotson Associates, Chicago (annually updates work by Roger G. Ibbotson and Rex A. Sinquefeld). Used with permission. All rights reserved.

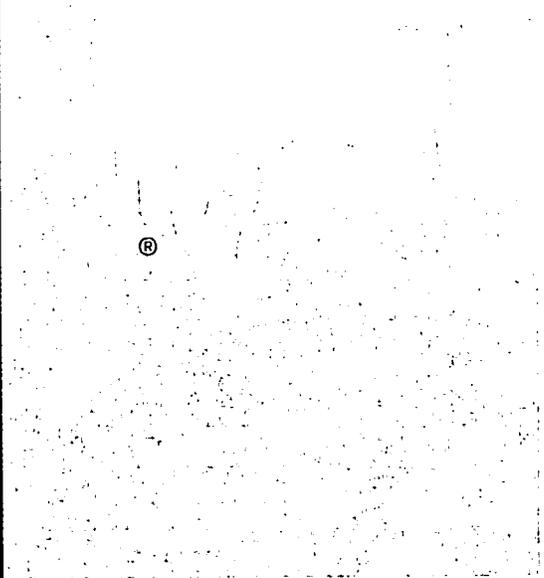
10/02/2002TAP



**FUND PROFILE**

**DREYFUS  
STRATEGIC  
INCOME**

A bond  
mutual fund



4070272002TAB

# United States Patent Office

676,125  
Registered Mar. 24, 1959

## PRINCIPAL REGISTER Service Mark

Ser. No. 48,974, Filed Apr. 3, 1958



The Dreyfus Fund Incorporated (Maryland corporation)  
50 Broadway  
New York 4, N. Y.

For: FINANCIAL SERVICE—NAMESLY, INVEST-  
ING THE FUNDS OF OTHERS—in CLASS 102.  
First use on or about Mar. 1, 1957; in commerce on or  
about Mar. 1, 1957; on or about May 15, 1952, exclusive  
of the representation of the lion.  
Owner of Reg. No. 638,192.

10/02/2002TAB

# United States Patent Office

712,289  
Registered Mar. 7, 1961

## PRINCIPAL REGISTER Service Mark

Ser. No. 94,277, Filed Apr. 4, 1960



The Dreyfus Fund Incorporated (Maryland corporation)  
2 Broadway  
New York 4, N.Y.

For: FINANCIAL SERVICES—NAMELY, INVEST-  
ING THE FUNDS OF OTHERS—in CLASS 102.  
First use Feb. 20, 1958; in commerce on or about Feb.  
20, 1958.  
Owner of Reg. Nos. 638,192, and 676,125.

# United States Patent Office

804,414  
Registered Feb. 22, 1966

## PRINCIPAL REGISTER Service Mark

Ser. No. 217,023, filed Apr. 21, 1965



The Dreyfus Fund, Incorporated (Maryland corporation)  
2 Broadway  
New York, 4, N.Y.

For: FINANCIAL SERVICES—NAMELY, INVEST-  
ING THE FUNDS OF OTHERS—in CLASS 102.  
First use Mar. 30, 1958; in commerce Mar. 30, 1958.  
Owner of Reg. Nos. 638,192, 676,125, and 712,289.

F. GILMORE, *Examiner.*

30/02/2002TAD

40/62/2000TTAB

Int. Cl.: 36

Prior U.S. Cl.: 102



Reg. No. 1,864,914

**United States Patent and Trademark Office** Registered Nov. 29, 1994

**SERVICE MARK  
PRINCIPAL REGISTER**



DREYFUS SERVICE CORPORATION (NEW  
YORK CORPORATION)  
200 PARK AVENUE  
NEW YORK, NY 10166

FOR: FINANCIAL AND INVESTMENT  
SERVICES IN THE FIELD OF MUTUAL  
FUNDS AND OTHER INVESTMENT PROD-  
UCTS. IN CLASS 36 (U.S. CL. 102).

FIRST USE 1-1-1978; IN COMMERCE  
1-1-1978.

SER. NO. 74-371,972, FILED 3-18-1993

PATRICIA HORRALL, EXAMINING ATTOR-  
NEY

Int. Cl.: 36

Prior U.S. Cl.: 102

Reg. No. 1,851,680

United States Patent and Trademark Office Registered Aug. 30, 1994

**SERVICE MARK  
PRINCIPAL REGISTER**



DREYFUS SERVICE CORPORATION (NEW  
YORK CORPORATION)  
200 PARK AVENUE  
NEW YORK, NY 10166

FOR: FINANCIAL AND INVESTMENT  
SERVICES IN THE FIELD OF MUTUAL  
FUNDS AND OTHER INVESTMENT PROD-  
UCTS, IN CLASS 36 (U.S. CL. 102).

FIRST USE 1-1-1978; IN COMMERCE  
1-1-1978.

OWNER OF U.S. REG. NO. 712,289.

SER. NO. 74-371,971, FILED 3-18-1993.

PATRICIA HORRALL, EXAMINING ATTOR-  
NEY

Int. Cl.: 36

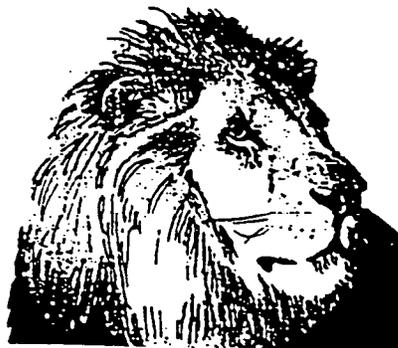
Prior U.S. Cls.: 100, 101 and 102

United States Patent and Trademark Office

Reg. No. 2,584,340

Registered June 25, 2002

SERVICE MARK  
PRINCIPAL REGISTER



DREYFUS SERVICE CORPORATION (NEW  
YORK CORPORATION)  
200 PARK AVENUE  
NEW YORK, NY 10166

FOR: FINANCIAL AND INVESTMENT SERVI-  
CES, NAMELY, MUTUAL FUND BROKERAGE,  
STOCK, BOND AND OPTIONS BROKERAGE, MU-  
TUAL FUND MANAGEMENT, FINANCIAL AC-  
COUNT MANAGEMENT, INCLUDING ASSET  
ALLOCATION AND WRAP ACCOUNT MANAGE-  
MENT SERVICES, FINANCIAL PLANNING SERVI-

CES, AND FINANCIAL CONSULTATION  
SERVICES PROVIDED TO INVESTMENT PROFES-  
SIONALS, IN CLASS 36 (U.S. CLS. 100, 101 AND 102).

FIRST USE 8-0-1998; IN COMMERCE 8-0-1998.

THE STIPPLING IN THE DRAWING IS FOR  
SHADING PURPOSES ONLY.

SER. NO. 75-894,670, FILED 1-13-2000.

ZHALEII DELANEY, EXAMINING ATTORNEY

10/02/0002TTAB

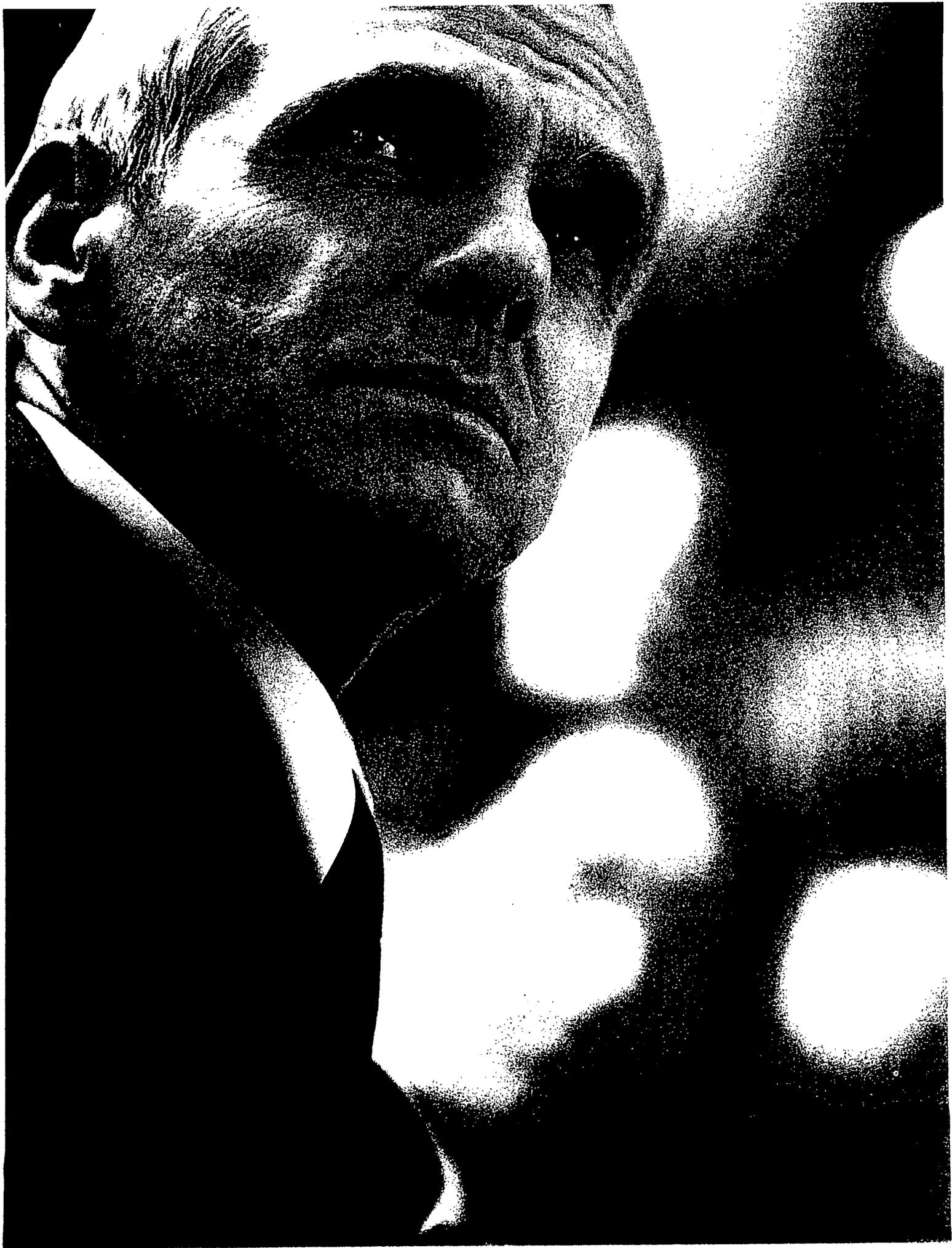
# EXHIBIT B

THE HARRIS

WEALTH MANAGEMENT SOLUTIONS



For the Way You Want to Live





4076979000TTIA

Success brings unique challenges

Let us introduce you

to our team of committed professionals

with all the knowledge, technology, tools and resources

to provide you with the right solution.

For an extensive range of

comprehensive wealth management solutions

designed to enhance the quality of your life,

it's all right here.

Talk with The Harris.



19/09/09

- Mutual Funds
- Stock Options
- Restricted Stock
- Wealth Transfer Services
- Direct Investing
- Full Service Investing
- Investment Management
- Financial Planning
- Cash Management
- Bank Accounts
- 401(k)
- IRA
- 529 Plans
- Taxes
- Trust Services
- Residential Lending
- Custom Credit and Lending
- Estate Administration Services

Let The Harris put it all together for you. At The Harris we've been helping people like you — successful families and individuals — achieve their wealth management goals for more than a century. We understand the way you live and the unique challenges you face. And we know what it takes to meet those challenges. From access to specialists such as Investment Consultants and Financial Planners to advanced tools and research for direct investing to highly specialized private banking and trust services, we offer everything you need to create a financial strategy that works for you now and at every stage of your life.

<sup>†</sup>Securities offered through Harris Investor Services, LLC.

<sup>\*</sup>Offered through Harris Private Bank

10/02/99



## WELCOME TO WEALTH MANAGEMENT WITH A DIFFERENCE

You will find that we take a distinctly different approach to wealth management. We recognize that you face an ever evolving set of financial challenges — family life, business matters, investments, retirement, wealth transfer solutions, and dozens of other complex considerations. Rather than offering pre-set solutions, we provide you with access to a full suite of wealth management services that you can customize depending on your particular needs. And as your circumstances change, you can add new services or eliminate those you no longer require.



## FOUNDED ON THREE DISTINCT BUSINESSES

Our wealth management approach brings together the products and services of *Harrisdirect*, our direct investing business with its award-winning Web site, Harris AdvantEdge Investing, our unique fee-based, full-service offering and Harris Private Bank, our century-old provider of private banking, trust and investment services.

The wealth management professionals from each of these distinct businesses are available to help you customize an individual strategy that fits into your present lifestyle and future plans. They have the knowledge, resources and expertise to help make your financial life easier and more rewarding.

Wealth management at The Harris is all about flexibility and choice. Tailor-made solutions for the way you want to live. If you are currently a client of The Harris, whether through Harris *direct*, Harris AdvantEdge Investing or Harris Private Bank, we believe you will appreciate the opportunity to integrate our wealth management services into your personal financial strategy. But regardless of how you've been introduced to The Harris, you are sure to benefit from the added convenience and confidence that comes from having all of your wealth management needs handled by a family of trusted financial professionals.

10/02/2002TAS

Managing wealth for over a century. The Harris has been helping people manage their financial assets for over a century. We work with individuals, families, heirs, and advisors to help accomplish their goals of managing wealth. Our heritage as a family business remains with us today, through our deep appreciation for the complex personal and financial issues of wealth creation and wealth management. The Harris is part of the Bank of Montreal Group of Companies, one of the largest banks in North America. As a globally positioned leader in financial services, Bank of Montreal combines institutional discipline and personal professionalism with a **solutions-based approach to help our clients realize their financial potential.**

Three leading services work together in our unique approach to wealth management. To manage your wealth the way you prefer, The Harris offers you access to three complementary services that can work together or individually. Because everyone is unique in the way they approach the management of their money, The Harris provides the following key areas of wealth management experience to cover the entire spectrum of wealth management solutions.

**THE HARRIS**

Invest for yourself

**Harrisdirect**

Direct investing with powerful global and independent asset managers. Call 1-800-545-4444 or visit [www.harrisdirect.com](http://www.harrisdirect.com)

Work with a personal investment professional

**Harris AdvantEdge Investing**

Full-service, fee-based investing with a focus on sound, long-term investment.

Access a full range of private banking services

**Harris Private Bank**

Private banking, trust and investment services from an elite financial institution.

**THE HARRIS OFFERS YOU:**

- Personalized advice for your unique and complex needs
- Integrated solutions to meet your financial challenges
- Ongoing monitoring of your plan and its implementation
- Powerful tools to help you manage your investments
- Leading-edge technology for account access



Let The Harris show you the unique benefits of integrated wealth management services.

With our comprehensive suite of premier services, The Harris helps you develop and achieve your individual wealth management objectives — for the way you want to live.

WORK WITH A PERSONAL  
INVESTMENT PROFESSIONAL



*"While I've always considered myself a self-directed investor, my retirement account has grown to the point where I feel I could benefit from a professional advisor. I still plan on continuing to manage a portion of my funds directly. For the rest of my money I want an investment professional who is paid for his or her services and not compensated based on the securities I buy."*

## Harris AdvantEdge Investing.

Full-service, fee-based investing.

Harris AdvantEdge Investing provides a full-service, fee-based

brokerage investing relationship

with a skilled professional. Your

Investment Consultant will begin

by listening, then create an asset

allocation strategy customized to

meet your needs and objectives.

The Investment Consultants at

Harris AdvantEdge are salary-based;

as a result, their primary objective

is the growth of your portfolio.

\$100,000 minimum initial investment.

AS A CLIENT OF HARRIS ADVANTEDGE INVESTING, YOU WILL BENEFIT FROM THE FOLLOWING:

- **Personal Advice:** A trusted relationship with a skilled, professional investment consultant.
- **Fee-based Program:** A fee-based brokerage relationship, without commissions.
- **Solid Research\*:** Investment recommendations based on comprehensive market research.
- **Retirement Planning:** Assistance with your retirement plan.
- **Online Access:** View your account holdings and performance.
- **Performance Reporting:** Detailed monthly statements and quarterly portfolio reviews, illustrating portfolio performance and objectives.
- **Written Service Agreement:** Personalized investment agreements committing to your investment strategy and service standards — in writing.



\*Research is provided by Harris Insight, a research unit of Harris Investor Services LLC's affiliate, Harris Trust and Savings Bank.



INVEST FOR YOURSELF



*"I am used to working with an investment professional to manage my portfolio but now that I can access independent research online, I'd like to take a more direct approach and manage some of my portfolio myself."*

**HARRISdirect.**

The direct approach to investment. Experience the difference of direct investing with the benefit of one of the industry's most highly-rated Web sites.

HARRISdirect provides self-directed investors with an award-winning trading platform, a broad range of investment options, high-powered planning tools and access to seven leading independent sources of research. Personalized service is available by telephone, online or in person.

No minimum investment required.

AS A CLIENT OF HARRISDIRECT,  
YOU WILL BENEFIT FROM THE FOLLOWING:

- **Wide Range of Investment Choices:** Select from over 8,000 stocks and over 9,500 mutual funds.
- **Leading Research:** Seven independent sources, including Credit Suisse First Boston and Standard and Poor's.
- **Real-Time News:** The industry's top providers, including Dow Jones Newswires<sup>SM</sup> and CBS MarketWatch.
- **\*MarketSpeed<sup>TM</sup>:** Investment management software that provides you with high-speed access to your investments.
- **Financial Planning:** An extensive array of online tools, including *Investment Planning* - Allows you to create an investment strategy, determine an asset allocation mix, view anticipated portfolio returns, and forecast future wealth.  
*Risk Manager* - Allows you to measure the risk of a single asset or your entire portfolio. You can identify securities that have the most risk, check your overall portfolio risk level, and compare your risk against major indices.
- **Retirement Planning:** Buy and sell securities within an IRA and other retirement accounts.
- **Around-the-Clock Service:** Access to investor service representatives 24 hours a day, 7 days a week, plus an expanded branch network of more than 20 Investment Centers around the country.
- **Service Options:** Two exclusive service levels — Preferred and Select — for those clients who expect more from their direct investing provider (The Preferred and Select Client Services require a \$100,000 and \$1,000,000 minimum in assets, respectively).

 **HARRISdirect**<sup>™</sup>

\*Market volatility and volume may delay system access and trade execution.

10/02/2002TTA



Success brings unique challenges. The Harris offers unique solutions.

At The Harris, we believe our integrated approach to wealth management is exactly what you need to manage the many financial rewards and responsibilities that come with success. We take the time to understand how your finances relate to your life and offer a full array of specialized products and services.

Our wealth management professionals are available to help you bring the necessary products and services together in a comprehensive financial strategy specifically tailored to the way you live today.

And as you approach each financial milestone — career advancement, business, marriage, children, grandchildren, retirement — we offer the flexibility and specialized resources for adapting your plan to reflect your changing circumstances.

All the while, you have the confidence and convenience of working with various service providers within a single, reliable organization that has earned the trust of successful families and individuals for more than 100 years.

19/09/2009 09:11:10

- ††Mutual Funds
- ††Stock Options
- ††Restricted Stock
- \*Wealth Transfer Services
- †Direct Investing
- †Full Service Investing
- \*Investment Management
- \*Financial Planning
- \*Cash Management
- \*Bank Accounts
- †\*401(k)
- ††IRA
- †529 Plans
- \*Taxes
- \*Trust Services
- \*Residential Lending
- \*Custom Credit and Lending
- \*Estate Administration Services

†Securities offered through Harris Investor Services, LLC.

\*Offered through Harris Private Bank

Solutions



40/02/0002TAB

Int. Cl.: 36

Prior U.S. Cl.: 102

United States Patent Office

Reg. No. 1,008,229

Registered Apr. 1, 1975

**SERVICE MARK**

Principal Register



Harris Trust & Savings Bank (Illinois corporation)  
111 W. Monroe St.  
Chicago, Ill. 60690

For: BANKING SERVICES, in CLASS 102 (INT. CL. 36).

First use Feb. 14, 1973; in commerce Feb. 14, 1973.

Applicant disclaims the word "Bank" apart from the mark as shown.

Owner of Reg. Nos. 692,559, 753,868, and 910,784.

Ser. No. 453,015, filed Mar. 30, 1973.

19/02/2002TAB

**Int. Cl.: 36**

**Prior U.S. Cls.: 100, 101 and 102**

**Reg. No. 2,182,559**

**United States Patent and Trademark Office**

**Registered Aug. 18, 1998**

**SERVICE MARK  
PRINCIPAL REGISTER**



**HARRIS TRUST AND SAVINGS BANK (ILLI-  
NOIS CORPORATION)  
111 WEST MONROE STREET  
CHICAGO, IL 606900755**

**FIRST USE 2-14-1973; IN COMMERCE  
2-14-1973.  
OWNER OF U.S. REG. NOS. 1,008,229, 1,459,540  
AND OTHERS.**

**FOR: BANKING SERVICES, IN CLASS 36  
(U.S. CLS. 100, 101 AND 102).**

**SER. NO. 75-382,143, FILED 10-30-1997.  
JENNIFER KRISP, EXAMINING ATTORNEY**