

ESTTA Tracking number: **ESTTA591580**

Filing date: **03/10/2014**

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

Proceeding	91195327
Party	Defendant Hard Candy, LLC
Correspondence Address	GABRIEL GROISMAN COFFEY BURLINGTON 2699 SOUTH BAYSHORE DRIVE PENTHOUSE MIAMI, FL 33133 UNITED STATES ggroisman@coffeyburlington.com, nsalas@coffeyburlington.com
Submission	Testimony For Defendant
Filer's Name	Gabriel Groisman
Filer's e-mail	ggroisman@coffeyburlington.com
Signature	/s/ Gabriel Groisman
Date	03/10/2014
Attachments	Depo of Jerome Falic.pdf(359549 bytes) Opp. Ex. A.pdf(258350 bytes) Opp. Ex. B.pdf(191159 bytes) Opp. Ex. C.pdf(75748 bytes) Opp. Ex. D.pdf(316605 bytes) Opp. Ex. E.pdf(314855 bytes) Opp. Ex. F.pdf(80702 bytes) Opp. Ex. G.pdf(300669 bytes) Opp. Ex. H.pdf(254890 bytes) App. Ex. 1.pdf(227051 bytes) App. Ex. 2.pdf(227224 bytes) App. Ex. 3.pdf(305010 bytes) App. Ex. 4.pdf(1172626 bytes) App. Ex. 5.pdf(1406035 bytes) App. Ex. 6.pdf(48148 bytes) App. Ex. 7.pdf(134506 bytes) App. Ex. 8.pdf(1139428 bytes) App. Ex. 9.pdf(447615 bytes) App. Ex. 10.pdf(90951 bytes) App. Ex. 11.pdf(251103 bytes) App. Ex. 12.pdf(381638 bytes) App. Ex. 13.pdf(446205 bytes)

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

3
4 In Re: Application Serial Nos. 77700559 and 77700557 for
5 the Marks: Hard Candy
6 Published in the Official Gazette: 02/16/09

7
8
9 Opposition No. 91195327

10
11 HardCandy Cases, LLC,

12
13 Opposer,

14 -vs-

15
16 Hard Candy, LLC,

17
18 Applicant.

19 DEPOSITION OF

20 JEROME FALIC

21
22 Wednesday, February 12, 2014
23 1:21 p.m. - 3:42 p.m.

24
25 2699 South Bayshore Drive, Penthouse
Miami, Florida 33133

Reported By:

Sharon Ambersley, Certified Court Reporter
Notary Public, State of Florida
Network Reporting Corporation
Phone: 888.358.8188
305.358.8188

- - -

1 APPEARANCES:

2 On behalf of the Opposers:

3 STUART J. WEST, ESQUIRE (via telephone)
4 WEST & ASSOCIATES, PC
5 1255 Treat Boulevard
6 Walnut Creek, CA 9459733143

7 On behalf of the Applicant:

8 KEVIN C. KAPLAN, ESQUIRE
9 COFFEY BURLINGTON
10 2699 South Bayshore Drive
11 Penthouse
12 Miami, FL 33133

13 I N D E X

14 WITNESS: DIRECT CROSS REDIRECT RECROSS

15 JEROME FALIC

16 By Mr. Kaplan 4

17 By Mr. West

18

19

20

21

22

23

24

25

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

- - -
E X H I B I T S M A R K E D
- - -

OPPOSER'S EX. A	41
OPPOSER'S EX. B	41
OPPOSER'S EX. C	44
OPPOSER'S EX. D	44
OPPOSER'S EX. E	50
OPPOSER'S EX. F	50
OPPOSER'S EX. G	57
APPLICANT'S EX. 1	10
APPLICANT'S EX. 2	13
APPLICANT'S EX. 3	15
APPLICANT'S EX. 4	19
APPLICANT'S EX. 5	21
APPLICANT'S EX. 6	23
APPLICANT'S EX. 7	24
APPLICANT'S EX. 8	26
APPLICANT'S EX. 9	27
APPLICANT'S EX. 10	30
APPLICANT'S EX. 11	31
APPLICANT'S EX. 12	32
APPLICANT'S EX. 13	38

All exhibits retained by Mr. Kaplan

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

P R O C E E D I N G S

- - -

Deposition taken before Sharon Ambersley,
Certified Court Reporter and Notary Public in and
for the State of Florida at Large, in the above
cause.

- - -

Thereupon,

Jerome Falic

Having been first duly sworn or affirmed, was
examined and testified as follows:

DIRECT EXAMINATION

MR. KAPLAN: Okay. We're on the record. I'm
Kevin Kaplan from Coffey Burlington for the
Applicant, Hard Candy, LLC.

MR. WEST: Stuart West from West and
Associates appearing on behalf of Opposer for
HardCandy Cases.

BY MR. KAPLAN:

Q Mr. Falic, can you state your name, please,
and spell it for the record?

A Jerome Falic, J-E-R-O-M-E, last name, F as in
Frank, A-L-I-C.

Q Mr. Falic, what is your position at Hard
Candy, LLC?

1 A I'm the chief executive officer.

2 Q I may refer to Hard Candy, LLC during the
3 course of this testimony as Hard Candy or the company.
4 Is that okay with you?

5 A Yes.

6 Q And where did you attend college?

7 A University of Miami.

8 Q Let me ask you a little bit about the
9 background of Hard Candy, LLC. When was the company
10 formed?

11 A Approximately five or six years ago.

12 Q Who are the founders of the company?

13 A My brothers and I.

14 Q What are your brothers' names?

15 A Simon and Leon.

16 Q What is the business of Hard Candy, LLC?

17 A Hard Candy, LLC develops and licenses various
18 products.

19 Q And has that been the business of Hard Candy,
20 LLC since it was formed?

21 A Yes.

22 Q There is also a trademark called Hard Candy;
23 is that correct?

24 A Correct.

25 Q How long have you been involved with the

1 trademark?

2 A We bought the trademark approximately ten or
3 12 years ago.

4 Q Who is involved now in running the Hard Candy
5 company?

6 A Besides myself?

7 Q Correct.

8 A Neal Seideman.

9 MR. WEST: I'm sorry. Can I just interrupt
10 for just one second? Can I ask Mr. Falic to speak
11 up just a little bit?

12 MR. KAPLAN: Sure.

13 THE WITNESS: Sure.

14 BY MR. KAPLAN:

15 Q Just to repeat my question. In addition to
16 you, Mr. Falic, who is involved in running the company?

17 A Neal Seideman.

18 Q Just spell Mr. Seideman's name for the record,
19 please.

20 A N-E-L (sic) and the last name is S-E-I-D-M-A-N
21 (sic).

22 Q Is it N-E-I-L?

23 THE WITNESS: N-E-A-L.

24 BY MR. KAPLAN:

25 Q What's his title?

1 A He is an executive vice president with us.

2 Q What is your job? What are your
3 responsibilities as CEO at Hard Candy now?

4 A I'm in touch mostly with Neal Seideman on a
5 daily basis to get daily updates.

6 Q And how long has Mr. Seideman been involved in
7 the company?

8 A Approximately three years.

9 Q Before Mr. Seideman became involved, what were
10 your responsibilities as CEO?

11 A I was involved in doing most of the work on a
12 day-to-day basis with the team.

13 Q Now can you explain to me in a little more
14 detail what the business of Hard Candy is?

15 A Hard Candy today has a very extensive cosmetic
16 and fragrance brand in all -- almost all Walmart doors
17 throughout the U.S. and Canada. Hard Candy also has
18 other categories such as sunglasses, cosmetic bags and
19 apparel all across Walmart doors.

20 Q In the beginning when the company was formed,
21 what type of products was it involved with?

22 A It start in cosmetics and fragrances.

23 Q And has the scope of the product line
24 expanded?

25 A Yes.

1 Q What other types of products does Hard Candy
2 now market and sell?

3 A All type of apparel, cosmetic bags,
4 sunglasses, as well as some iPhone cases and iPad
5 cases.

6 Q And you mentioned Walmart, when did Hard Candy
7 first begin to sell its products in Walmart?

8 A I think we first shipped in 2008.

9 Q All right. Now you let me ask you this. Have
10 you ever heard of a company called Hard Candy Cases,
11 LLC?

12 A Yes.

13 Q What's your understanding of HardCandy Cases,
14 LLC's business?

15 A All I have seen were some cases that they make
16 for iPhones and iPads.

17 Q Did you ever speak to anyone at HardCandy
18 Cases prior to this legal proceeding?

19 A Yes.

20 Q What about?

21 A We had spoken one -- a couple -- I think a
22 couple of times. I don't recall who, but it was several
23 years ago -- a couple of years ago, and we spoke about
24 coexisting, a coexisting license for some type of
25 minimal royalty.

1 Q Was any agreement reached between Hard Candy
2 and HardCandy Cases?

3 A No.

4 MR. KAPLAN: All right. Let me show you what
5 I'm marking as Applicant's Exhibit 1. For the
6 record it's a copy of a trademark service mark
7 application, serial number 77700559.

8 (Applicant's Exhibit No. 1 was marked for
9 identification.)

10 BY MR. KAPLAN:

11 Q Can you please take a look at that document,
12 Mr. Falic, and let me know when you've had a chance to
13 look through it.

14 A Okay.

15 Q If you would, turn to the second to the last
16 page.

17 A Okay.

18 Q You see that it indicates that you signed this
19 document?

20 A Yes.

21 Q And is the date that you signed this document
22 March 26, 2009?

23 A That's correct.

24 Q It says that your position was chief executive
25 officer at the time, was it?

1 A Correct. That's correct.

2 Q And according -- if you turn back one page it
3 indicates that the filing date was March 27, 2009. Do
4 you see that?

5 A Yes.

6 MR. WEST: We're going to object to this
7 because it's related to an application no longer at
8 issue subject to your specific request to withdraw.

9 MR. KAPLAN: That's correct.

10 BY MR. KAPLAN:

11 Q Take a look at the last page of the
12 application.

13 A Yes.

14 Q It says Hard Candy. What is that?

15 A That's one of our logos.

16 Q Now the -- back to the page that we were
17 looking at with the filing date. Do you see that?

18 A Yes.

19 Q It says this application is an international
20 class 009 for consumer electronics. What's your
21 understanding of the type of goods that covers?

22 MR. WEST: Objection. Calls for legal
23 conclusion.

24 BY MR. KAPLAN:

25 Q You can answer.

1 A Radios, clocks and electronic equipment.

2 Q Now at the time that Hard Candy filed this
3 application and you signed it, did Hard Candy have an
4 intent to use its Hard Candy trademark in the category
5 of consumer electronics?

6 A Yes.

7 MR. WEST: Objection. Calls for legal
8 conclusion.

9 THE WITNESS: Yes.

10 BY MR. KAPLAN:

11 Q Now as counsel's pointed out, this application
12 has been withdrawn; is that your understanding?

13 A Yes.

14 Q Does Hard Candy make a practice of filing
15 trademark applications it does not intend to use?

16 A No.

17 Q Why was this application withdrawn as you
18 understand it?

19 A As the time evolved with our brand, we came to
20 realize it could be a very long time before we bring out
21 electronics, so we decided to withdraw at this time.

22 Q Is it common for Hard Candy to withdraw an
23 application once it realizes it's not going to use the
24 mark with respect to a specific type of goods?

25 A No.

1 (Applicant's Exhibit No. 2 was marked for
2 identification.)

3 BY MR. KAPLAN:

4 Q Let me hand you what I'm marking as Exhibit 2,
5 which is another trademark application under serial
6 number 777005557. Is this an application that you
7 signed as well, Mr. Falic?

8 A Yes.

9 Q And, again, you signed this application as the
10 CEO of Hard Candy, LLC?

11 A Correct.

12 Q What is the date you signed?

13 A March 26, 2009.

14 Q And is this the same mark that we looked at on
15 the prior application?

16 A Same logo.

17 Q Same logo?

18 A Yes.

19 Q Now this application, if you turn back a
20 page -- there you are -- says it's international class
21 18 leather goods and purses. What's your understanding
22 of the type of goods that covers?

23 A Exactly like it's written; leather goods,
24 purses, handbags.

25 Q The application reads intent to use. The

1 applicant has bona fide intention to use or use through
2 the applicant's related company or licensee the mark in
3 commerce on or in connection with the identified goods
4 and/or services. What do you understand bona fide to
5 mean?

6 A It means good faith.

7 Q Did Hard Candy have a bona fide intention to
8 use the mark in connection with leather goods and
9 purses?

10 MR. WEST: Objection. Calls for legal
11 conclusion.

12 BY MR. KAPLAN:

13 Q Okay. Let me finish the question, if you
14 don't mind. Did Hard Candy have a bona fide intent to
15 use the mark in connection with leather goods and purses
16 when you signed and filed this application in March
17 of 2009?

18 MR. WEST: Objection is renewed.

19 THE WITNESS: Absolutely.

20 BY MR. KAPLAN:

21 Q How did Hard Candy intend to use the mark in
22 connection with leather goods and purses when this
23 application was filed?

24 A To create a line of leather goods and purses
25 to sell into and to add into the categories that we

1 carry at Walmart.

2 Q Can you tell me generally what steps Hard
3 Candy took to use the mark in connection with leather
4 goods and purses?

5 A We had created some diagrams, some samples,
6 that we did take over to Walmart and we presented it to
7 the various buyers at Walmart.

8 Q When were those steps first taken by Hard
9 Candy?

10 A I don't have the exact dates here.

11 Q As of the date the application was filed in
12 March of 2009, had Hard Candy taken any of those steps
13 you described?

14 A It was definitely around that date.

15 Q And has Hard Candy continued to take steps to
16 use the mark in connection with leather goods and purses
17 since the time this application was filed?

18 A Yes.

19 MR. KAPLAN: Let me show you what I'm marking
20 as Exhibit 3.

21 (Applicant's Exhibit No. 3 was marked for
22 identification.)

23 BY MR. KAPLAN:

24 Q For the record, this is an e-mail Bates
25 stamped HC57 to 63. Mr. Falic, please take a look at

1 this document and let me know if you can identify it.

2 A Yes.

3 Q What is it?

4 A This is an e-mail that I received from Debra
5 Restler from Beanstalk Company.

6 Q What's the date of the e-mail?

7 A February 3rd, 2009.

8 Q What is Beanstalk -- the Beanstalk Group?

9 A Beanstalk is company that helps develop brands
10 that want to license varies products into various
11 retailers. They connect the licensors and the
12 retailers.

13 Q So this e-mail came before the date the
14 application was filed?

15 A Correct.

16 Q The e-mail says, Dear Jerome. It was a
17 pleasure seeing you last week. Had you met with the
18 Beanstalk Group before the date of this e-mail?

19 A Yes.

20 Q Where did you meet with them?

21 A In their offices in New York.

22 Q The e-mail also says after all of our phone
23 calls and e-mails. What calls and e-mails had you had
24 with the Beanstalk Group?

25 A We had a few phone calls and e-mails in

1 exchange regarding the Hard Candy brand.

2 Q Were the e-mails before the date of the
3 meeting? Were the calls and e-mails before you met?

4 A Yes.

5 Q For how long have you been calling and
6 e-mailing with the Beanstalk Group before you met the
7 week before February 3rd, 2009?

8 A It had to be several weeks.

9 Q Now the e-mail references and attached
10 licensing representation proposal, is that attached?

11 A Yes.

12 Q What did you understand the proposal to be?

13 MR. WEST: Objection. The document speaks for
14 itself.

15 BY MR. KAPLAN:

16 Q You can answer, sir.

17 A Okay. The proposal was for them to help me
18 develop -- to help us develop Hard Candy, various
19 products of Hard Candy through a licensing program that
20 it would help me take directly -- direct to retail.

21 Q Did the products include handbags and purses?

22 A Yes.

23 MR. WEST: Objection. The document speaks for
24 itself.

25

1 BY MR. KAPLAN:

2 Q Sir, in the course of your calls, e-mails, and
3 meetings with Beanstalk Group, did you discuss handbags
4 and purses among the products under consideration?

5 A We discussed leather handbags, purses and many
6 other categories.

7 Q Why did Hard Candy want this licensing
8 proposal from the Beanstalk Group?

9 A We were seeking what was the best way to go
10 out and develop the brand into a lifestyle brand, so we
11 were given this name of this company, Beanstalk. That
12 was it.

13 Q You said lifestyle brand. What do you mean
14 you by that?

15 A Lifestyle brands are the brands that various
16 retailers are taking in today where they expand one of
17 their brands into various categories and they go into
18 leather goods, jewelry, handbags, watches, and so on.

19 Q What role, if any, did Beanstalk play in
20 developing Hard Candy's relationship with Walmart?

21 A We did not engage them. We didn't hire them.

22 MR. KAPLAN: Let me show you what I'm going to
23 mark as Exhibit 4. And, Mr. West, unless you have
24 an issue, I will just move all the exhibits into
25 evidence at the close of my questioning.

1 MR. WEST: That's fine.

2 (Applicant's Exhibit No. 4 was marked for
3 identification.)

4 BY MR. KAPLAN:

5 Q For the record, Exhibits 4 is an e-mail and
6 attachment Bates stamped HC64 to 75. Take a look at
7 this document, Mr. Falic, and let me know if you can
8 identify it.

9 A This is an e-mail I received from Stu Dolleck
10 from Nu World Cosmetics -- Nu World Beauty, on
11 October 7, 2009.

12 Q What is Nu World Beauty?

13 A Nu World Beauty is a company that manufactures
14 and distributes and licenses various cosmetic products.

15 Q Okay. Again for the record, Nu World is N-U
16 World. Now what work was Nu World doing with Hard Candy
17 at the time of this e-mail?

18 A Nu World is a licensee -- was and still is a
19 licensee of Hard Candy Cosmetics and they -- and this
20 e-mail in particular was to start work on -- to start
21 work on presenting Walmart with various other
22 accessories, such as handbags and leather goods. And
23 you can see here various other products, home goods,
24 sunglasses, watches, et cetera.

25 Q You are referring to the attachments to the

1 e-mail?

2 A Yes.

3 Q All right. What are the attachments?

4 A There is, again, handbags, purses, leather
5 goods. There is some cosmetics in there. There is
6 candles, jewelry, sunglasses, bath products, let me see
7 here, stationery and apparel and many of these were
8 actually produced.

9 Q When you say that you were referring to the
10 representation of handbags and purses, can you identify
11 the page number where you see those?

12 A HC000065.

13 Q Who prepared these images?

14 A These were rough concepts done by Nu World and
15 they could have been done together with Allegro as well.

16 Q You said Allegro?

17 MR. WEST: I didn't hear that.

18 BY MR. KAPLAN:

19 Q He said Allegro. That's A-L-L-E-G-R-O. Who
20 is Allegro?

21 A Allegro was a licensee of Hard Candy which
22 produced and sold into Walmart cosmetic bags at the
23 time.

24 Q Mr. Dolleck's e-mail and that's,
25 D-O-L-L-E-C-K, says these are strictly for discussion to

1 give them a feel for the depth of the brand. Who did
2 you understand the "them" to be, Mr. Falic?

3 A Walmart.

4 (Applicant's Exhibit No. 5 was marked for
5 identification.)

6 Q Let me show you what I have marked as Exhibit
7 No. 5. For the record, this is an e-mail Bates stamped
8 HC40 to 56 including attachments. Sir, please review
9 this document and let me know if you can identify it.

10 A Yes, I can.

11 Q What is it?

12 A It's an e-mail I received from Diana Ruth from
13 Nu World from Stu Dolleck's office.

14 Q What's the date of the e-mail?

15 A Sorry. May 24, 2010.

16 Q The subject reads lifestyle deck and the
17 e-mail says please see the attached Hard Candy lifestyle
18 deck. What does lifestyle deck mean?

19 A It's basically you put together a group of
20 concepts, ideas. You put them together, in this case,
21 with photographs to be able to make a presentation.

22 Q The attachment, is that the photographs you
23 are referring to?

24 A Yes.

25 Q What is the range of Hard Candy brand products

1 shown in the attached photographs?

2 A There are bath products, fragrances, apparel,
3 hats, shoes, handbags, leather goods, sunglasses,
4 jewelry, watches and some candles and some stationery.

5 Q And take a look at the page that's number
6 HC49.

7 MR. WEST: I'm sorry. Can you speak up?

8 BY MR. KAPLAN:

9 Q HC49.

10 A Okay.

11 Q What are those images of?

12 A These are leather goods and handbags.

13 Q Those have the Hard Candy logos and marks on
14 them?

15 A Correct.

16 Q Take a look at the next page, HC50 on the, I
17 guess if you are looking at the page right side up, what
18 is the picture on the top left?

19 A It's a leather case for sunglasses.

20 Q Does that have the Hard Candy on it?

21 A Yes, it does.

22 Q What was this deck to be used for?

23 A For presentation for Walmart.

24 Q For what purpose were the images of the
25 leather goods and purses included?

1 A To show Walmart how we can expand the brand
2 and lifestyle brand.

3 Q Did Hard Candy have an intent at that time to
4 include leather goods and purses as part of that line?

5 A Yes.

6 (Applicant's Exhibit No. 6 was marked for
7 identification.)

8 Q Let me show you what I'm marking as Exhibit 6.
9 This is the one-page document entitled Hard Candy
10 licensing term sheet, Bates numbered HC172. What is
11 this document, sir?

12 A It's Hard Candy licensing term sheet for -- to
13 produce cosmetic bags, cosmetic cases, and handbags.

14 Q You mentioned the name Allegro before and it
15 looks like Allegro is listed here as the licensee. Who,
16 again, is Allegro?

17 A Allegro is the company that made ready
18 cosmetic bags for Walmart and sold them; cosmetic bags,
19 cosmetic cases and they were also interested in doing
20 handbags as well for Walmart.

21 Q Do you know who the signatures at the bottom
22 of the documents are, just the parties?

23 A It's Nu World and Allegro.

24 Q What was this agreement or this licensing term
25 sheet for?

1 A It was to produce cosmetic bags, cosmetic
2 cases and handbags to distribute to Walmart.

3 Q In fact, if you look at the -- towards the top
4 of the term sheet, it says licensed articles shall
5 include -- can you read that?

6 A License articles -- yeah, shall include
7 cosmetic bags, cosmetic cases and handbags.

8 Q And those were the articles covered by the
9 license?

10 A Correct.

11 Q What did Allegro do?

12 A They created samples. They made diagrams,
13 created samples for our approval and then they showed
14 them to -- they presented them to Walmart.

15 Q Were there samples of leather goods and
16 purses?

17 A Yes.

18 (Applicant's Exhibit No. 7 was marked for
19 identification.)

20 Q I'm handing you what's been marked as Exhibit
21 7, Bates stamped -- it's an e-mail with an attachment
22 Bates stamped HC91 to 92. Can you identify this
23 document, sir?

24 A This is an e-mail I received from Alberto
25 Kamhazi from Supply 26 on August 2nd, 2011.

1 Q Kamhazi is K-A-M-H-A-Z-I. What is Supply 26?

2 A Supply 26 is a company that we used to -- that
3 goes out and manufactures various items from leather
4 bags, duffel bags, iPhone cases, iPad cases, and many
5 other products.

6 Q And you say "we", who do you mean?

7 A We -- I use within our various companies we
8 use them.

9 Q Does that include Hard Candy?

10 A In this case it was for Hard Candy.

11 Q And what was Supply 26 to do for Hard Candy?

12 A First to produce samples and then to produce
13 product.

14 Q Samples and product of what?

15 A Of iPad cases, leather iPad cases, and
16 iPhone cases.

17 Q What intent, if any, did Hard Candy have to
18 use its Hard Candy mark for cell phone and iPad cases?

19 A Every intent.

20 Q When, if ever, did Hard Candy take steps to
21 produce Hard Candy branded --

22 MR. WEST: I'm sorry, Counsel. You are fading
23 out.

24 MR. KAPLAN: Sorry.

25

1 BY MR. KAPLAN:

2 Q Let me try that again. When, if ever, did
3 Hard Candy take steps to produce Hard Candy branded cell
4 phone and iPad cases?

5 A Well, we -- according to here where we started
6 back with him -- with Alberto with Supply 26 in 2011.
7 We actually produced product in 2013.

8 Q Did Hard Candy intend to use the mark for cell
9 phone -- let me ask the question this way. Referring
10 specifically to the e-mail, it says attached you will
11 you find the conspiracy and FOB price for the PU iPad
12 case. Can you explain what that means?

13 A It's a picture for the leather iPad case.

14 Q By PU, what did you understand that to mean?

15 A I understood it to be a type of leather.

16 Q And then there is a photograph attached?

17 A Correct.

18 Q What does the photo show?

19 A It's a leather iPad case.

20 (Applicant's Exhibit No. 8 was marked for
21 identification.)

22 Q Let me show you what I'm marking as Exhibit 8.
23 That's an e-mail with attachment Bates stamped HC80 to
24 90. Can you identify this document, Mr. Falic?

25 A This is an e-mail I received from Alberto

1 Kamhazi on August 3rd, 2011.

2 Q Mr. Kamhazi is the same gentleman that sent
3 you the e-mail we just looked at?

4 A From Supply 26, yes.

5 Q This is a further e-mail from him?

6 A It's another e-mail for more options of more
7 iPhone and iPad cases with -- now with iPhone,
8 iPhone leather cases and some iPad leather cases.

9 Q You are referring to the pictures that are
10 attached to the e-mail?

11 A Correct.

12 Q What specifically do the pictures show?

13 A The various leather cases that they could make
14 for us and iPhone and iPad cases.

15 Q Was it Hard Candy's intent to use these cases
16 along with the Hard Candy mark?

17 A Yes.

18 MR. KAPLAN: Let me hand you the next exhibit,
19 which is marked Exhibit No. 9.

20 (Applicant's Exhibit No. 9 was marked for
21 identification.)

22 BY MR. KAPLAN:

23 Q This is an e-mail with attachments Bates
24 stamped HC93 to 97. Could you identify this?

25 A This is an e-mail I received from Alberto

1 Kamhazi from Supply 26 again on October 19, 2011.

2 Q And this e-mail is in Spanish, yes?

3 A Yeah, that's correct.

4 Q Can you give us your understanding of what it
5 said?

6 A Yes. It says, please look at the location of
7 the logo we put on the product. It was done by a simple
8 Photoshop just for me to see the size and the location.
9 It's very important that you tell us if we need to put
10 the white under the heart. I don't think you need to,
11 but I need your confirmation.

12 Q And there are some photographs that are
13 attached to the e-mail?

14 A Correct.

15 Q When he says white and refers to a heart, what
16 is he talking about, as you understood it?

17 A It was some part of the logo to put it down
18 below.

19 Q And the pictures, what do the pictures show?

20 A The pictures show the back of the iPhone and
21 iPad cases and covers with the Hard Candy logo on them.

22 Q When you say the Hard Candy logo, specifically
23 what are you referring to in the pictures?

24 A The way we have Hard Candy written with this
25 logo, which is the name drawn through a heart.

1 Q And that's -- these photos are black and
2 white. Is the heart colored?

3 A Yes.

4 Q What color?

5 A Kind of reddish or pinkish or it really -- we
6 have various -- we have gone through various logos.

7 Q Okay. And then the background of the logo
8 here is white?

9 A Right.

10 Q What was the status of the work that Supply 26
11 was doing as of this time?

12 A What was the --

13 Q The status.

14 A We were still finalizing the exact product.

15 Q Okay. Did there come a time when Hard Candy
16 moved forward with the production of these cases?

17 A Yes.

18 Q When was that?

19 A Actually we went -- we did produce in 2013
20 some product.

21 Q Is that product being sold now?

22 A Yes.

23 MR. KAPLAN: All right. Let me show you what
24 I'm marking as Exhibit 10.

25

1 (Applicant's Exhibit No. 10 was marked for
2 identification.)

3 BY MR. KAPLAN:

4 Q This is an e-mail chain Bates stamped HC150 to
5 153. Take a look at that and let me know if you can
6 identify the document.

7 A This is an e-mail I received from Neal
8 Seideman on November 8, 2012.

9 Q What was your -- again, we mentioned Neal
10 Seideman's name a little bit earlier. Who is he and
11 what was his role? What is his role at Hard Candy?

12 A He runs the day-to-day operations at Hard
13 Candy.

14 Q Just for the record, Lori Maltz was a
15 secretary at our office and the person who printed out
16 the e-mail. What was your understanding of these
17 e-mails that were forwarded to you?

18 A This particular e-mail was an e-mail exchange
19 that he had with a company from Life Works and they
20 produce various iPhone and iPad, iPhone covers --
21 cases under Life Works brand and we were wanting -- he
22 was -- we were -- we had met them to see how we can move
23 forward for them to make the same thing with our Hard
24 Candy brand.

25 MR. KAPLAN: Let me show you what I'm marking

1 as Exhibit 11.

2 (Applicant's Exhibit No. 11 was marked for
3 identification.)

4 BY MR. KAPLAN:

5 Q HC138 to 143. Can you identify this document,
6 Mr. Falic?

7 A This is a document that I sent to Neal
8 Seideman on November 9, 2012.

9 Q What is the subject of the e-mails?

10 A Hard Candy cases.

11 Q You say to Mr. Seideman in your e-mail, can
12 you send me the renderings. What did you mean by
13 renderings?

14 A The pictures or the outlines design of the
15 products.

16 Q Are there renderings included in this e-mail
17 exchange?

18 A Yes.

19 Q Which page?

20 A On page HC000139.

21 Q Can you describe what's shown on that page?

22 A On the top there are iPad, iPad leather cases,
23 iPhone cases.

24 Q Why did Hard Candy want these renderings?

25 A Because we wanted to develop a line as part of

1 our assortment of the brand.

2 Q What happened with Life Works?

3 A We just never were able to move forward with
4 them.

5 Q Who did end up manufacturing the iPhone and
6 iPad cases? Was it Supply 26?

7 A No. We moved ahead. I actually had Nu World
8 work on it himself.

9 Q Okay. And Nu World was who again?

10 A He is our licensee of cosmetics.

11 MR. KAPLAN: All right, sir. Let me show you
12 what I'm marking as Exhibit 12.

13 (Applicant's Exhibit No. 12 was marked for
14 identification.)

15 BY MR. KAPLAN:

16 Q This is an e-mail with attachments Bates
17 stamped HC98 to 102. Can you identify this document?

18 A This is an e-mail that I received from Neal
19 Seideman on July 30, 2012 regarding Hard Candy
20 accessories. We had a weekly recap, so they would keep
21 me posted on what's going on almost on a weekly basis.

22 Q It includes an e-mail from someone named
23 Jordan, J-O-R-D-A-N, Pagonakis, P-A-G-O-N-A-K-I-S. Who
24 was that?

25 A It was a junior design person reporting to one

1 of the lead design persons at the time.

2 Q And he was Mr. -- Mr. or Ms., the employee
3 Pagonakis, was that an employee of Hard Candy?

4 A Of Hard Candy, yes.

5 Q And his e-mail talks about -- I'm looking at
6 the second full paragraph presenting to Walmart teams.
7 Do you see that?

8 A Yes.

9 Q What was your understanding of that?

10 A For one of the -- the upcoming meetings with
11 Walmart to present to them the range of products that we
12 were looking at.

13 Q The e-mail continues, over all the focus for
14 HC accessories is all about key items, with key items in
15 all capitals. HC, is that Hard Candy?

16 A Hard Candy, correct.

17 Q What did this mean as you understood it, key
18 items?

19 MR. WEST: Objection. Calls for speculation.

20 THE WITNESS: We were looking for the most
21 important categories under the accessory category
22 to extend Hard Candy in.

23 BY MR. KAPLAN:

24 Q And of course at the time you were CEO of Hard
25 Candy, correct?

1 A Correct.

2 Q Did you have as CEO an understanding of the
3 key items on which Hard Candy was focused on?

4 A Yes.

5 Q Did those items include what's depicted in the
6 pictures attached to this e-mail?

7 A Yes.

8 Q What do those pictures show?

9 A These are leather purses in the picture.

10 Q Were these pictures to be part of the product
11 line for Walmart?

12 A That's correct.

13 Q And then also attached to the e-mail is a
14 two-page document entitled weekly recap. Do you see
15 that?

16 A Yes.

17 Q That was a recap submitted to you as CEO of
18 Hard Candy?

19 A Correct.

20 Q Item two says suppliers. Do you see that?

21 A Yes.

22 Q It mentions accessory exchange and then in
23 parentheses it says bags, wristlets, SLGs and socks. Do
24 you see that?

25 A Yes.

1 Q What did you understand that to mean?

2 A This is someone who can produce the leather
3 bags, wristlets, which were also in the pictures there,
4 small leather purses, SLGs, and socks.

5 Q You refer back to the picture. Please turn to
6 that page HC100. Specifically which images are of the
7 wristlets?

8 A The first the one that stands out actually,
9 the big one that stands out.

10 Q That's the one at the bottom of the page?

11 A Yes.

12 Q Okay. There is a little strap attached. Is
13 that supposed to be around your wrist?

14 A It's around your wrist, a little leather purse
15 that goes around your wrist.

16 Q Now, paragraph three of the recap back on page
17 HC101 says Bentonville trip. Had there been a trip to
18 Bentonville?

19 A Various trips to Bentonville.

20 Q What is Bentonville? Who is located there?

21 A The Walmart headquarters.

22 Q Down below the second paragraph, under the
23 Bentonville trip, it says, met with Susan's team and
24 then in parentheses handbags, totes --

25 MR. WEST: I'm sorry, Counsel. All I can hear

1 is shuffling paper.

2 BY MR. KAPLAN:

3 Q I'm just reading from the document. It says
4 met with Susan's team and then in parentheses, handbags,
5 totes, SLGs. What was your understanding of that?

6 A Susan was one of the buyers in the category
7 and again, handbags -- leather handbags, totes and SLGs,
8 again, they're small leather goods.

9 Q Who has -- Susan was a Walmart buyer?

10 A That's correct.

11 Q Who had met with Susan?

12 A On this trip --

13 Q I just mean which company?

14 A Oh, Hard Candy. I'm sorry.

15 Q Does this refer to a meeting between Hard
16 Candy people and Walmart people related to handbags,
17 totes, and SLG?

18 A Correct.

19 Q Do you know if samples of the handbags and
20 purses were made at any time by Hard Candy?

21 A Yes.

22 Q Were samples given to Walmart; shown to
23 Walmart?

24 A They were shown to Walmart.

25 Q How were they shown to Walmart?

1 A In the meeting, in the meeting with them.

2 Q Why were samples of purses, handbags, and
3 leather goods made and shown to Walmart?

4 A Because we were looking to expand the brand
5 into a lifestyle brand.

6 Q Was the expanded brand to include handbags,
7 leather goods and purses?

8 A Yes.

9 Q Take a look at the next page of the document
10 HC102. Do you see there is a category, price points
11 underlined and it says SLGs \$10 and under and then below
12 that, handbags \$18.88?

13 A Yes.

14 Q Why were price points being set for handbags?

15 A To show them that we can hit their key price
16 points within each category of the handbags.

17 Q Does Hard Candy still intend to sell handbags,
18 purses, and leather goods?

19 A Yes.

20 Q What is the status of those efforts now?

21 A We did recently receive or we are showing some
22 sample purses from Allegro. We are still -- we still
23 continue our efforts to show Walmart, but in the
24 meantime we are looking to expand some of the handbags
25 into Duty Free America shops.

1 Q Has it been Hard Candy's intent since the
2 filing of the application we looked at, Exhibit 2 in
3 2009 to use the trademark in connection with leather
4 goods, purses and handbags?

5 A Yes.

6 MR. KAPLAN: All right. I move into evidence
7 what's been marked for identification as Exhibits 1
8 through 12. And I'm now going to mark one last
9 Exhibit 13.

10 (Applicant's Exhibit No. 13 was marked for
11 identification.)

12 MR. WEST: And we note that we object to the
13 introduction of this document specifically on the
14 grounds that previously the Court has ruled no
15 additional discovery may be provided by Hard Candy.

16 MR. KAPLAN: I understand the position. I'm
17 not certain as we sit here today whether or not
18 this was produced. I'm going to question the
19 witness about it. In any event, I understand your
20 objection.

21 MR. WEST: Okay. I'm fine with the
22 questioning continuing, noting my ongoing objection
23 with the relevance of this document.

24 MR. KAPLAN: It's not relevance. It's just
25 that it wasn't produced in discovery you are

1 saying, correct?

2 MR. WEST: Not a relevancy objection, no. I'm
3 noting that as there is an ongoing objection
4 regarding use of the document because it was not
5 produced during the discovery period --

6 MR. KAPLAN: Understood.

7 THE WITNESS: -- and that objection is lodged
8 with regards to all questions related to this
9 exhibit.

10 MR. KAPLAN: I understand.

11 BY MR. KAPLAN:

12 Q Mr. Falic, can you tell us what this document
13 is?

14 A This document shows various handbags and
15 leather goods. I'm showing basically a collection that
16 we can produce of Hard Candy for Walmart.

17 Q What was the -- what was the purpose of these
18 pages and the images shown on them?

19 A Just to show them the various designs that we
20 were able to come up with to bring this product category
21 into the assortment of the brand.

22 MR. KAPLAN: All right. I have no further
23 questions. Your witness, Mr. West.

24 MR. WEST: Okay. Can we take a quick five-,
25 10-minute break so we can get organized here and

1 you during this proceeding?

2 A Correct.

3 Q One moment. Turning now to Opposer's Exhibit
4 A.

5 (Opposer's Exhibit A was marked for
6 identification.)

7 BY MR. WEST:

8 Q You've seen this document before, correct?

9 A I don't know. Let me see. Yes.

10 Q And this is your original application for the
11 trademark Hard Candy for leather goods and purses?

12 A Yes.

13 MR. KAPLAN: This is the same as our
14 Exhibit 2, correct?

15 MR. WEST: It's identical to your exhibit.
16 Correct, Counsel.

17 MR. KAPLAN: Thank you.

18 (Opposer's Exhibit B was marked for
19 identification.)

20 BY MR. WEST:

21 Q And once again just confirm that the
22 application was executed by you on March 26, 2009?

23 A Correct.

24 Q Okay. Turning now to Opposer's B. Do you
25 recognize that document?

1 A Yes.

2 Q And do you recognize the name of the person
3 who executed the document?

4 A Yes.

5 Q And who is Mr. Manuel Valcacel, I believe it
6 is?

7 A He is our attorney.

8 Q And this document amends the description of
9 goods from your original description of leather goods
10 and modifies it to leather goods, namely, backpacks,
11 leather bags, suitcases, wallets, leather cases, leather
12 handbags, leather key chains, leather pouches, traveling
13 bags and purses, correct?

14 A Yes.

15 Q And this document was submitted or indicated
16 as submitted or signed on 3/17 -- I'm sorry, 12/17/2009?
17 Let me repeat that question. The document was signed by
18 Mr. Manuel Valcacel on 12/17/2009, correct?

19 A Yes.

20 Q Moving to Opposer's Exhibit 8. Do you
21 recognize that document?

22 A No.

23 Q And this document that you are looking at,
24 Opposer's Exhibit B, it lists the current application
25 for Hard Candy mark -- for the Hard Candy mark with the

1 goods, leather goods, namely, backpacks, leather bags,
2 suitcases, wallets, leather cases, leather handbags,
3 leather key chains, leather pouches, traveling bags and
4 purses, correct?

5 MR. KAPLAN: Objection. Document speaks for
6 itself. Lack of foundation.

7 THE WITNESS: Yes.

8 BY MR. WEST:

9 Q Does the document accurately reflect the
10 current description of the goods and services on the
11 pending application serial number 77700557.

12 MR. KAPLAN: Objection. Calls for legal
13 conclusion. Lack of foundation.

14 THE WITNESS: I don't know the numbers you
15 gave me, so I don't know.

16 BY MR. WEST:

17 Q To repeat the numbers, 77700557.

18 MR. KAPLAN: What's the question?

19 MR. WEST: The question is still pending,
20 Counsel.

21 BY MR. WEST:

22 Q Does the document accurately reflect the
23 current status of the Hard Candy trademark application
24 serial number 77700557 for the goods stated as leather
25 goods; namely, backpacks, leather bags, suitcases,

1 wallets, leather cases, leather handbags, leather key
2 chains, leather pouches, traveling bags and purses?

3 MR. KAPLAN: Same objections.

4 THE WITNESS: I don't know if I saw that
5 reference number. I don't remember the numbers.
6 The number you read to me, I don't know which one
7 it is, so --

8 BY MR. WEST:

9 Q In the center of the document, approximately a
10 third from the bottom --

11 A I see it.

12 Q -- indicates the serial number, correct?

13 A I got it. Yeah. I see it now.

14 Q And the answer to my question then?

15 MR. KAPLAN: Same objections.

16 THE WITNESS: Yes.

17 (Opposer's Exhibit C was marked for
18 identification.)

19 (Opposer's Exhibit D was marked for
20 identification.)

21 BY MR. WEST:

22 Q Thank you. Turning now to the same document
23 that is Opposer's Exhibit D and Applicant's Exhibit 3,
24 you previously identified this document as a proposal
25 from Beanstalk Group, correct?

1 A Correct.

2 Q And this proposal was never followed through
3 upon, correct?

4 A That's correct.

5 Q There is no executed contract associated with
6 this proposal?

7 A Not with Beanstalk, no. Correct.

8 Q And looking through the document nowhere in
9 the document does it list leather goods, correct?

10 MR. KAPLAN: Document speaks for itself.

11 BY MR. WEST:

12 Q I'm sorry. Did I get an answer or are you
13 still reviewing the document?

14 A No. I'm reviewing to see because I know it
15 was discussed with them. I'm just seeing that they
16 noted it. What they did note is lifestyle brand.

17 MR. WEST: Objection. Counsel --

18 MR. KAPLAN: I'm sorry?

19 MR. WEST: I did not ask that question.

20 MR. KAPLAN: Hold on. Let the witness finish
21 his answer. You can't object to the answer.
22 Mr. Falic, are you still answering?

23 THE WITNESS: Yeah. Lifestyle brand for us,
24 which is what they mentioned here covers a broad
25 range of accessories which we had discussed

1 regarding -- which were the same items, the
2 handbags, purses, jewelery, watches, and all the
3 items that we were producing for the Hard Candy
4 brand.

5 MR. WEST: Objection. Move to strike. The
6 witness has not answered the question.

7 BY MR. WEST:

8 Q The pending question is the document does not
9 include the word leather goods, correct?

10 MR. KAPLAN: Asked and answered and note my
11 objections.

12 THE WITNESS: Correct.

13 BY MR. WEST:

14 Q The document does not list leather bags,
15 correct?

16 MR. KAPLAN: Objection. Document speaks for
17 itself.

18 THE WITNESS: Correct.

19 MR. WEST: A side note to counsel, your
20 objection is noted. I will be going through the
21 entire litany asking the same questions. If you
22 would like to state an objection for all of them at
23 once rather than repeatedly after each question,
24 I'm fine with that.

25 THE WITNESS: I answered correct.

1 MR. KAPLAN: Do you have another question?

2 MR. WEST: Yes. I was waiting for a response
3 to my question as to whether you wanted to state a
4 single objection or object to each individual item
5 because I will be going through the list.

6 MR. KAPLAN: I will object to the specific
7 questions. I think that way is better for the
8 record.

9 MR. WEST: That's fine.

10 BY MR. WEST:

11 Q The document that we're referring to,
12 Applicant's Exhibit 3 or Opposer's Exhibit D does not
13 list specifically leather backpacks, does it?

14 MR. KAPLAN: Objection. Document speaks for
15 itself.

16 THE WITNESS: No.

17 BY MR. WEST:

18 Q The document does not list backpacks, does it?

19 A No.

20 MR. KAPLAN: Same objection. I tell you what,
21 I've reconsidered my position. I agree to a
22 standing objection that this document speaks for
23 itself.

24 MR. WEST: Understood.

25

1 BY MR. WEST:

2 Q The document does not include reference to
3 suitcases, correct? Standing objection noted.

4 A Correct.

5 Q The document does not list wallets, correct?

6 A Correct.

7 Q Nor leather cases?

8 A Correct.

9 Q Nor leather handbags?

10 A Correct.

11 Q Nor leather key chains?

12 A Correct.

13 Q Nor leather pouches?

14 A Correct.

15 Q Nor leather traveling bags?

16 A Correct.

17 Q And it does not list purses, correct?

18 A Correct.

19 Q During your testimony with regards to this
20 document you reference e-mails before you met?

21 A Correct. It's mentioned in the document.

22 Q So you have no record of those e-mails,
23 correct?

24 MR. KAPLAN: Objection. Vague and ambiguous.

25

1 BY MR. WEST:

2 Q The referenced e-mails in the documents, you
3 have no record of those e-mails, correct?

4 MR. KAPLAN: Objection. Vague and ambiguous.

5 BY MR. WEST:

6 Q Do you understand the question?

7 A I do. I just don't know -- I don't know if I
8 have them or not. I have no idea. It was several years
9 ago.

10 Q Were you asked to locate those documents?

11 MR. KAPLAN: Let me just object to the
12 extent -- asking him about communications with his
13 attorneys is privileged.

14 MR. WEST: I'm not asking about communications
15 with the attorney. I'm asking about whether
16 discovery was complied with.

17 MR. KAPLAN: Well, objection. Lack of
18 foundation.

19 BY MR. WEST:

20 Q Did you receive a document from us -- strike
21 that.

22 A I'm sorry?

23 Q Hold on one moment. I will ask the question
24 one more time in a different manner. The referenced
25 e-mails in the document, you have not been able to

1 locate them, correct?

2 A I guess not.

3 (Opposer's Exhibit E was marked for
4 identification.)

5 (Opposer's Exhibit F was marked for
6 identification.)

7 BY MR. WEST:

8 Q I'm going to turn now to Opposer's Exhibit E.
9 What's the date on this document?

10 A November 20th, 2012.

11 Q Nothing further with that document. Turning
12 to Opposer's Exhibit F. Do you recognize that document?

13 A Yes.

14 Q And it's entitled Hard Candy licensee list,
15 correct?

16 A Yes.

17 Q Is that a complete list of all Hard Candy's
18 licensees?

19 A No.

20 Q There are additional licensees that are not on
21 this list?

22 MR. KAPLAN: Asked and answered. I also
23 object as vague and ambiguous.

24 BY MR. WEST:

25 Q Hard Candy has additional licensees that are

1 not listed on Opposer's Exhibit F entitled Hard Candy
2 licensee list; is that correct?

3 MR. KAPLAN: Objection. Lack of time frame.

4 MR. WEST: Are you instructing the witness not
5 to answer?

6 MR. KAPLAN: No.

7 THE WITNESS: I can tell you this is not an
8 actual licensee list. This is a list of the
9 potential licensees in some of the cases because I
10 can see some were not signed.

11 BY MR. WEST:

12 Q In this document anywhere does it list leather
13 backpacks?

14 MR. KAPLAN: Objection. The document speaks
15 for itself.

16 THE WITNESS: Under accessories exchange it
17 does say small leather goods and handbags. It's
18 the same type of product.

19 BY MR. WEST:

20 Q I'm sorry. You said it said small leather
21 goods?

22 A SLG stands for small leather goods and tote
23 bags and also handbags. It's all under the same
24 category; backpacks, handbags, small leather goods and
25 totes.

1 BY MR. WEST:

2 Q And you consider a backpack as small leather
3 goods?

4 A No. I think it's considered a handbag or a
5 tote.

6 Q Do you consider suitcases as small leather
7 goods?

8 A As a handbag.

9 Q So you are stating that you believe suitcases
10 are handbags?

11 A No, I'm saying --

12 MR. KAPLAN: Asked and answered.

13 THE WITNESS: What I'm -- let me see. Well,
14 what I want to say is it might not be listed there
15 because not every detail is listed doesn't mean
16 it's not falling under the same category.

17 BY MR. WEST:

18 Q Understood. And as a point to your
19 specific -- looking at your specific referencing the
20 accessory exchange, the first indicated licensee, there
21 is a small asterisk at the end of that. What does that
22 indicate?

23 MR. KAPLAN: I apologize. Could you restate
24 the question? I lost it.

25

1 BY MR. WEST:

2 Q On the first line under licensee where it
3 indicates accessory exchange, there is a small asterisk
4 following the word accessory exchange, what does that
5 indicate?

6 A I don't know. Let me see. License pending.

7 Q So as of the date of this document, there was
8 not an active license with the accessory exchange,
9 correct?

10 MR. KAPLAN: Objection. Time frame.

11 THE WITNESS: I don't know because I don't
12 have a date here.

13 BY MR. WEST:

14 Q That was going to be my next question. What
15 is the date of this document?

16 A I don't know.

17 Q When was the document created?

18 A I don't know.

19 Q Was it created after 3/26/2009?

20 A I can't answer because I don't know.

21 Q And you are the CEO of the company, correct?

22 A Correct.

23 Q On 3/26/2009 you were in charge of the
24 day-to-day operations, correct?

25 A Correct.

1 Q Nothing further with regards to that exhibit.
2 Turning now to Applicant's Exhibit 4. The date of this
3 document is October 7, 2009, correct?

4 A Correct.

5 Q And during your testimony previously you
6 indicated that these documents were to quote, "start
7 work on concept"; is that correct?

8 A It was more to work on the presentation.

9 Q And that presentation did not as of the date
10 of this document include tangible products, did it?

11 MR. KAPLAN: Objection. Vague and ambiguous.

12 THE WITNESS: It might have.

13 BY MR. WEST:

14 Q In this document -- and we're going to be
15 going through the litany of items again, but not the
16 entire litany. The objection is noted with regards to
17 counsel's objection of the documents speaks for itself?

18 MR. KAPLAN: Thank you.

19 BY MR. WEST:

20 Q Nowhere in the documents does it reference
21 leather backpacks, does it?

22 A I'm sorry. Can you repeat that?

23 Q Nowhere in the documents is there reference to
24 leather backpacks?

25 A No.

1 Q Nowhere in the document is there reference to
2 leather suitcases?

3 A No, but again, this is a rough presentation.

4 Q Nowhere in the document is there reference to
5 leather key chains, correct?

6 A Correct.

7 Q And nowhere in the document is there reference
8 to leather pouches?

9 A I'm not sure if this is a pouch or clutch bag
10 in one of the pictures here.

11 Q Which picture are you referencing?

12 A Where the purses are, the first page of
13 pictures.

14 Q Indicated as HC00065?

15 A Correct.

16 Q Which item do you believe is a pouch?

17 A I can't see if it's a clutch or type of pouch.
18 The one with the skeletons on them.

19 Q Okay. Turning now to Applicant's Exhibit 5.
20 And the date on this document is May 24, 2010, correct?

21 A Correct.

22 Q And subject to objection by counsel again
23 that's previously been noted, nowhere in the document
24 does it reference or depict leather backpacks, correct?

25 A Correct.

1 Q Or leather suitcases?

2 A Correct.

3 Q Nor leather key chains?

4 A Correct.

5 Q Nor leather traveling bags?

6 A That I'm not sure. Depending on where you
7 define traveling bags because handbags are like
8 traveling bags, so I don't know.

9 Q Now you believe traveling bags and handbags
10 are the same goods?

11 A There are some that can be. I'm not saying
12 that they are here. Some that can be.

13 Q Turning now to what is listed as Opposer's
14 Exhibit G and identically as Applicant's Exhibit 6. The
15 date of commencement of this term sheet is January 1st,
16 2010, correct?

17 A Correct.

18 MR. KAPLAN: Let me just note for the record,
19 there's two attachments to Exhibit G that were not
20 part of Exhibit 6.

21 MR. WEST: I don't really need those for the
22 moment. I just need the document itself so we can
23 either pull those -- we can use Exhibit G.

24 MR. KAPLAN: That's fine. So Exhibit G and
25 Exhibit 6 are not identical. There are two

1 additional pages in our Opposer's Exhibit G.

2 (Opposer's Exhibit G was marked for

3 identification.)

4 BY MR. WEST:

5 Q Looking at the document titled Hard Candy
6 licensing term sheet. The commencement term is January
7 1st, 2010, correct?

8 A Correct.

9 Q And the document is not executed by both
10 parties until the later date of 8/17/2010, correct?

11 A It wasn't signed until then.

12 Q It was signed on 8/17/2010, correct?

13 A Correct.

14 Q All right. Was there a subsequent formal
15 license agreement created?

16 A I would have to check with Nu World. I
17 believe they might have had something. I'm not sure.
18 I'm not sure.

19 Q And looking at this document, and subject to
20 counsel's noted ongoing objection, the document does not
21 reference leather backpacks, correct?

22 A Correct.

23 Q Nor leather suitcases?

24 A Correct.

25 Q Nor leather wallets?

1 A Correct.

2 Q Nor leather cases?

3 A It does say cosmetic cases, so that could
4 be --

5 Q But the document does not specify material,
6 correct?

7 A Correct.

8 Q Nor leather key chains?

9 A Correct.

10 Q And now turning to Applicant's Exhibit No. 7.

11 A Okay.

12 Q The date on this document is August 2nd, 2011
13 correct?

14 A Correct.

15 Q And previously you testified you didn't begin
16 sales or production of these items until 2013, correct?

17 A Correct.

18 MR. KAPLAN: You still there?

19 BY MR. WEST:

20 Q I haven't heard an answer.

21 A Oh, I said correct.

22 Q I'm sorry, I didn't hear that if you did say
23 it. At the earliest, the first date of production of
24 these items would be January 1st, 2013, correct?

25 A Yes.

1 Q Turning now to Applicant's Exhibit 8.

2 MR. KAPLAN: Hold on one second.

3 (Pause.) We're waiting for you right, Stuart?

4 MR. WEST: I thought you said hold on a
5 second.

6 BY MR. KAPLAN:

7 Q Just confirming the date on the document
8 August 3rd, 2011?

9 A Correct.

10 Q And turning to Exhibit 9 from applicant. The
11 date on that document is October 19, 2011?

12 A Correct.

13 Q And the rough translation of the Spanish text
14 at the start indicates that these are Photoshop only
15 items, correct?

16 A It was simple Photoshop to tell us where the
17 location of the logo would go.

18 Q So the products do not exist in tangible form,
19 correct?

20 A The product -- the product did, but the
21 logo -- he was moving around the logo to show me which
22 place to put the logo.

23 Q So the product as depicted did not exist in
24 tangible form?

25 MR. KAPLAN: Objection. Vague and ambiguous.

1 THE WITNESS: Correct.

2 BY MR. WEST:

3 Q Do you understand the question?

4 A Can you repeat it?

5 Q I will restate. The product that's depicted
6 on the page HC000095 did not at the time of this e-mail
7 exist in tangible form, correct?

8 MR. KAPLAN: Vague and ambiguous.

9 THE WITNESS: Correct.

10 BY MR. WEST:

11 Q And I just have a few more items for you.
12 Turning to Opposer's -- Applicant's Exhibit 10. I just
13 want to confirm the date as October 8, 2012?

14 A No. November 8, 2012.

15 Q I apologize. November 8, 2012. Yes, I have
16 confirmation, November 8, 2012?

17 A I'm sorry?

18 Q I'm just confirming that the date on the top
19 of the document is November 8, 2012?

20 A Correct.

21 Q I'm sorry. Did I get an answer?

22 MR. KAPLAN: Yes.

23 MR. WEST: I didn't hear an answer. Nothing
24 was audible on this end.

25 MR. KAPLAN: Ms. Reporter, can you read back

1 the answer for counsel?

2 (Thereupon, a portion of the record

3 Was read back by the reporter.)

4 BY MR. WEST:

5 Q Thank you. Turning to Applicant's Exhibit 11,
6 I'm confirming dates once again. This is an e-mail
7 stream beginning November of 1, 2012 ending November 19,
8 2012?

9 A Did you say November 1st? What was the date
10 you said? I'm sorry.

11 Q November 1st, 2012 to November 19, 2012.

12 A That's correct.

13 Q Then turning to Applicant's Exhibit 12,
14 confirming the date on this as July 29 and July 30,
15 2012?

16 A Correct.

17 Q All right. At the rear of the document you
18 have something marked as weekly recap, correct?

19 A Yes.

20 Q Is it the policy of Hard Candy to keep weekly
21 recap with regards to sales?

22 A No.

23 Q So you do not generally keep written
24 documentation of sales meetings?

25 A No.

1 Q Right.

2 A There is no sales meeting every week.

3 Q So it is the policy to keep a weekly recap
4 document?

5 A No.

6 Q No?

7 A No.

8 Q Thank you. Finally, I believe this is
9 Applicant's Exhibit 13. When was this document created?

10 A I would have to get back to you the date. I
11 can find out the date; trying to see if it's here.

12 Q And this document only shows artistic
13 renderings of product, not tangible products, correct?

14 A They were samples made of some of the
15 products.

16 Q The document itself only shows artistic
17 renderings, not actual product though, correct?

18 A It appears.

19 Q And just a few more moments of your time.
20 Turning to Opposer's Exhibit H.

21 MR. KAPLAN: Hold on one second. We've got to
22 backtrack. Oh, Opposer's Exhibit H. I apologize.

23 MR. WEST: At least we have letters and
24 numbers and not the same numbers.

25 THE WITNESS: Okay.

1 BY MR. WEST:

2 Q Do you recognize that photograph?

3 A Yes.

4 Q And what is it?

5 A It's a setup of a showroom of various Hard
6 Candy products.

7 Q In that photograph are there any leather
8 backpacks depicted?

9 A To be honest, the black-and-white photocopy, I
10 really can't answer that question.

11 Q Are there any leather suitcases depicted or
12 suitcases of any type?

13 A I really can't see through the picture. It's
14 all black and white.

15 MR. WEST: Counsel, would you like us to
16 recess and we can send over a color image?

17 MR. KAPLAN: No.

18 MR. WEST: It's like your witness is going to
19 continue testifying that he doesn't know.

20 MR. KAPLAN: I don't think that was what he
21 was testifying about. I don't think that's what
22 his testimony was, but if you want to ask him more
23 questions, feel free.

24 MR. WEST: I think we'll actually take the
25 opportunity to recess and send you a color exhibit

1 so we can get clarity on the answer.

2 MR. KAPLAN: Up to you.

3 MR. WEST: Okay. We'll call you back in under
4 five minutes.

5 MR. KAPLAN: Okay.

6 MR. WEST: Thank you.

7 (A brief recess was taken.)

8 MR. KAPLAN: We're on.

9 BY MR. WEST:

10 Q Okay. So looking at the color photograph that
11 you now have as Opposer's Exhibit H, can you -- hello?

12 A Yes, I'm here.

13 Q Okay. We got some indication that it was like
14 a dead line.

15 MR. KAPLAN: No, we're all alive.

16 MR. WEST: No. We got a fax busy signal for a
17 second.

18 BY MR. WEST:

19 Q In any event, restating the question. Looking
20 now at Opposer's Exhibit H, the color image of the
21 display, can you identify any leather backpacks shown in
22 the image?

23 A No.

24 Q How about any leather suitcases?

25 A No.

1 Q Leather cases?

2 A No.

3 Q No. Leather key chains?

4 A No.

5 Q Leather traveling bags?

6 A No. But let me just tell you, this is a
7 picture of part of a showroom that doesn't show all the
8 products.

9 MR. WEST: Objection. Narrative answer, not
10 responsive.

11 MR. KAPLAN: I don't think --

12 MR. WEST: Move to strike.

13 MR. KAPLAN: I object to the objection.
14 Counsel can't object to the answer.

15 MR. WEST: Counsel can when it's not
16 responsive and move to strike.

17 MR. KAPLAN: Well, you can move to strike, but
18 it's not an objection. It's a motion.

19 MR. WEST: Move to strike anything further
20 than no currently that are not shown.

21 MR. KAPLAN: Do you have another question?

22 BY MR. WEST:

23 Q When was this image taken?

24 A I don't remember the date.

25 Q Do you remember the year?

1 A I'm not a hundred percent sure.

2 Q Was it before or after 2009?

3 A I believe it's after 2009.

4 Q Was it after March 23rd -- 26, 2009?

5 A I believe so.

6 Q Just a few more questions and I will be done.

7 Earlier in your testimony you stated that you first
8 shipped to Walmart in 2008, correct?

9 A I believe so.

10 Q Those first shipments did not include leather
11 backpacks, did they?

12 A No.

13 Q They did not include leather bags?

14 A No.

15 Q They did not include leather suitcases?

16 A No.

17 Q Leather wallets?

18 A No.

19 Q Leather cases?

20 A No.

21 Q Leather handbags?

22 A No.

23 Q Leather key chains?

24 A No.

25 Q Leather pouches?

1 A No.

2 Q Traveling bags?

3 A No.

4 Q And those first shipments to Walmart in 2008
5 did not include purses, correct?

6 A Correct.

7 Q Two more questions for you. You indicated
8 previously that you spoke with someone in at
9 HardCandy -- HardCandy Cases with regards to some type
10 of minimal loyalty license agreement, correct?

11 A Correct.

12 Q But you don't remember who you spoke with?

13 A I do not.

14 Q You don't remember when you spoke with them,
15 correct?

16 A No. I don't remember the year, no, or the
17 date.

18 Q You do remember the date?

19 A No, I do not remember the date.

20 Q And you have no written notes with regards to
21 that correspondence or communication?

22 A No.

23 Q Did you say you remember the year in which you
24 spoke to HardCandy Cases, someone from HardCandy Cases?

25 A I honestly don't remember the date, no.

1 Q I didn't ask the date. I asked if you
2 remember the year.

3 A I do not remember the year.

4 Q Thank you. Just one final question and I will
5 be done. All the documents that we have looked at, both
6 Opposer's exhibits and Applicant's exhibit during this
7 testimony, there was only one document that exists prior
8 to 3/26/2009, correct?

9 A All the documents -- can you repeat that
10 again?

11 Q All the documents that we have looked at
12 during the entire testimony, there is only one document
13 that existed prior to 3/26/2009, correct?

14 A Do you want me to go through all of them and
15 check? I don't remember the dates off the top of my
16 head.

17 MR. KAPLAN: I object as well. The document
18 speaks for itself.

19 BY MR. WEST:

20 Q Let's put it this way. The only document
21 produced during -- the only document referenced during
22 this testimonial deposition is marked as Opposer's
23 Exhibit D and that's the only document that existed
24 prior to 3/26/2009?

25 MR. KAPLAN: I object. It's vague and

1 ambiguous and I think you are mischaracterizing the
2 testimony. You may want to rephrase, but up to
3 you.

4 BY MR. WEST:

5 Q Of all documents that were presented to
6 Mr. Falic during his testimonial deposition today, only
7 one document bears a date earlier than 3/26/2009,
8 correct?

9 MR. KAPLAN: Again, I object. The documents
10 speak for themselves.

11 THE WITNESS: With regards to the document, I
12 don't know.

13 MR. KAPLAN: You can answer his question if
14 you recall.

15 THE WITNESS: Again, I would have to go
16 through all the documents and look at the dates.
17 Is that what you want me to do?

18 MR. WEST: If you would.

19 THE WITNESS: Do you have them?

20 MR. KAPLAN: We're going to have to adjourn
21 then. I don't have all of the documents in the
22 order they were marked. I have been separating
23 them out as you went through them.

24 MR. WEST: I understand. That's fine. How
25 much time would you like?

1 MR. KAPLAN: I think it's going to take me a
2 day.

3 MR. WEST: A day?

4 MR. KAPLAN: It's up to you. I mean, do you
5 really need this? He's got -- we've been through
6 all the documents that are dated what they are
7 dated. Okay. Let me hand the witness Exhibit 1.
8 Let me hand the witness Exhibit 2. Actually, you
9 know, we're not going to do this. If you've got
10 another question, why don't you ask it, but he's
11 not going to go back through all the documents and
12 tell you what the dates are. We've already
13 answered those questions in detail. The record,
14 you know, is clear on this.

15 MR. WEST: Okay. To make it clear for the
16 record, you are declining -- you are instructing
17 your witness not to answer the question?

18 MR. KAPLAN: No. He's just not in a position
19 to go back and review all the exhibits right now.

20 MR. WEST: So can you state your objection
21 clearly for the record then?

22 MR. KAPLAN: He doesn't have the exhibits in
23 front of him.

24 MR. WEST: He doesn't have the exhibits in
25 front of him is the objection?

1 MR. KAPLAN: Right.

2 MR. WEST: All right.

3 MR. KAPLAN: If you want to refer him to a
4 specific exhibit, then he can certainly have that
5 in front of him.

6 MR. WEST: No. My question stands as posed.
7 (Pause.) I have no further questions then if the
8 witness is not going to answer that question.

9 MR. KAPLAN: Okay. I have some redirect.

10 MR. WEST: Go ahead. Do you want time to
11 prepare?

12 MR. KAPLAN: No, I'm fine.

13 REDIRECT EXAMINATION

14 BY MR. KAPLAN:

15 Q Let me hand you what was marked as Opposer's
16 Exhibit C. You were questioned by counsel with respect
17 to the goods and services listed on that exhibit. Do
18 you see that?

19 A Yes.

20 Q Okay. Now counsel asked you some very narrow
21 questions about whether certain of these goods were
22 expressly listed in various of the documents. Do you
23 recall those questions?

24 A Yes.

25 Q Let me ask you a slightly broader question. I

1 want to know which of the goods listed in this document
2 you discussed with the companies and the individuals
3 that were identified in the documents and in your
4 testimony and let's take it in stages. First with
5 Beanstalk, which of the goods referenced in Exhibit C
6 did you specifically discuss with Beanstalk's
7 representative?

8 A Again, to go back to specifics we talked about
9 the lifestyle brand and we talked about handbags or
10 leather goods. In this case over here with this
11 document, you don't -- it's not specifically -- you
12 don't talk specifically a leather pouch or a suitcase.
13 We talked in more broader terms. Like, for example,
14 when you say leather goods, leather cases, leather
15 handbags, that's a part of all in the same. Then you
16 can expand on to and make backpacks and suitcases, so
17 on.

18 Q So when you as the CEO of Hard Candy use the
19 term leather goods, did you have an understanding
20 whether it included backpacks, suitcases, key chains,
21 pouches and travel bags?

22 A Can you repeat that?

23 Q Sure. When you as the CEO of Hard Candy used
24 the term leather goods, did you have an understanding
25 whether it included backpacks, suitcases, key chains,

1 pouches and travel bags?

2 A Yeah. You assume that, yeah.

3 Q And that was your -- well, let me ask the
4 question this way. When you signed the trademark
5 application in March of 2009, was it Hard Candy's intent
6 to include leather backpacks, suitcases, key chains,
7 pouches and traveling bags within the line of products
8 it intended to develop under the Hard Candy mark?

9 A Yes.

10 Q When you discussed the development --
11 MR. WEST: I didn't hear an audible answer.

12 THE WITNESS: Yes.

13 BY MR. KAPLAN:

14 Q When you discussed the development of the
15 product line with Beanstalk and the entry into a license
16 agreement, was it Hard Candy's intent to include within
17 that line leather backpacks, suitcases, key chains,
18 pouches and travel bags?

19 A Yes.

20 Q When you discussed the development of the line
21 Allegro, was it Hard Candy's intent to include leather
22 pouches, suitcases, key chains, pouches and travel bags
23 as part of the product line to be developed?

24 A Yes.

25 Q When you discussed the development of the

1 product line with Nu World, was it Hard Candy's intent
2 to include leather backpacks, suitcases, key chains,
3 pouches and travel bags as part of the product line to
4 be developed?

5 A Yes.

6 Q When you discussed the product line with
7 representatives of Walmart at various times, was it Hard
8 Candy's intent to include leather backpacks, suitcases,
9 key chains, pouches and traveling bags within that
10 product line?

11 A Yes.

12 Q Looking back at Exhibit C and the list of
13 products included on that list?

14 MR. WEST: I'm sorry. I didn't hear the
15 exhibit number.

16 MR. KAPLAN: Opposer's Exhibit C.

17 MR. WEST: Okay.

18 BY MR. KAPLAN:

19 Q Is that an accurate statement of the products
20 that Hard Candy intended to use in connection with
21 its -- with its Hard Candy brand from the time that the
22 applicant was filed in 2009 until the present?

23 A Yes.

24 Q Has Hard Candy at any time decided that it no
25 longer intends to use its brand or its mark in

1 connection with the products listed in Opposer's Exhibit
2 C?

3 A No.

4 Q Why do the earlier in time samples and
5 pictures that we look at show some of the products
6 listed on Exhibit C and not others?

7 MR. WEST: Objection, vague.

8 BY MR. KAPLAN:

9 Q You can answer.

10 A When you present a product line and you go to
11 Walmart, you don't necessarily have to take them all of
12 the samples or all of the pictures. You give them an
13 idea of what you want to create. For example, like we
14 did, we had different leather handbags or small leather
15 goods of various items. It doesn't mean we have to go
16 and create pictures of suitcases and backpacks. Those
17 are all extensions and part of the line. We can discuss
18 them. We don't have to make a rendering of every single
19 product that we are going to offer. We give them an
20 idea of the brand.

21 Q Take a look at the color version of the
22 Exhibit H, Opposer's Exhibit H. I recall from your
23 testimony on cross that you made some mention of this
24 photograph being incomplete. What do you mean by that?

25 A It doesn't necessarily have in the photograph

1 all of the items that we currently sell. Just like we
2 have cosmetic bags in Walmart, we have optical glasses
3 in Walmart. I don't see them in the picture either.

4 Q Were there other products shown at this time
5 that are not included within the picture?

6 A There could be.

7 Q Let me hand you Exhibit 2 one more time.
8 That's the trademark application serial number 77700557
9 that you executed, sir?

10 A Yes.

11 Q On March 26, 2009, correct?

12 A Correct.

13 Q At the time that you executed this and it was
14 filed, did Hard Candy intend to use its mark in
15 connection with leather backpacks?

16 A It's part of the leather goods, so, yes.

17 Q Okay. At the time you executed this
18 application, did Hard Candy intend to use its mark in
19 connection with leather suitcases?

20 A Yes.

21 Q At the time you executed this application, did
22 Hard Candy intend to use its mark in connection with key
23 chains?

24 A Yes.

25 Q And any leather key chains?

1 A Yes.

2 Q You understand that every time I've mentioned
3 the products; suitcases, key chains, pouches and
4 traveling bags, I was referring to leather?

5 A Correct.

6 Q At the time you signed this trademark
7 application and it was filed, did Hard Candy intend to
8 use its mark in connection with leather pouches?

9 A Yes.

10 Q At the time you executed this trademark
11 application and it was filed, did Hard Candy intend to
12 use its mark in connection with traveling bags?

13 A Yes.

14 Q At any time since your execution of this
15 application and its filing, has Hard Candy at any time
16 decided it no longer intends to use its mark in
17 connection with leather backpacks, suitcases, key
18 chains, pouches or traveling bags?

19 A No.

20 MR. KAPLAN: I have no further questions. All
21 right. We will order the transcript. We would
22 also like an opportunity to read. And, Mr. West,
23 you said you wanted a copy?

24 MR. WEST: Just an electronic copy is all we
25 need.

1 MR. KAPLAN: What do you want us to do about
2 the exhibits. Do you want us to provide PDF
3 copies?

4 MR. WEST: That's fine. Perfect.

5 - - -

6 (Thereupon, the deposition was concluded.)
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

1 THE STATE OF FLORIDA)
2 COUNTY OF DADE)
3

4 I, the undersigned authority, certify that the
5 aforementioned witness personally appeared before me
6 and was duly sworn.

7
8 WITNESS my hand and official seal this 12th
9 day of February 2014.

10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

Sharon Ambersley, CCR
Notary Public - State of Florida
My Commission: EE190825
My Commission Expires: 07/06/16

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

C E R T I F I C A T E

THE STATE OF FLORIDA)
COUNTY OF DADE)

I, Sharon Ambersley, Certified Court Reporter, State of Florida at large, do hereby certify that I was authorized to and did report said deposition in stenotype; and that the foregoing pages, numbered from 1 to 82, inclusive, are a true and correct transcription of my shorthand notes of said deposition.

I further certify that said deposition was taken at the time and place hereinabove set forth and that the taking of said deposition was commenced and completed as hereinabove set out.

I further certify that I am not attorney or counsel of any of the parties, nor am I a relative or employee of any attorney or counsel of party connected with the action, nor am I financially interested in the action.

The foregoing certification of this transcript does not apply to any reproduction of the same by any means unless under the direct control and/or direction of the certifying reporter.

IN WITNESS WHEREOF, I have hereunto set my hand this 25th day of February 2014.

Sharon Ambersley, CCR
Notary Public - State of Florida
My Commission: EE190825
My Commission Expires: 07/06/16

1 DATE: February 25, 2014

2 TO: JEROME FALIC

3 c/o Kevin C. Kaplan, Esquire

4 2699 South Bayshore Drive

 Penthouse

 Miami, FL 33133

5 IN RE: HARDCANDY CASES, LLC VS. HARD CANDY, LLC

6 CASE NO.: Application Nos. 77700559 & 77700557

7 Opposition No. 91195327

8

9 Please take notice that on Wednesday, the 12th

10 of February 2014, you gave your deposition in the

11 above-referred matter. At that time, you did not

 waive signature. It is now necessary that you sign

 your deposition.

12 Please call our office at the below-listed

13 number to schedule an appointment between the hours

 of 9:00 a.m. and 4:30 p.m., Monday through Friday,

 at 44 West Flagler Street, Suite 300, Miami, Florida

 33130.

14 If you do not read and sign the deposition

15 within a reasonable time, the original, which has

16 already been forwarded to the ordering attorney, may

 be filed with the Clerk of the Court. If you wish

 to waive your signature, sign your name in the blank

 at the bottom of this letter and return it to us.

17

 Very truly yours,

 NETWORK REPORTING CORPORATION.

18

19

 Sharon Ambersley

20

I do hereby waive my signature:

21

22

23

JEROME FALIC

24

cc via transcript: Kevin C. Kaplan, Esq.
 Stuart West, Esq.

25

file copy

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

C E R T I F I C A T E

- - -

THE STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

I hereby certify that I have read the foregoing deposition by me given, and that the statements contained herein are true and correct to the best of my knowledge and belief, with the exception of any corrections or notations made on the errata sheet, if one was executed.

Dated this ____ day of _____,
2014.

JEROME FALIC

1 E R R A T A S H E E T

2 IN RE: HARDCANDY CASES, LLC VS. HARD CANDY, LLC

3 DEPOSITION OF: JEROME FALIC

4 TAKEN: 02/12/2014

5 DO NOT WRITE ON TRANSCRIPT - ENTER CHANGES HERE

6	PAGE #	LINE #	CHANGE	REASON
7				
8				
9				
10				
11				
12				
13				
14				
15				
16				

17 Please forward the original signed errata sheet to this
18 office so that copies may be distributed to all parties.

19 Under penalty of perjury, I declare that I have read my
20 deposition and that it is true and correct subject to
any changes in form or substance entered here.

21 DATE: _____

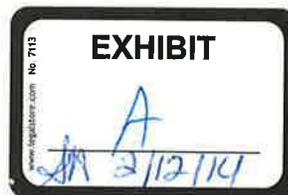
22

23 SIGNATURE OF DEPONENT: _____

24

25

Opposer's Exhibit A



Trademark/Service Mark Application, Principal Register

Serial Number: 77700557

Filing Date: 03/27/2009

The table below presents the data as entered.

Input Field	Entered
SERIAL NUMBER	77700557
MARK INFORMATION	
*MARK	<u>HARD CANDY</u>
STANDARD CHARACTERS	YES
USPTO-GENERATED IMAGE	YES
LITERAL ELEMENT	HARD CANDY
MARK STATEMENT	The mark consists of standard characters, without claim to any particular font, style, size, or color.
REGISTER	Principal
APPLICANT INFORMATION	
*OWNER OF MARK	Hard Candy, LLC
*STREET	6100 Hollywood Blvd. 7th Floor
*CITY	Hollywood
*STATE (Required for U.S. applicants)	Florida
*COUNTRY	United States
*ZIP/POSTAL CODE (Required for U.S. applicants only)	33024
LEGAL ENTITY INFORMATION	
TYPE	limited liability company
STATE/COUNTRY WHERE LEGALLY ORGANIZED	Florida
GOODS AND/OR SERVICES AND BASIS INFORMATION	
INTERNATIONAL CLASS	018

*IDENTIFICATION	leather goods; purses
FILING BASIS	SECTION 1(b)
ADDITIONAL STATEMENTS SECTION	
PRIOR REGISTRATION(S)	The applicant claims ownership of U.S. Registration Number(s) 2666792, 1987262, 2343732, and others.
ATTORNEY INFORMATION	
NAME	Manuel Valcarcel, Esq.
ATTORNEY DOCKET NUMBER	063156.010101
FIRM NAME	Greenberg Traurig, P.A.
STREET	1221 Brickell Avenue
CITY	Miami
STATE	Florida
COUNTRY	United States
ZIP/POSTAL CODE	33131
PHONE	3055790812
FAX	3059615812
EMAIL ADDRESS	ipmiami@gtlaw.com
AUTHORIZED TO COMMUNICATE VIA EMAIL	Yes
CORRESPONDENCE INFORMATION	
NAME	Manuel Valcarcel, Esq.
FIRM NAME	Greenberg Traurig, P.A.
STREET	1221 Brickell Avenue
CITY	Miami
STATE	Florida
COUNTRY	United States
ZIP/POSTAL CODE	33131
PHONE	3055790812
FAX	3059615812
EMAIL ADDRESS	ipmiami@gtlaw.com
AUTHORIZED TO COMMUNICATE VIA EMAIL	Yes

FEE INFORMATION

NUMBER OF CLASSES	1
FEE PER CLASS	325
*TOTAL FEE DUE	325
*TOTAL FEE PAID	325

SIGNATURE INFORMATION

SIGNATURE	/jerome falic/
SIGNATORY'S NAME	Jerome Falic
SIGNATORY'S POSITION	Chief Executive Officer
DATE SIGNED	03/26/2009

Trademark/Service Mark Application, Principal Register

Serial Number: 77700557

Filing Date: 03/27/2009

To the Commissioner for Trademarks:

MARK: HARD CANDY (Standard Characters, see mark)

The literal element of the mark consists of HARD CANDY.

The mark consists of standard characters, without claim to any particular font, style, size, or color.

The applicant, Hard Candy, LLC, a limited liability company legally organized under the laws of Florida, having an address of

6100 Hollywood Blvd. 7th Floor
Hollywood, Florida 33024
United States

requests registration of the trademark/service mark identified above in the United States Patent and Trademark Office on the Principal Register established by the Act of July 5, 1946 (15 U.S.C. Section 1051 et seq.), as amended, for the following:

International Class 018: leather goods; purses

Intent to Use: The applicant has a bona fide intention to use or use through the applicant's related company or licensee the mark in commerce on or in connection with the identified goods and/or services. (15 U.S.C. Section 1051(b)).

The applicant claims ownership of U.S. Registration Number(s) 2666792, 1987262, 2343732, and others.

The applicant's current Attorney Information:

Manuel Valcarcel, Esq. of Greenberg Traurig, P.A.

1221 Brickell Avenue
Miami, Florida 33131
United States

The attorney docket/reference number is 063156.010101.

The applicant's current Correspondence Information:

Manuel Valcarcel, Esq.
Greenberg Traurig, P.A.
1221 Brickell Avenue
Miami, Florida 33131
3055790812(phone)
3059615812(fax)
ipmiami@gtlaw.com (authorized)

A fee payment in the amount of \$325 has been submitted with the application, representing payment for 1 class(es).

Declaration

The undersigned, being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. Section 1001, and that such willful false statements, and the like, may jeopardize the validity of the application or any resulting registration, declares that he/she is properly authorized to execute this application on behalf of the applicant; he/she believes the applicant to be the owner of the trademark/service mark sought to be registered, or, if the application is being filed under 15 U.S.C. Section 1051(b), he/she believes applicant to be entitled to use such mark in commerce; to the best of his/her knowledge and belief no other person, firm, corporation, or association has the right to use the mark in commerce, either in the identical form thereof or in such near resemblance thereto as to be likely, when used on or in connection with the goods/services of such other person, to cause confusion, or to cause mistake, or to deceive; and that all statements made of his/her own knowledge are true; and that all statements made on information and belief are believed to be true.

Signature: /jerome falic/ Date Signed: 03/26/2009
Signatory's Name: Jerome Falic
Signatory's Position: Chief Executive Officer

RAM Sale Number: 5237
RAM Accounting Date: 03/27/2009

Serial Number: 77700557
Internet Transmission Date: Fri Mar 27 09:04:36 EDT 2009
TEAS Stamp: USPTO/BAS-69.25.8.138-200903270904363743
49-77700557-40062247af540f5b843f7a512685
915b1-DA-5237-20090320173714331908

HARD CANDY

Opposer's Exhibit B



Response to Office Action

The table below presents the data as entered.

Input Field	Entered
SERIAL NUMBER	77700557
LAW OFFICE ASSIGNED	LAW OFFICE 101
MARK SECTION (no change)	
GOODS AND/OR SERVICES SECTION (current)	
INTERNATIONAL CLASS	018
DESCRIPTION	leather goods; purses
FILING BASIS	Section 1(b)
GOODS AND/OR SERVICES SECTION (proposed)	
INTERNATIONAL CLASS	018
TRACKED TEXT DESCRIPTION	
leather goods; leather goods, namely, backpacks, leather bags, suitcases, wallets, leather cases, leather handbags, leather key chains, leather pouches, traveling bags; purses	
FINAL DESCRIPTION	
leather goods, namely, backpacks, leather bags, suitcases, wallets, leather cases, leather handbags, leather key chains, leather pouches, traveling bags; purses	
FILING BASIS	Section 1(b)
SIGNATURE SECTION	
RESPONSE SIGNATURE	/Manuel Valcarcel/
SIGNATORY'S NAME	Manuel Valcarcel
SIGNATORY'S POSITION	Attorney for Applicant, Florida bar member
DATE SIGNED	12/17/2009
AUTHORIZED SIGNATORY	YES
FILING INFORMATION SECTION	
SUBMIT DATE	Thu Dec 17 18:55:11 EST 2009
	USPTO/ROA-69.25.8.138-200

TEAS STAMP

91217185511223398-7770055
7-460a1ed16b4e2b594d7619e
7e26347eb8d-N/A-N/A-20091
217184953902847

PTO Form 1957 (Rev 9/2005)
OMB No. 0651-0050 (Exp. 04/30/2011)

**Response to Office Action
To the Commissioner for Trademarks:**

Application serial no. **77700557** has been amended as follows:

CLASSIFICATION AND LISTING OF GOODS/SERVICES

Applicant proposes to amend the following class of goods/services in the application:

Current: Class 018 for leather goods; purses

Original Filing Basis:

Filing Basis: Section 1(b), Intent to Use: The applicant has a bona fide intention to use or use through the applicant's related company or licensee the mark in commerce on or in connection with the identified goods and/or services as of the filing date of the application. (15 U.S.C. Section 1051(b)).

Proposed:

Tracked Text Description: ~~leather goods;~~ leather goods, namely, backpacks, leather bags, suitcases, wallets, leather cases, leather handbags, leather key chains, leather pouches, traveling bags; purses

Class 018 for leather goods, namely, backpacks, leather bags, suitcases, wallets, leather cases, leather handbags, leather key chains, leather pouches, traveling bags; purses

Filing Basis: Section 1(b), Intent to Use: The applicant has a bona fide intention to use or use through the applicant's related company or licensee the mark in commerce on or in connection with the identified goods and/or services as of the filing date of the application. (15 U.S.C. Section 1051(b)).

SIGNATURE(S)

Response Signature

Signature: /Manuel Valcarcel/ Date: 12/17/2009

Signatory's Name: Manuel Valcarcel

Signatory's Position: Attorney for Applicant, Florida bar member

The signatory has confirmed that he/she is an attorney who is a member in good standing of the bar of the highest court of a U.S. state, which includes the District of Columbia, Puerto Rico, and other federal territories and possessions; and he/she is currently the applicant's attorney or an associate thereof; and to the best of his/her knowledge, if prior to his/her appointment another U.S. attorney or a Canadian attorney/agent not currently associated with his/her company/firm previously represented the applicant in this matter: (1) the applicant has filed or is concurrently filing a signed revocation of or substitute power of attorney with the USPTO; (2) the USPTO has granted the request of the prior representative to withdraw; (3) the applicant has filed a power of attorney appointing him/her in this matter; or (4) the

applicant's appointed U.S. attorney or Canadian attorney/agent has filed a power of attorney appointing him/her as an associate attorney in this matter.

Serial Number: 77700557

Internet Transmission Date: Thu Dec 17 18:55:11 EST 2009

TEAS Stamp: USPTO/ROA-69.25.8.138-200912171855112233

98-77700557-460a1ed16b4e2b594d7619e7e263

47eb8d-N/A-N/A-20091217184953902847

Opposer's Exhibit C





Trademarks > Trademark Electronic Search System (TESS)

TESS was last updated on Tue Feb 11 03:21:06 EST 2014

[TESS HOME](#)
[NEW USER](#)
[STRUCTURED](#)
[FREE FORM](#)
[BROWSE DICT](#)
[SEARCH OG](#)
[BOTTOM](#)
[HELP](#)
[PREV LIST](#)
[CURR LIST](#)

[NEXT LIST](#)
[FIRST DOC](#)
[PREV DOC](#)
[NEXT DOC](#)
[LAST DOC](#)

Please logout when you are done to release system resources allocated for you.

List At: OR to record: **Record 110 out of 162**

[TSDR](#)
[ASSIGH Status](#)
[TTAB Status](#)
(Use the "Back" button of the Internet Browser to return to TESS)

HARD CANDY

Word Mark **HARD CANDY**

Goods and Services IC 018. US 001 002 003 022 041. G & S: leather goods, namely, backpacks, leather bags, suitcases, wallets, leather cases, leather handbags, leather key chains, leather pouches, traveling bags; purses

Standard Characters Claimed

Mark Drawing Code (4) STANDARD CHARACTER MARK

Serial Number 77700557

Filing Date March 27, 2009

Current Basis 1B

Original Filing Basis 1B

Published for Opposition February 16, 2010

Owner (APPLICANT) Hard Candy, LLC LIMITED LIABILITY COMPANY FLORIDA 6100 Hollywood Blvd. 7th Floor Hollywood FLORIDA 33024

Attorney of Record Manuel Valcarcel, Esq.

Prior Registrations 1987262;2343732;2666792;AND OTHERS

Type of Mark TRADEMARK
Register PRINCIPAL
Live/Dead Indicator LIVE

TESS HOME	NEW USER	STRUCTURED	FREE FORM	BROWSE DICT	SEARCH QG	TOP	HELP	PREV LIST	CURR LIST
NEXT LIST	FIRST DOC	PREV DOC	NEXT DOC	LAST DOC					

[| HOME](#) | [SITE INDEX](#) | [SEARCH](#) | [eBUSINESS](#) | [HELP](#) | [PRIVACY POLICY](#)

Opposer's Exhibit D



From: Debra Restler [<mailto:Debra.Restler@beanstalk.com>]
Sent: Tuesday, February 03, 2009 5:32 PM
To: Jerome Falic
Cc: Michael Stone; Lindsey Schiffman; Elizabeth O'Neill; Nicole Desir
Subject: The Beanstalk Group Proposal for Hard Candy

Dear Jerome,

It was a pleasure seeing you last week. After all of our phone calls and emails, I'm so glad we were able to schedule the meeting!

Attached please find Beanstalk's Licensing Representation Proposal for Hard Candy for your review. We have also forwarded a hard copy. If you have any questions, please do not hesitate to call and we would be happy to discuss the content.

We look forward to the prospect of partnering!

Best regards,
Debra Restler
Director, Business Development & Marketing
The Beanstalk Group
28 East 28th Street
New York, NY 10016
Tel: (212) 303-1146
Fax: (212) 421-6387
Visit us at www.beanstalk.com

 Please consider the environment before printing this e-mail.

Prior to the full execution of a license agreement, you must not act in reliance on this email or any representations of Beanstalk or a licensor; you must not sell or ship any products bearing a licensor's properties; and any product development you undertake is at your sole risk. This email may contain information that is privileged, confidential or otherwise protected from disclosure. Distribution or copying of this email or the information herein by anyone other than the intended recipient is prohibited. If you have received this email in error, please contact me via return email.

No virus found in this incoming message.

Checked by AVG.

Version: 7.5.552 / Virus Database: 270.10.17/1932 - Release Date: 2/3/2009 7:57 AM



28 East 28th Street | Tel (212) 421-6060
New York, NY 10016 | Fax (212) 421-6388
www.beanstalk.com

February 14, 2013

VIA EMAIL

Mr. Jerome Falic
Falic Fashion Group
6100 Hollywood Blvd.
Hollywood, FL 33024

Re: The Beanstalk Group Licensing Representation Proposal for Hard Candy

Dear Jerome:

It was a pleasure seeing you again last week and I am glad that you and Michael had an opportunity to meet as well. As we mentioned, following below is a brief description of our services and our proposal to represent Hard Candy. We have enjoyed the opportunity to get to know you and are most excited at the prospect of working together to extend Hard Candy into a lifestyle brand.

Beanstalk is uniquely positioned to help establish a strategic, disciplined licensing program that reinforces Hard Candy's core brand values, leverages key licensee and retail partnerships, and generates healthy royalty revenue. In addition to strategic program development and program launch, Beanstalk will manage the daily complexities and demands of the program -- including licensee selection and retail coordination -- to ensure excellence in execution and success in both the near- and long-term. With decades of experience in building a multitude of groundbreaking licensing programs, we have the talent, experience, and resources to develop and manage a profitable, brand enhancing licensing program. Consistent with our approach, your on-going involvement, insight and approval will be paramount to the program's success.

Proposed Strategy for the Hard Candy Licensing Program

Based on our previous discussions and the significant momentum achieved with Nu World and Walmart, we recommend one of two strategic partnership approaches -- both predicated on a decision by Walmart to proceed with Nu World. It is our understanding from Nu World that the initial decision by Walmart, if positive, will be to test the program. The two recommended options are as follows:

Scenario A

If Walmart determines to proceed with the test this will offer us the opportunity to develop a cross-departmental strategy to present to Walmart, even before the goods hit the Walmart floor. Following development of the Hard Candy brand positioning and design aesthetic (discussed in further detail below), Beanstalk professionals will prepare and present a compelling sell-in to Walmart in the agreed upon additional categories.

Scenario B

In the event that Walmart chooses not to proceed with a test or that the cosmetics test at Walmart is not a success, in conjunction with Nu World or with an entirely new cosmetics partner, Beanstalk would look to identify another appropriate retailer to offer the comprehensive range of Hard Candy-branded products, including cosmetics. As in the previous scenario, the Hard Candy brand positioning and design aesthetic would need to be developed prior to presentation to a retailer.

Development of Brand Positioning and Design Aesthetic

As you know, a seamless presentation at retail will be critical to success. A cohesive voice and aesthetic across product categories is a necessary component. It is, therefore, critical that prior to approaching a retailer with the Hard Candy licensing program, a compelling brand positioning and design aesthetic must be established in advance to assist in retail sell-in. This will also ultimately be required in later stages to guide the licensees' development of branded products. The brand positioning/style guide should include the following:

- The brand's unique selling proposition
- Product logos and visual identity (logo usage, typography, color palette)
- Brand values
- Target consumer
- Imagery and artwork
- Design inspirations to guide aesthetic
- Packaging assets and style direction
- Point-of-sale assets and style direction

Beanstalk cannot only help identify the appropriate creative resources for this and obtain competitive quotes for your review, but we will gladly work with the identified agency to shepherd the development of the style guide. Indeed, some of the non-design elements can be developed by us. Beanstalk's involvement in the process is critical, as our Brand Management experts can leverage their knowledge of prospective categories, the competitive landscape, and the overall retail environment to help guide the development of assets that address the brand's needs across a myriad of categories. Prior to the guide's creation, we would jointly agree upon a list of product categories for inclusion in the style guide and the retailer presentation. This style guide would likely endure for several years and would only need to be adapted should new categories be added and/or if there were an overall brand "re-direction."

Costs to produce a brand style guide vary greatly depending upon the scope of the assignment, the number of rounds of revisions, and the caliber and size of the design agency. Our familiarity with a host of creative partners across a wide spectrum will be

January 29, 2009
Page 2 of 5

invaluable. Your investment in a brand style guide is critical and will quickly pay for itself once the program launches.

Our Proprietary Licensing Process

Keeping in mind the specific goals and objectives for the Hard Candy licensing program, leverageable brand equities, and industry and market intelligence, Beanstalk will apply our proprietary strategic process resulting in a recommendation of specific categories for brand extension. As part of this process, we will also conduct retail audits in order to better understand the competitive landscape in each of the recommended categories. All of our analysis and recommendations will be delivered to The Falic Fashion Group in the form of a Strategic Licensing Plan.

Licensee Selection and Negotiation

Following presentation and successful sell-in to a retailer (hopefully Walmart), Beanstalk begins the Licensee Selection and Negotiation Phase, during which we will prospect for appropriate licensee partners. In the case of Walmart, preferred vendors may be suggested by Walmart. We will review these manufacturers to ensure that they possess the capabilities necessary to develop well-designed, high-quality products that reflect the essence of the Hard Candy brand. Prior to making any recommendations to you, we will conduct thorough due diligence on licensees including background checks into financials; research, development, design and manufacturing capabilities; as well as management strategy and a business plan, if deemed appropriate. Should you approve our licensee recommendations, Beanstalk will then aggressively negotiate terms and prepare all contracts – all, of course, subject to your approval. Our experience in contract negotiation will be of great benefit as it results in the most favorable terms. Naturally, you will be informed on our progress on a continual basis.

Product Development and Licensee Management

After the licenses are negotiated and the agreements are completed, Beanstalk professionals educate the licensees about the Hard Candy brand, its specific needs, and the requisite procedures for product design and development as well as the approval process. We will ensure that the design process proceeds smoothly and completely meets with your expectations. With your guidance, we will help communicate creative product development guidelines to licensees, review their products before submission to the Falic Fashion Group for approval, and direct the product approval process. We manage licensee coordination, product and collateral development and design, and merchandising development to ensure the licensing program gets the necessary support so as to appear seamless to consumers. We interact daily with licensees to ensure that licensed products convey the true essence of the brand, and that they are merchandised effectively. The Brand Management Team will also lead the charge in creating brand selling materials and specialized presentations in supporting retail sell-in and sell-through and in ensuring program optimization.

With respect to all of the above activities, absolutely nothing moves forward without your complete approval and we are in continuous contact with you all along the way.

Program and Retail Management

As previously mentioned, Beanstalk is one of only a few independent agencies offering comprehensive retail management expertise. While this experience is highly beneficial to all

January 29, 2009
Page 3 of 5

licensing programs (traditional as well as retail exclusive), we have very special experience with Walmart from our success in building and managing the *Mary-Kate and Ashley* (nine years) and *Danskin Now* (four years) programs at Walmart. Indeed, these two retail exclusive programs ultimately necessitated two full time Beanstalk employees in Bentonville for additional support. The *Mary-Kate and Ashley* program ultimately expanded to 11 countries, each with a primary retail partner. Down the road, we would certainly want to replicate any success we have with Hard Candy in other countries.

Our experienced Brand Management team will be involved in key elements of the program management process throughout the life of the program. These include:

- Ensuring consistent product design
- Ensuring timely product delivery
- Ensuring consistent merchandising, pricing, and marketing
- Assisting in development of in-store merchandising concepts and cross promotions
- Executing in-store signage and promotional materials
- Coordinating in-store marketing support and promotional events
- Strategically developing program expansion across departments
- Organizing regular summits with buyers to introduce concepts and share inspiration for new categories
- Developing materials for internal retailer distribution
- Regularly tracking and analyzing sales
- Review of semi-annual licensee business plans
- Coordinating licensee and buyer summits to share best-practices and key learnings

Beanstalk will remit advances and all royalty revenues due to you in a timely fashion. To monitor program progress, quarterly reports are furnished to you so that we can evaluate program success in tandem. We have the ability to tailor these reports to your specific needs. Beanstalk is ever vigilant, and continuously monitors the program to identify areas of opportunity. These opportunities may take the form of new strategies, new categories, new licensees, or enhanced licensee performance. With your approval, we implement the prescribed changes, and ensure they are not only pursued, but are maximized.

Beanstalk Compensation

As you know, it is our policy to charge clients a monthly retainer as well as 35% of all royalty revenue from licensed products developed during the representation period. The monthly retainer not only helps defray the high costs incurred during the first year of engagement (before the royalty revenue flow begins), but Beanstalk requests this mechanism to afford protection in situations where Beanstalk develops, presents and gains approval on a strategic plan only to have a client decide not to move ahead with licensing or simply decline approval on any of the deals we bring to the table. Per our previous discussions, we have proposed below an alternative compensation structure for your consideration.

- For the first 12 months of engagement, a reduced monthly retainer of \$7,500
- Once the program launches, Beanstalk will receive 30% of all royalties from licensed product

Should you have any questions or wish to discuss anything further, please don't hesitate to call. Jerome, we are most excited at the prospect of partnering and are eager to apply our

expertise in helping to build a successful brand extension program for the Hard Candy brand.

Best regards,

Debra Restler

cc: Michael Stone
Elizabeth O'Neill
Nicole Desir

February 3, 2009
Page 5 of 5

Opposer's Exhibit E



Lori Maltz

From: Jerome Falic
Sent: Tuesday, November 20, 2012 2:05 PM
To: Neal Seideman
Subject: RE: Hard Candy cases

What other items can go with the category? Maybe some blackberry cases, not sure if needed.

From: Neal Seideman [mailto:nseideman@dutyfreeamericas.com]
Sent: Tuesday, November 20, 2012 9:12 AM
To: Jerome Falic
Subject: Re: Hard Candy cases

Yes, Stu suggested we speak with PJ at Allegro. I will shoot him a note today. Can you just give me the list of other items you want? We have iPad cases and iPhone cases. What else?

On Tue, Nov 20, 2012 at 8:42 AM, Jerome Falic <Jerome@falic.com> wrote:

Now I see it. We need to incorporate the heart logo. Stu had suggested along time ago that we ask (I forgot his name but the one that did the cosmetic bags) to do this for us. I need an assortment of items made asap and put on a rack. I will put it in about 15 stores to start with. Their price on the case is ridiculous unless maybe it's like a book. I don't mind going with them if they can give us a wide assortment and make it quick. It's not a huge order.

From: Neal Seideman [mailto:nseideman@dutyfreeamericas.com]
Sent: Tuesday, November 20, 2012 8:38 AM
To: Jerome Falic
Subject: Re: Hard Candy cases

Jerome,

I believe the renderings are imbedded into the email below, so let me know if you cannot see them.

I will call you to discuss. Give me a list of other items and I'll have them develop concepts. That said and with a complete list, are we better served going elsewhere? These guys have worked too long on this program to develop six designs, which may or may not be good. Also, am I reading it correctly that an iPad case costs \$16 per case?? Seems high to me.

Should we take your full list of accessories, have Stacey via a graphic artist develop a simple design or two and then provide the designs and list of items to another supplier (or 2 or 3) to get better pricing?

How many of your stores do you envision putting these items into? Any idea of quantities?

Call you a bit later.

Thanks, Neal

On Mon, Nov 19, 2012 at 10:42 PM, Jerome Falic <Jerome@falic.com> wrote:

Can you send me the renderings and also, I would like to order more items. We spoke of having an entire display of product.

From: Neal Seideman [mailto:nseideman@dutyfreeamericas.com]

Sent: Monday, November 19, 2012 5:07 PM

To: Jerome Falic

Subject: Fwd: Hard Candy cases

See below and I will call you later to touch base. Thanks, Neal

----- Forwarded message -----

From: Solomon Fallas <sfallas@life-works.com>

Date: Mon, Nov 19, 2012 at 2:29 PM

Subject: Re: Hard Candy cases

To: Neal Seideman <NSeideman@dutyfreeamericas.com>

Cc: "mtbeile@onestepup.com" <mtbeile@onestepup.com>, Eddie Mizrahi <emizrahi@life-works.com>

Neal,

sorry for the delay.

i have attached renderings of iPad Folio Cases as well as iPhone 5 cases with Hard Candy artwork.

the cost for the iPad cases would be \$16

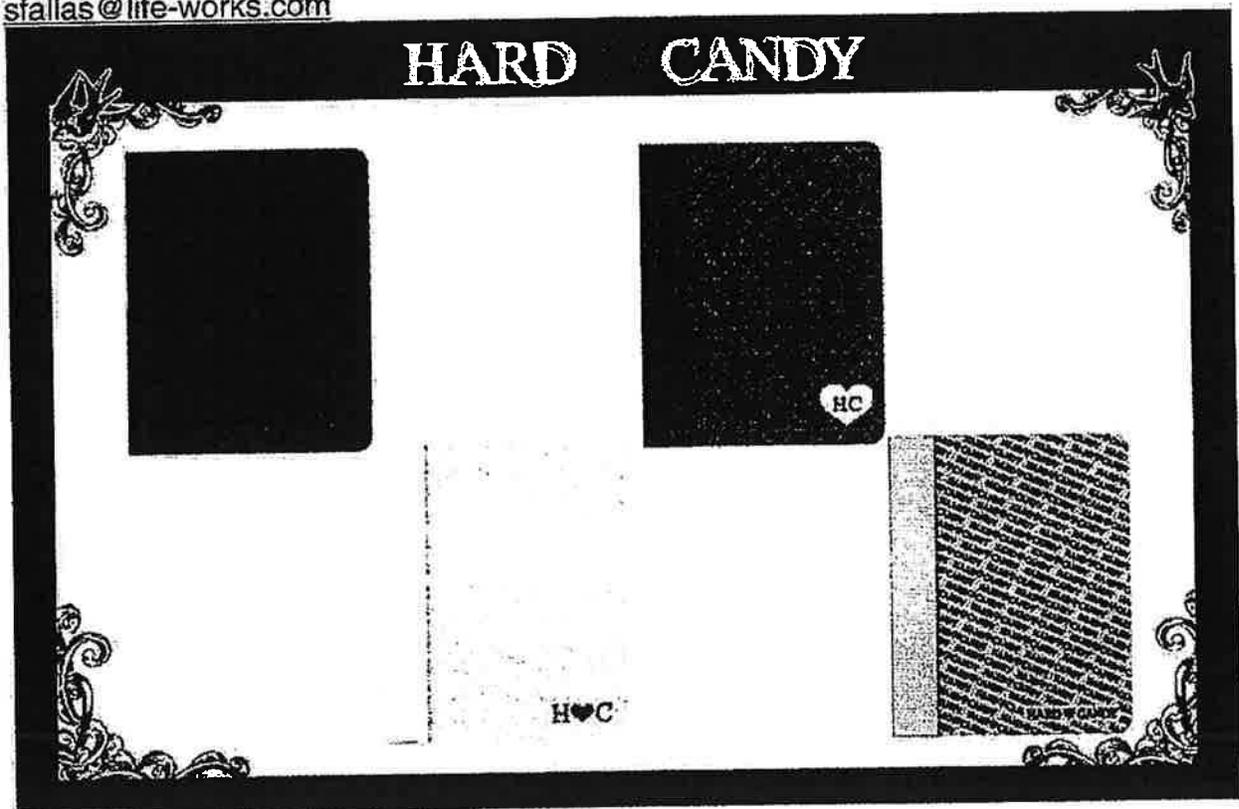
the cost for the iPhone cases would be \$6.50

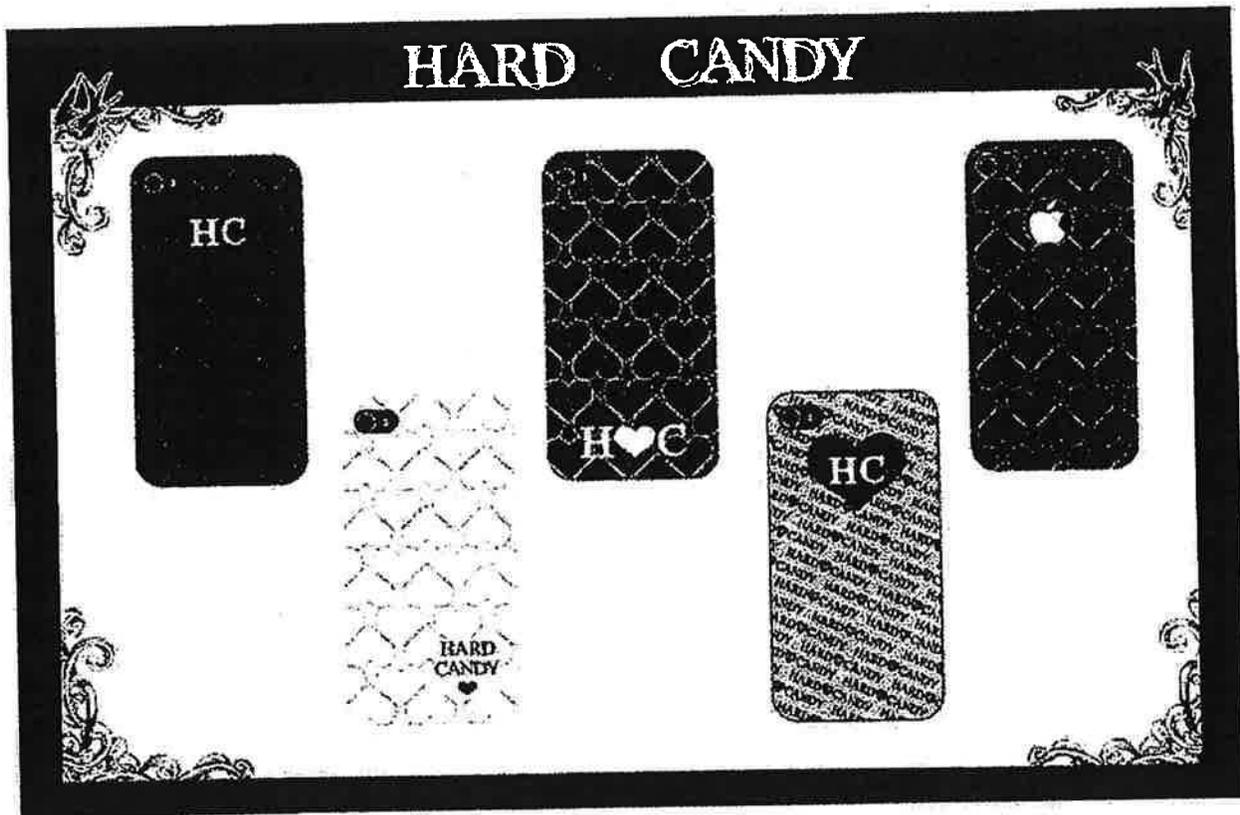
the MOQ per style is 1000 pcs.

let me know how you want to proceed.

thanks.

Solomon Fallas
VP of Sales
LifeWorks Technology Group
1412 Broadway 7th Fl
New York, NY 10018
T: 212-398-1110
C: 516-680-5557
sfallas@life-works.com





On Nov 19, 2012, at 1:49 PM, Neal Seideman <NSeideman@DutyFreeAmericas.Com> wrote:

Solomon, when you're able please send everything you have developed - all designs, cads, minimums, prices etc. I'm looking for one packet of all information, to then review and share with Jerome.

Thanks Solomon.

Neal

On Fri, Nov 9, 2012 at 12:18 PM, Solomon Fallas <sfallas@life-works.com> wrote:

Yes will do.

Sent from my iPad

On Nov 9, 2012, at 12:01 PM, "Morris Tbeile" <mtbeile@onestepup.com> wrote:

Sol

I just saw the first line sheets for hard candy iphone and ipad cases. They look really nice. Can you get electronic copies over to Neal along with pricing, min quantities and delivery dates.

I'd love to hear their feedback.

Best regards,

Morris

Sent via BlackBerry from T-Mobile

From: Solomon Fallas <sfallas@life-works.com>

Date: Thu, 8 Nov 2012 15:38:09 -0500

To: Neal Seideman <nseideman@dutyfreeamericas.com>

Cc: Morris Tbeile <morris@onestepup.com>; Eddie Mizrahi <emizrahi@life-works.com>

Subject: Re: Hard Candy cases

Hi Neal

I should be able to send you something on iphone designs today

Sent from my iPhone

On Nov 8, 2012, at 2:49 PM, "Neal Seideman" <nseideman@dutyfreeamericas.com> wrote:

Solomon, just checking in on the Hard Candy presentation, pricing etc. Please advise.

Thanks, Neal

On Thu, Nov 1, 2012 at 5:36 PM, Morris Tbeile <morris@onestepup.com> wrote:

Neal

I spoke with Solomon Fallas this morning. They should have a presentation for you on ipod/ipad/iphone covers and cases by Thursday Nov 8th. From what I understand from Solomon, we need a minimum of 1200 pcs per sku for any hard candy items that we make for DFA.

Prices will follow with the design pack

Morris

From: Neal Seideman [mailto:nseideman@dutyfreeamericas.com]
Sent: Thursday, November 01, 2012 5:32 PM
To: Morris Tbeile
Cc: Solomon Fallas; Harry Adjmi; Eddie Mizrahi
Subject: Re: Hard Candy cases

Thanks Morris.

Solomon/Eddie, any update? At what number may I reach either of you?

Thanks, Neal

On Thu, Nov 1, 2012 at 9:43 AM, Morris Tbeile <mtbeile@onestepup.com> wrote:

Neal
I put Mitch in contact with Solomon Fallas of lifeworks, our electronics division.
I will follow up with him on the status.
I have cc'ed him and Eddie Mizrahi as well.

Best regards,

Morris

Sent via BlackBerry from T-Mobile

From: Neal Seideman <nseideman@dutyfreeamericas.com>
Date: Thu, 1 Nov 2012 08:21:28 -0400
To: <morris@onestepup.com>
Cc: <hadjmi@onestepup.com>
Subject: Hard Candy cases

Morris, we met months ago about developing Hard Candy cases (iPhone, Ipad etc.) for distribution through our network of stores. I've yet to see samples or pricing - are you still interested? Please advise asap, if you're no longer interested I need to turn to another resource immediately, as my stores are seeking product.

Harry - hope all is well with you, let's catch up soon.

Thanks,

--

Neal Seideman

EVP

203-557-4822 office

203-952-6965 mobile

nseideman@dutyfreeamericas.com

--

Neal Seideman

EVP

203-557-4822 office

203-952-6965 mobile

nseideman@dutyfreeamericas.com

--

Neal Seideman

EVP

203-557-4822 office

203-952-6965 mobile

nseideman@dutyfreeamericas.com

--

Neal Seideman

EVP

203-557-4822 office

203-952-6965 mobile

nseideman@dutyfreeamericas.com

--

Neal Seideman

EVP

203-557-4822 office

203-952-6965 mobile

nseideman@dutyfreeamericas.com

--

Neal Seideman

EVP

203-557-4822 office

203-952-6965 mobile

nseideman@dutyfreeamericas.com

--

Neal Seideman

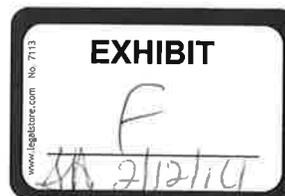
EVP

203-557-4822 office

203-952-6965 mobile

nseideman@dutyfreeamericas.com

Opposer's Exhibit F



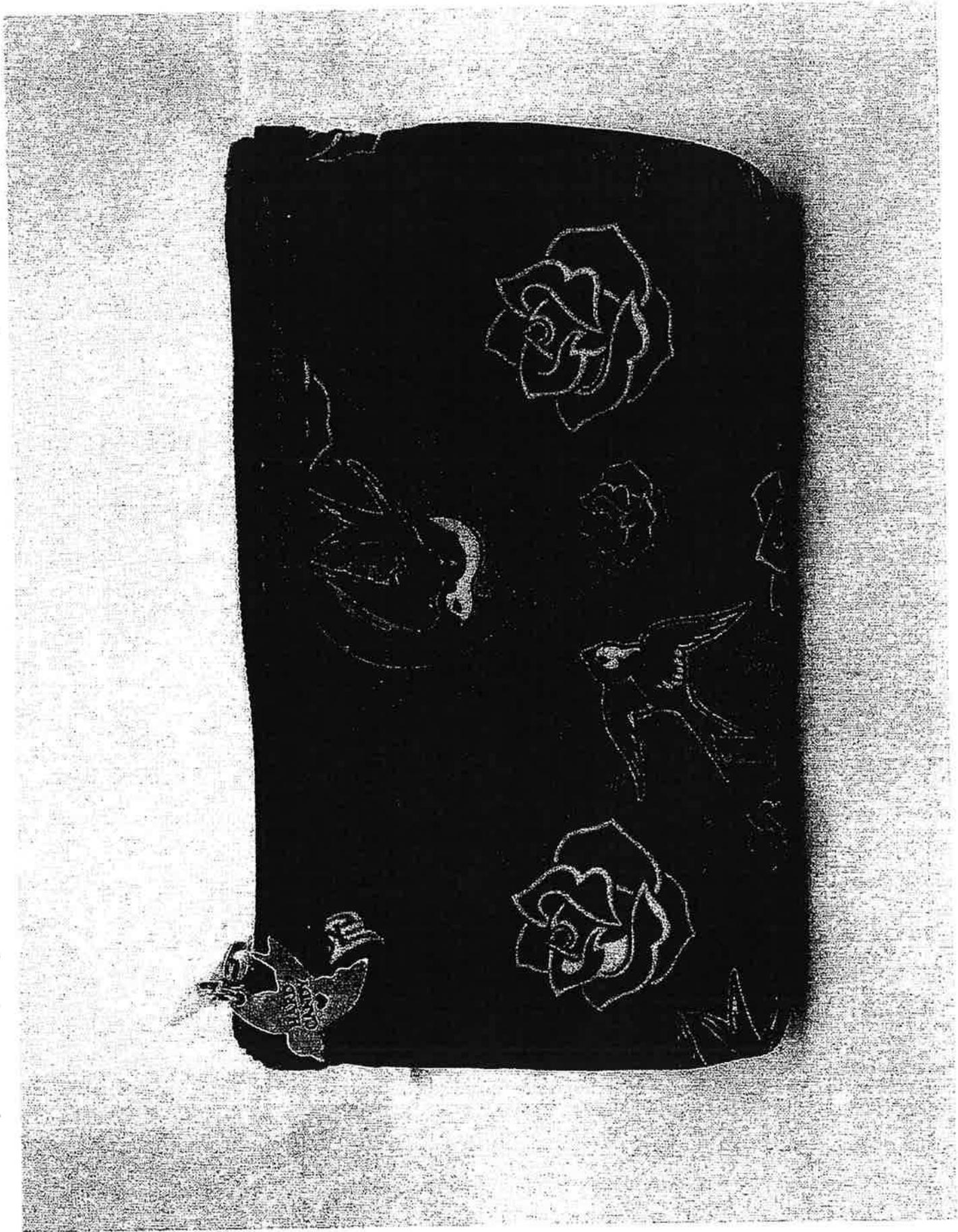
HARD CANDY LICENSEE LIST

LICENSEE	CATEGORY	CONTACT	EMAIL	PHONE
ACCESSORY EXCHANGE* 1 East 33rd Street New York, NY 10018	Accessories	Abe Dweck Elisa Hay - Totes/SLG Debbie Horton - Handbags Rich Stober- Division President - Socks/Legwear Kim Carr- VP Sales	abe.dweck@aeny.com elisa.hay@aeny.com debbie.horton@aeny.com rich.stober@aeny.com kim.carr@bagbazaar.com	212.931.5000
AIMEE LYNN* 366 5th Ave, #4 New York, NY 10001	Jewelry	Stephanie Murphy	stephaniem@aimeelynn.com	212.268.4747
ANGELS JEANS, Inc* 1407 Broadway Way Suite 1109 New York, NY 10018	Denim Bottoms	Carl Eckhaus		212.719.1333
CELS ENTERPRISES, Inc.* 3845 S. La Cienega Blvd Los Angeles, CA 90016	Shoes	Bob Goldman Christine Sung		310.838.2103
ES SUTTON 1400 Broadway, 26th Floor New York, NY 10018	Juniors Apparel	Albert Sutton- EVP Bella B Reich	asutton@essutton.com reich@essutton.com	t.212.944.9494 c.917.912.8369
FA* 411 Fifth Ave, 6th Floor New York, NY	Jewelry	JoEllen Quaglietta -V.P. Product Development	joellen@faf.com	212.840.1188 x 404
FANTASEYES* 385 Fifth Ave, 8th Floor New York, NY 10016	Sunglasses	Anya Rackmen Wiebke Brandon Mails- Sales and Product Development	anya@fantas-eyes.com brandon@fantas-eyes.com	212.997.4433 x.245
GARAN 350 5th Ave, 19th Floor New York, NY 10118	Tween Girls	Kathie Fiore	KFlora@garan.com	212.563.2000
HAMPSHIRE GROUP 114 W. 41st St New York, NY 10036	Graphic Tees	Heath Golden Alpay Ozman David Gren	hgolden@hamp.com Alpay@riogarmment.com david@riogarmment.com	212.840.5666
JAYA APPAREL GROUP* 5175 South Soto Street Vernon, CA 90058	Juniors Apparel	Jane Siskin	jsiskin@javalic.com	323.584.3500
M.Z. BERGER* 390 Fifth Ave, 4th Floor New York, NY 10016	Watches	Bernie Mermelstein - Owner Meggan Melody- Walmart Account Manager	meggan@mzb.com	718.391.8965
ONE STEP UP 1412 Broadway, 3rd Floor New York, NY 10018	Juniors Active	Harry Adjimi - President Toni Sotelo - VP Sales & Merchandising Natalie Smith - Designer	hadjimi@onestepup.com tsotelo@onestepup.com nsmith@onestepup.com	212.398.1100 x 1320
PLANET GOLD 1410 Broadway, 8th Floor New York, NY 10018	Juniors Active	John Bang - President Lisa Coopersmith - Sales Andrew Assael Yvette + Donnie Meshel - Creative	jbang@gtimports.net lsac@gtimports.net ANDREW@planetgold.us	212.239.4657 (main)
SELF ESTEEM 1384 Broadway, 2nd Floor New York, NY 10018	Juniors Active	Richard Clareman Thomas Aiello Kathlene Solomon Elisa Gangle - V.P. of Licensing and Marketing	rclareman@aol.com ThomasAiello@aol.com tomkathlene@aol.com ellsag@thesgcompanies.com	323.889.4300 Richard
SG COMPANIES* 100 West 33rd, Suite 1020 New York, NY 10001	Shoes	Brian Campbell- Dir. Of Creative Services Tom Zito - V.P. of Creative Strategy	brianc@thesgcompanies.com tomz@thesgcompanies.com	212.695.1200
TOPSON DOWNS 3840 Watseka Ave Culver City, CA 90232	Juniors Active	John Poyer Daniel Abramovitch Noel Russell Janice Thomson	johnpoyer@topsondowns.com danielabramovitch@topsondowns.com noelrussel@topsondowns.com janicethomson@topsondowns.com	310.558.9100
VANDALE 180 Madison Ave, 2nd Floor New York, NY 10016	Intimates/Sleep	Maurice Setton Linda Eiton Kristin Erickson - Designer - Intimates Karen Radtke - Designer Accessories	msetton@vandale.com leiton@vandale.com KErickson@vandale.com kradtke@vandale.com	212.638.8181

* License pending

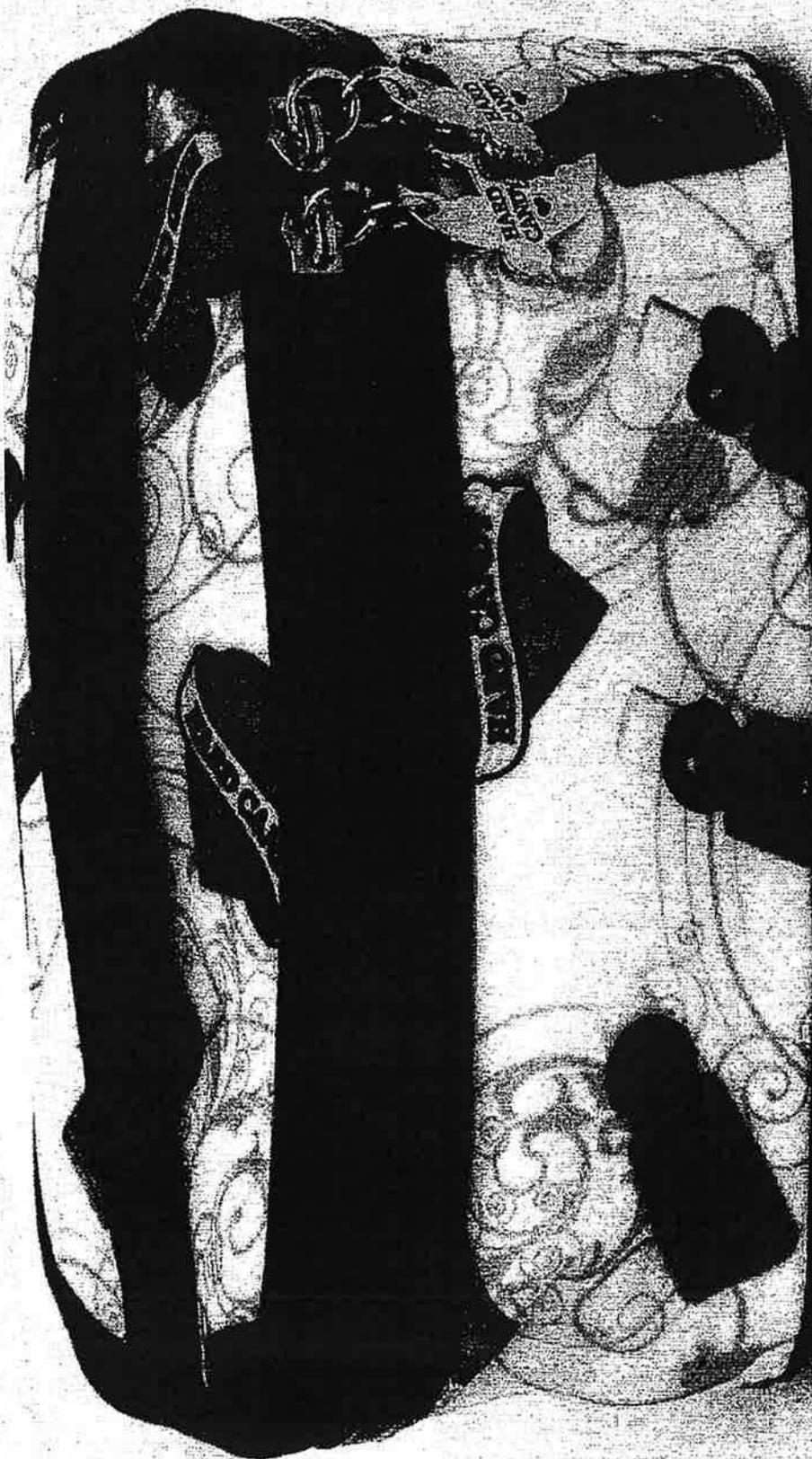
Opposer's Exhibit G





HIGHLY CONFIDENTIAL

HC000002



HIGHLY CONFIDENTIAL

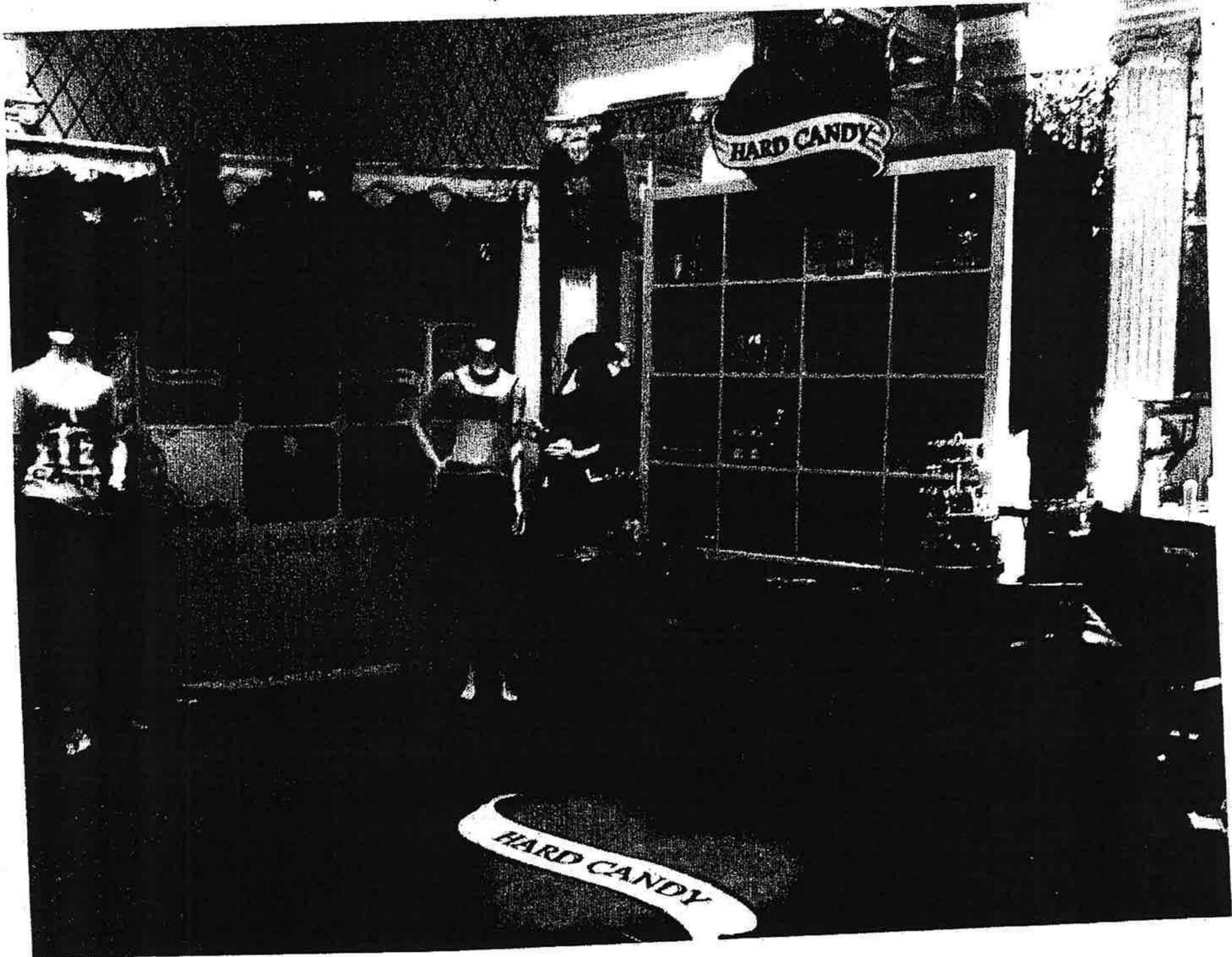
HC000003

Opposer's Exhibit H



HIGHLY CONFIDENTIAL

HC000012





HIGHLY CONFIDENTIAL

HC000012

Trademark/Service Mark Application, Principal Register

Serial Number: 77700559

Filing Date: 03/27/2009

The table below presents the data as entered.

Input Field	Entered
SERIAL NUMBER	77700559
MARK INFORMATION	
*MARK	<u>HARD CANDY</u>
STANDARD CHARACTERS	YES
USPTO-GENERATED IMAGE	YES
LITERAL ELEMENT	HARD CANDY
MARK STATEMENT	The mark consists of standard characters, without claim to any particular font, style, size, or color.
REGISTER	Principal
APPLICANT INFORMATION	
*OWNER OF MARK	Hard Candy, LLC
*STREET	6100 Hollywood Blvd. 7th Floor
*CITY	Hollywood
*STATE (Required for U.S. applicants)	Florida
*COUNTRY	United States
*ZIP/POSTAL CODE (Required for U.S. applicants only)	33024
LEGAL ENTITY INFORMATION	
TYPE	limited liability company
STATE/COUNTRY WHERE LEGALLY ORGANIZED	Florida
GOODS AND/OR SERVICES AND BASIS INFORMATION	
INTERNATIONAL CLASS	009



*IDENTIFICATION	Consumer electronics
FILING BASIS	SECTION 1(b)
ADDITIONAL STATEMENTS SECTION	
PRIOR REGISTRATION(S)	The applicant claims ownership of U.S. Registration Number(s) 2666792, 1987262, 2343732, and others.
ATTORNEY INFORMATION	
NAME	Manuel Valcarcel, Esq.
ATTORNEY DOCKET NUMBER	063156.010101
FIRM NAME	Greenberg Traurig, P.A.
STREET	1221 Brickell Avenue
CITY	Miami
STATE	Florida
COUNTRY	United States
ZIP/POSTAL CODE	33131
PHONE	3055790812
FAX	3059615812
EMAIL ADDRESS	ipmiami@gtlaw.com
AUTHORIZED TO COMMUNICATE VIA EMAIL	Yes
CORRESPONDENCE INFORMATION	
NAME	Manuel Valcarcel, Esq.
FIRM NAME	Greenberg Traurig, P.A.
STREET	1221 Brickell Avenue
CITY	Miami
STATE	Florida
COUNTRY	United States
ZIP/POSTAL CODE	33131
PHONE	3055790812
FAX	3059615812
EMAIL ADDRESS	ipmiami@gtlaw.com
AUTHORIZED TO COMMUNICATE VIA EMAIL	Yes

FEE INFORMATION

NUMBER OF CLASSES	1
FEE PER CLASS	325
*TOTAL FEE DUE	325
*TOTAL FEE PAID	325

SIGNATURE INFORMATION

SIGNATURE	/jerome falic/
SIGNATORY'S NAME	Jerome Falic
SIGNATORY'S POSITION	Chief Executive Officer
DATE SIGNED	03/26/2009

Trademark/Service Mark Application, Principal Register

Serial Number: 77700559

Filing Date: 03/27/2009

To the Commissioner for Trademarks:

MARK: HARD CANDY (Standard Characters, see mark)

The literal element of the mark consists of HARD CANDY.

The mark consists of standard characters, without claim to any particular font, style, size, or color.

The applicant, Hard Candy, LLC, a limited liability company legally organized under the laws of Florida, having an address of

6100 Hollywood Blvd. 7th Floor
Hollywood, Florida 33024
United States

requests registration of the trademark/service mark identified above in the United States Patent and Trademark Office on the Principal Register established by the Act of July 5, 1946 (15 U.S.C. Section 1051 et seq.), as amended, for the following:

International Class 009: Consumer electronics ■

Intent to Use: The applicant has a bona fide intention to use or use through the applicant's related company or licensee the mark in commerce on or in connection with the identified goods and/or services. (15 U.S.C. Section 1051(b)).

The applicant claims ownership of U.S. Registration Number(s) 2666792, 1987262, 2343732, and others.

The applicant's current Attorney Information:

Manuel Valcarcel, Esq. of Greenberg Traurig, P.A.

1221 Brickell Avenue
Miami, Florida 33131
United States

The attorney docket/reference number is 063156.010101.

The applicant's current Correspondence Information:

Manuel Valcarcel, Esq.
Greenberg Traurig, P.A.
1221 Brickell Avenue
Miami, Florida 33131
3055790812(phone)
3059615812(fax)
ipmiami@gtlaw.com (authorized)

A fee payment in the amount of \$325 has been submitted with the application, representing payment for 1 class(es).

Declaration

The undersigned, being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. Section 1001, and that such willful false statements, and the like, may jeopardize the validity of the application or any resulting registration, declares that he/she is properly authorized to execute this application on behalf of the applicant; he/she believes the applicant to be the owner of the trademark/service mark sought to be registered, or, if the application is being filed under 15 U.S.C. Section 1051(b), he/she believes applicant to be entitled to use such mark in commerce; to the best of his/her knowledge and belief no other person, firm, corporation, or association has the right to use the mark in commerce, either in the identical form thereof or in such near resemblance thereto as to be likely, when used on or in connection with the goods/services of such other person, to cause confusion, or to cause mistake, or to deceive; and that all statements made of his/her own knowledge are true; and that all statements made on information and belief are believed to be true.

Signature: /jerome falic/ Date Signed: 03/26/2009 †

Signatory's Name: Jerome Falic

Signatory's Position: Chief Executive Officer

RAM Sale Number: 5244

RAM Accounting Date: 03/27/2009

Serial Number: 77700559

Internet Transmission Date: Fri Mar 27 09:07:02 EDT 2009

TEAS Stamp: USPTO/BAS-69.25.8.138-200903270907020301

19-77700559-400b5cba29072194e83b6f0a66ae

3b591b-DA-5244-20090320163726930552

HARD CANDY

Trademark/Service Mark Application, Principal Register

Serial Number: 77700557

Filing Date: 03/27/2009

The table below presents the data as entered.

Input Field	Entered
SERIAL NUMBER	77700557
MARK INFORMATION	
*MARK	<u>HARD CANDY</u>
STANDARD CHARACTERS	YES
USPTO-GENERATED IMAGE	YES
LITERAL ELEMENT	HARD CANDY
MARK STATEMENT	The mark consists of standard characters, without claim to any particular font, style, size, or color.
REGISTER	Principal
APPLICANT INFORMATION	
*OWNER OF MARK	Hard Candy, LLC
*STREET	6100 Hollywood Blvd. 7th Floor
*CITY	Hollywood
*STATE (Required for U.S. applicants)	Florida
*COUNTRY	United States
*ZIP/POSTAL CODE (Required for U.S. applicants only)	33024
LEGAL ENTITY INFORMATION	
TYPE	limited liability company
STATE/COUNTRY WHERE LEGALLY ORGANIZED	Florida
GOODS AND/OR SERVICES AND BASIS INFORMATION	
INTERNATIONAL CLASS	018



*IDENTIFICATION	leather goods; purses
FILING BASIS	SECTION 1(b)
ADDITIONAL STATEMENTS SECTION	
PRIOR REGISTRATION(S)	The applicant claims ownership of U.S. Registration Number(s) 2666792, 1987262, 2343732, and others.
ATTORNEY INFORMATION	
NAME	Manuel Valcarcel, Esq.
ATTORNEY DOCKET NUMBER	063156.010101
FIRM NAME	Greenberg Traurig, P.A.
STREET	1221 Brickell Avenue
CITY	Miami
STATE	Florida
COUNTRY	United States
ZIP/POSTAL CODE	33131
PHONE	3055790812
FAX	3059615812
EMAIL ADDRESS	ipmiami@gtlaw.com
AUTHORIZED TO COMMUNICATE VIA EMAIL	Yes
CORRESPONDENCE INFORMATION	
NAME	Manuel Valcarcel, Esq.
FIRM NAME	Greenberg Traurig, P.A.
STREET	1221 Brickell Avenue
CITY	Miami
STATE	Florida
COUNTRY	United States
ZIP/POSTAL CODE	33131
PHONE	3055790812
FAX	3059615812
EMAIL ADDRESS	ipmiami@gtlaw.com
AUTHORIZED TO COMMUNICATE VIA EMAIL	Yes

FEE INFORMATION

NUMBER OF CLASSES	1
FEE PER CLASS	325
*TOTAL FEE DUE	325
*TOTAL FEE PAID	325

SIGNATURE INFORMATION

SIGNATURE	/jerome falic/
SIGNATORY'S NAME	Jerome Falic
SIGNATORY'S POSITION	Chief Executive Officer
DATE SIGNED	03/26/2009

Trademark/Service Mark Application, Principal Register

Serial Number: 77700557

Filing Date: 03/27/2009

To the Commissioner for Trademarks:

MARK: HARD CANDY (Standard Characters, see mark)

The literal element of the mark consists of HARD CANDY.

The mark consists of standard characters, without claim to any particular font, style, size, or color.

The applicant, Hard Candy, LLC, a limited liability company legally organized under the laws of Florida, having an address of

6100 Hollywood Blvd. 7th Floor
Hollywood, Florida 33024
United States

requests registration of the trademark/service mark identified above in the United States Patent and Trademark Office on the Principal Register established by the Act of July 5, 1946 (15 U.S.C. Section 1051 et seq.), as amended, for the following:

International Class 018: leather goods; purses

Intent to Use: The applicant has a bona fide intention to use or use through the applicant's related company or licensee the mark in commerce on or in connection with the identified goods and/or services. (15 U.S.C. Section 1051(b)).

The applicant claims ownership of U.S. Registration Number(s) 2666792, 1987262, 2343732, and others.

The applicant's current Attorney Information:

Manuel Valcarcel, Esq. of Greenberg Traurig, P.A.

1221 Brickell Avenue
Miami, Florida 33131
United States

The attorney docket/reference number is 063156.010101.

The applicant's current Correspondence Information:

Manuel Valcarcel, Esq.
Greenberg Traurig, P.A.
1221 Brickell Avenue
Miami, Florida 33131
3055790812(phone)
3059615812(fax)
ipmiami@gtlaw.com (authorized)

A fee payment in the amount of \$325 has been submitted with the application, representing payment for 1 class(es).

Declaration

The undersigned, being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. Section 1001, and that such willful false statements, and the like, may jeopardize the validity of the application or any resulting registration, declares that he/she is properly authorized to execute this application on behalf of the applicant; he/she believes the applicant to be the owner of the trademark/service mark sought to be registered, or, if the application is being filed under 15 U.S.C. Section 1051(b), he/she believes applicant to be entitled to use such mark in commerce; to the best of his/her knowledge and belief no other person, firm, corporation, or association has the right to use the mark in commerce, either in the identical form thereof or in such near resemblance thereto as to be likely, when used on or in connection with the goods/services of such other person, to cause confusion, or to cause mistake, or to deceive; and that all statements made of his/her own knowledge are true; and that all statements made on information and belief are believed to be true.

Signature: /jerome falic/ Date Signed: 03/26/2009
Signatory's Name: Jerome Falic
Signatory's Position: Chief Executive Officer

RAM Sale Number: 5237
RAM Accounting Date: 03/27/2009

Serial Number: 77700557
Internet Transmission Date: Fri Mar 27 09:04:36 EDT 2009
TEAS Stamp: USPTO/BAS-69.25.8.138-200903270904363743
49-77700557-40062247af540f5b843f7a512685
915b1-DA-5237-20090320173714331908

HARD CANDY

From: Debra Restler [<mailto:Debra.Restler@beanstalk.com>]
Sent: Tuesday, February 03, 2009 5:32 PM
To: Jerome Falic
Cc: Michael Stone; Lindsey Schiffman; Elizabeth O'Neill; Nicole Desir
Subject: The Beanstalk Group Proposal for Hard Candy

Dear Jerome,

It was pleasure seeing you last week. After all of our phone calls and emails, I'm so glad we were able to schedule the meeting!

Attached please find Beanstalk's Licensing Representation Proposal for Hard Candy for your review. We have also forwarded a hard copy. If you have any questions, please do not hesitate to call and we would be happy to discuss the content.

We look forward to the prospect of partnering!

Best regards,
Debra Restler
Director, Business Development & Marketing
The Beanstalk Group
28 East 28th Street
New York, NY 10016
Tel: (212) 303-1146
Fax: (212) 421-6387
Visit us at www.beanstalk.com

 Please consider the environment before printing this e-mail.



Prior to the full execution of a license agreement, you must not act in reliance on this email or any representations of Beanstalk or a licensor; you must not sell or ship any products bearing a licensor's properties; and any product development you undertake is at your sole risk. This email may contain information that is privileged, confidential or otherwise protected from disclosure. Distribution or copying of this email or the information herein by anyone other than the intended recipient is prohibited. If you have received this email in error, please contact me via return email.

No virus found in this incoming message.

Checked by AVG.

Version: 7.5.552 / Virus Database: 270.10.17/1932 - Release Date: 2/3/2009 7:57 AM



28 East 28th Street | Tel (212) 421-6060
New York, NY 10016 | Fax (212) 421-6388
www.beanstalk.com

February 14, 2013

VIA EMAIL

Mr. Jerome Falic
Falic Fashion Group
6100 Hollywood Blvd.
Hollywood, FL 33024

Re: The Beanstalk Group Licensing Representation Proposal for Hard Candy

Dear Jerome:

It was a pleasure seeing you again last week and I am glad that you and Michael had an opportunity to meet as well. As we mentioned, following below is a brief description of our services and our proposal to represent Hard Candy. We have enjoyed the opportunity to get to know you and are most excited at the prospect of working together to extend Hard Candy into a lifestyle brand.

Beanstalk is uniquely positioned to help establish a strategic, disciplined licensing program that reinforces Hard Candy's core brand values, leverages key licensee and retail partnerships, and generates healthy royalty revenue. In addition to strategic program development and program launch, Beanstalk will manage the daily complexities and demands of the program -- including licensee selection and retail coordination -- to ensure excellence in execution and success in both the near- and long-term. With decades of experience in building a multitude of groundbreaking licensing programs, we have the talent, experience, and resources to develop and manage a profitable, brand enhancing licensing program. Consistent with our approach, your on-going involvement, insight and approval will be paramount to the program's success.

Proposed Strategy for the Hard Candy Licensing Program

Based on our previous discussions and the significant momentum achieved with Nu World and Walmart, we recommend one of two strategic partnership approaches -- both predicated on a decision by Walmart to proceed with Nu World. It is our understanding from Nu World that the initial decision by Walmart, if positive, will be to test the program. The two recommended options are as follows:

Scenario A

If Walmart determines to proceed with the test this will offer us the opportunity to develop a cross-departmental strategy to present to Walmart, even before the goods hit the Walmart floor. Following development of the Hard Candy brand positioning and design aesthetic (discussed in further detail below), Beanstalk professionals will prepare and present a compelling sell-in to Walmart in the agreed upon additional categories.

Scenario B

In the event that Walmart chooses not to proceed with a test or that the cosmetics test at Walmart is not a success, in conjunction with Nu World or with an entirely new cosmetics partner, Beanstalk would look to identify another appropriate retailer to offer the comprehensive range of Hard Candy-branded products, including cosmetics. As in the previous scenario, the Hard Candy brand positioning and design aesthetic would need to be developed prior to presentation to a retailer.

Development of Brand Positioning and Design Aesthetic

As you know, a seamless presentation at retail will be critical to success. A cohesive voice and aesthetic across product categories is a necessary component. It is, therefore, critical that prior to approaching a retailer with the Hard Candy licensing program, a compelling brand positioning and design aesthetic must be established in advance to assist in retail sell-in. This will also ultimately be required in later stages to guide the licensees' development of branded products. The brand positioning/style guide should include the following:

- The brand's unique selling proposition
- Product logos and visual identity (logo usage, typography, color palette)
- Brand values
- Target consumer
- Imagery and artwork
- Design inspirations to guide aesthetic
- Packaging assets and style direction
- Point-of-sale assets and style direction

Beanstalk cannot only help identify the appropriate creative resources for this and obtain competitive quotes for your review, but we will gladly work with the identified agency to shepherd the development of the style guide. Indeed, some of the non-design elements can be developed by us. Beanstalk's involvement in the process is critical, as our Brand Management experts can leverage their knowledge of prospective categories, the competitive landscape, and the overall retail environment to help guide the development of assets that address the brand's needs across a myriad of categories. Prior to the guide's creation, we would jointly agree upon a list of product categories for inclusion in the style guide and the retailer presentation. This style guide would likely endure for several years and would only need to be adapted should new categories be added and/or if there were an overall brand "re-direction."

Costs to produce a brand style guide vary greatly depending upon the scope of the assignment, the number of rounds of revisions, and the caliber and size of the design agency. Our familiarity with a host of creative partners across a wide spectrum will be

January 29, 2009

Page 2 of 5

invaluable. Your investment in a brand style guide is critical and will quickly pay for itself once the program launches.

Our Proprietary Licensing Process

Keeping in mind the specific goals and objectives for the Hard Candy licensing program, leverageable brand equities, and industry and market intelligence, Beanstalk will apply our proprietary strategic process resulting in a recommendation of specific categories for brand extension. As part of this process, we will also conduct retail audits in order to better understand the competitive landscape in each of the recommended categories. All of our analysis and recommendations will be delivered to The Falic Fashion Group in the form of a Strategic Licensing Plan.

Licensee Selection and Negotiation

Following presentation and successful sell-in to a retailer (hopefully Walmart), Beanstalk begins the Licensee Selection and Negotiation Phase, during which we will prospect for appropriate licensee partners. In the case of Walmart, preferred vendors may be suggested by Walmart. We will review these manufacturers to ensure that they possess the capabilities necessary to develop well-designed, high-quality products that reflect the essence of the Hard Candy brand. Prior to making any recommendations to you, we will conduct thorough due diligence on licensees including background checks into financials; research, development, design and manufacturing capabilities; as well as management strategy and a business plan, if deemed appropriate. Should you approve our licensee recommendations, Beanstalk will then aggressively negotiate terms and prepare all contracts -- all, of course, subject to your approval. Our experience in contract negotiation will be of great benefit as it results in the most favorable terms. Naturally, you will be informed on our progress on a continual basis.

Product Development and Licensee Management

After the licenses are negotiated and the agreements are completed, Beanstalk professionals educate the licensees about the Hard Candy brand, its specific needs, and the requisite procedures for product design and development as well as the approval process. We will ensure that the design process proceeds smoothly and completely meets with your expectations. With your guidance, we will help communicate creative product development guidelines to licensees, review their products before submission to the Falic Fashion Group for approval, and direct the product approval process. We manage licensee coordination, product and collateral development and design, and merchandising development to ensure the licensing program gets the necessary support so as to appear seamless to consumers. We interact daily with licensees to ensure that licensed products convey the true essence of the brand, and that they are merchandised effectively. The Brand Management Team will also lead the charge in creating brand selling materials and specialized presentations in supporting retail sell-in and sell-through and in ensuring program optimization.

With respect to all of the above activities, absolutely nothing moves forward without your complete approval and we are in continuous contact with you all along the way.

Program and Retail Management

As previously mentioned, Beanstalk is one of only a few independent agencies offering comprehensive retail management expertise. While this experience is highly beneficial to all

January 29, 2009

Page 3 of 5

licensing programs (traditional as well as retail exclusive), we have very special experience with Walmart from our success in building and managing the *Mary-Kate and Ashley* (nine years) and *Danskin Now* (four years) programs at Walmart. Indeed, these two retail exclusive programs ultimately necessitated two full time Beanstalk employees in Bentonville for additional support. The *Mary-Kate and Ashley* program ultimately expanded to 11 countries, each with a primary retail partner. Down the road, we would certainly want to replicate any success we have with *Hard Candy* in other countries.

Our experienced Brand Management team will be involved in key elements of the program management process throughout the life of the program. These include:

- Ensuring consistent product design
- Ensuring timely product delivery
- Ensuring consistent merchandising, pricing, and marketing
- Assisting in development of in-store merchandising concepts and cross promotions
- Executing in-store signage and promotional materials
- Coordinating in-store marketing support and promotional events
- Strategically developing program expansion across departments
- Organizing regular summits with buyers to introduce concepts and share inspiration for new categories
- Developing materials for internal retailer distribution
- Regularly tracking and analyzing sales
- Review of semi-annual licensee business plans
- Coordinating licensee and buyer summits to share best-practices and key learnings

Beanstalk will remit advances and all royalty revenues due to you in a timely fashion. To monitor program progress, quarterly reports are furnished to you so that we can evaluate program success in tandem. We have the ability to tailor these reports to your specific needs. Beanstalk is ever vigilant, and continuously monitors the program to identify areas of opportunity. These opportunities may take the form of new strategies, new categories, new licensees, or enhanced licensee performance. With your approval, we implement the prescribed changes, and ensure they are not only pursued, but are maximized.

Beanstalk Compensation

As you know, it is our policy to charge clients a monthly retainer as well as 35% of all royalty revenue from licensed products developed during the representation period. The monthly retainer not only helps defray the high costs incurred during the first year of engagement (before the royalty revenue flow begins), but Beanstalk requests this mechanism to afford protection in situations where Beanstalk develops, presents and gains approval on a strategic plan only to have a client decide not to move ahead with licensing or simply decline approval on any of the deals we bring to the table. Per our previous discussions, we have proposed below an alternative compensation structure for your consideration.

- For the first 12 months of engagement, a reduced monthly retainer of \$7,500
- Once the program launches, Beanstalk will receive 30% of all royalties from licensed product

Should you have any questions or wish to discuss anything further, please don't hesitate to call. Jerome, we are most excited at the prospect of partnering and are eager to apply our

expertise in helping to build a successful brand extension program for the Hard Candy brand.

Best regards,

Debra Restler

cc: Michael Stone
Elizabeth O'Neill
Nicole Desir

February 3, 2009
Page 5 of 5

From: Stu Dolleck [<mailto:dollecks@nwcoss.com>]
Sent: Wednesday, October 07, 2009 1:41 PM
To: Jerome Falic
Subject: Rough Concepts

These are strictly for discussion to give them a feel for the depth of the brand.

We are still working on others and the overall presentation format.

Just wanted you to see some of the preliminaries'.

Stu Dolleck
President

NuWorld
beauty

300 Millik Street
Carteret, NJ 07008
Tel: 732-541-6300 X 105



Please consider the environment before printing this e-mail.

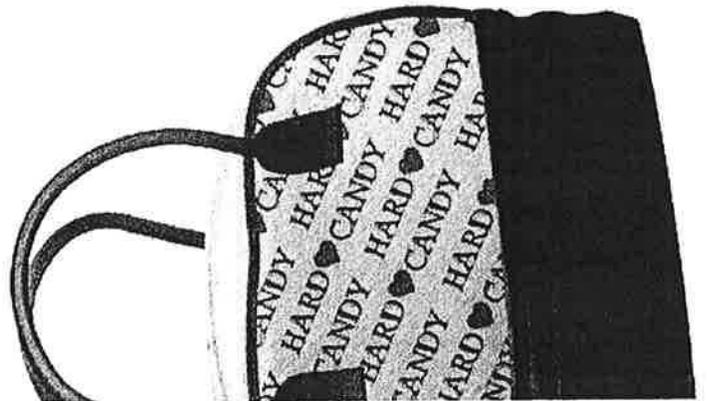
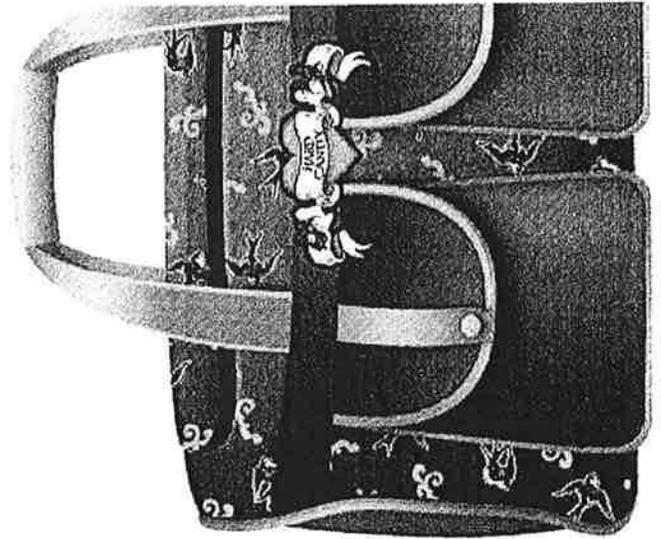
This message contains confidential information, intended only for the person(s) named above, which may also be privileged. Any use, distribution, copying or disclosure by any other person is strictly prohibited. In such case, you should delete this message and kindly notify the sender via reply e-mail. Please advise immediately if you or your employer does not consent to Internet e-mail for messages of this kind.

No virus found in this incoming message.

Checked by AVG - www.avg.com

Version: 8.5.421 / Virus Database: 270.14.3/2415 - Release Date: 10/07/09 05:18:00

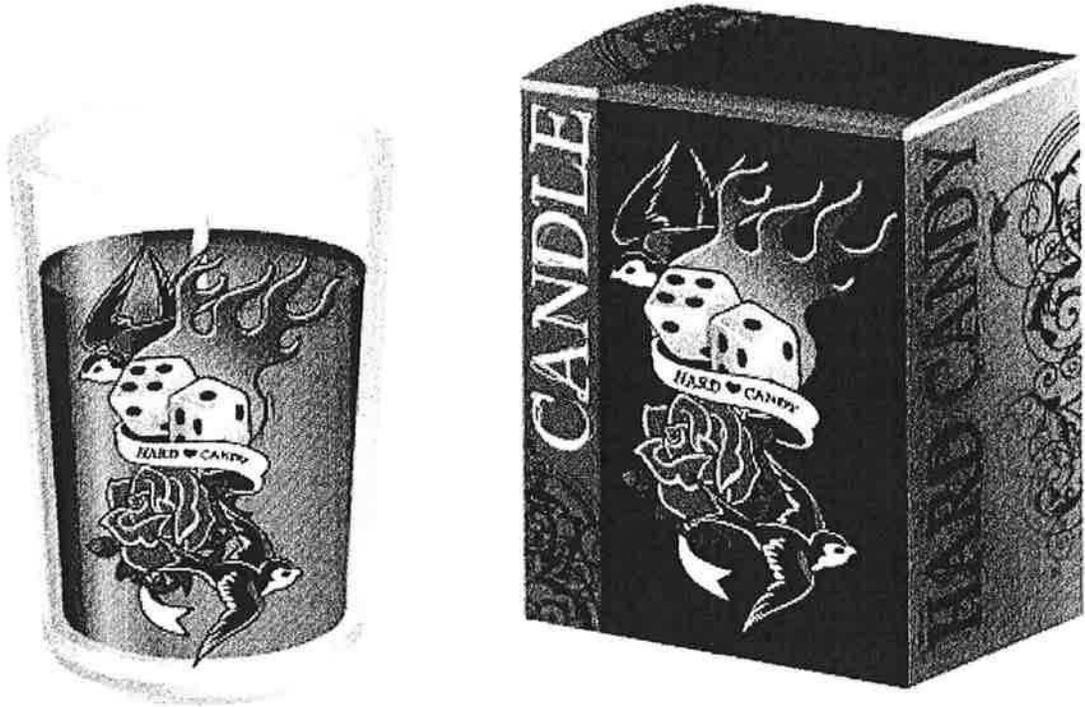


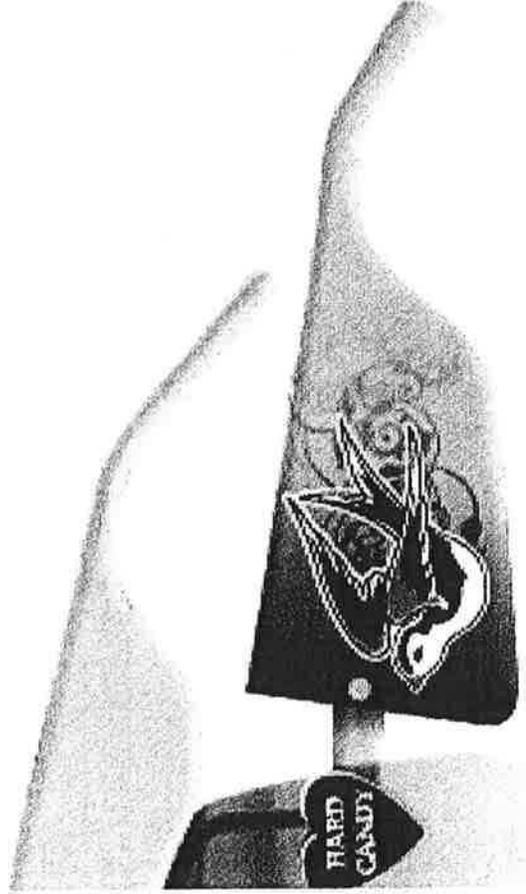
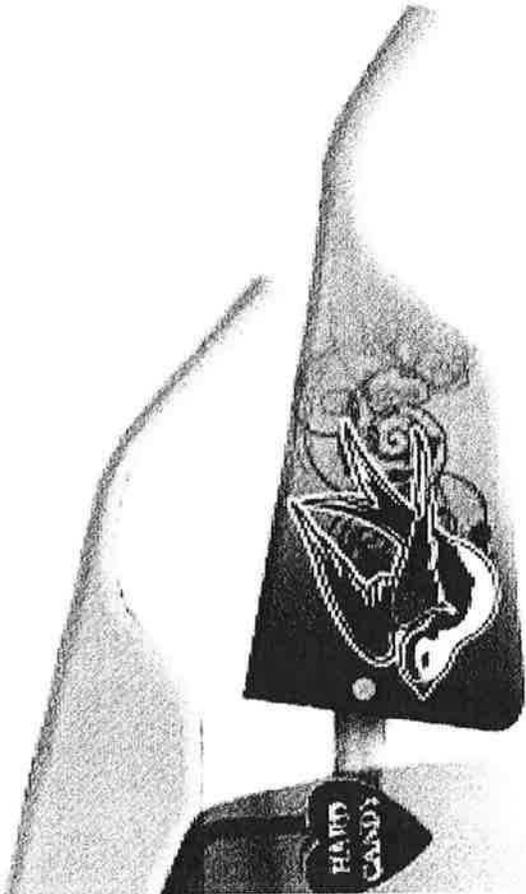
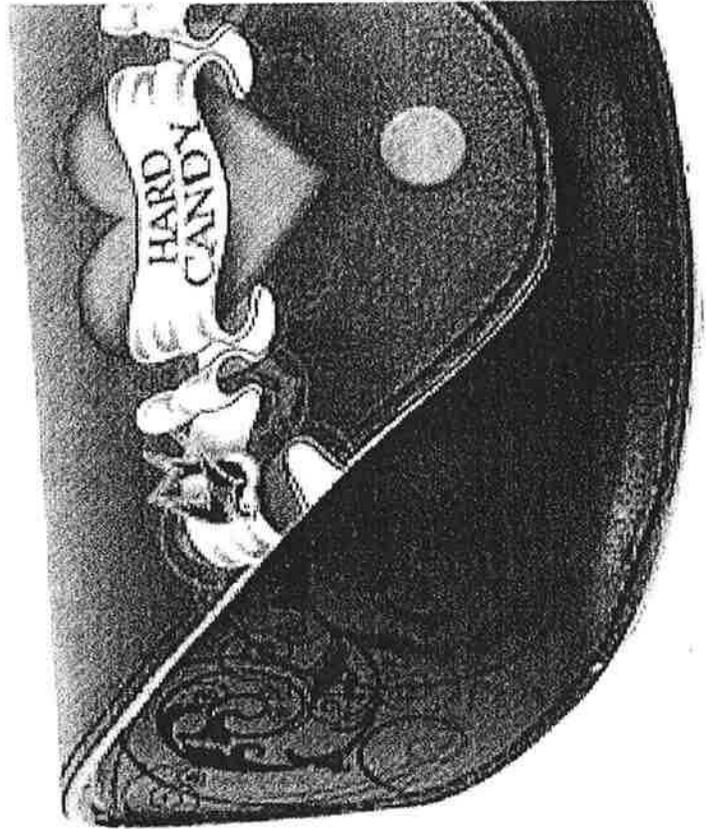


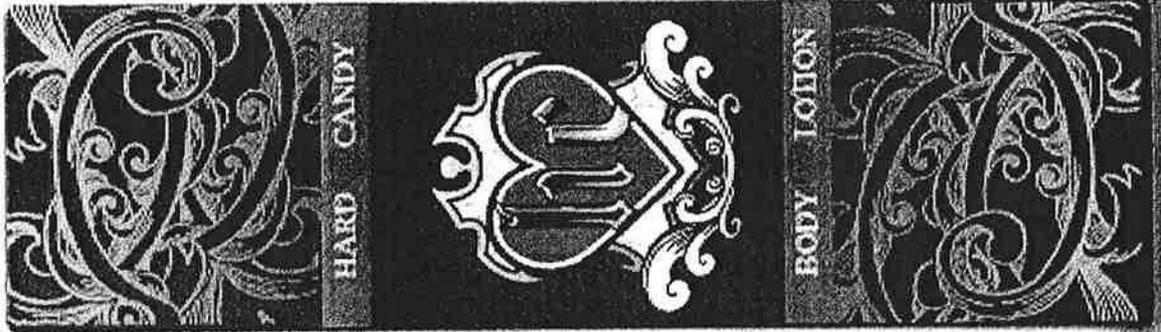
Best  Of
HARD CANDY

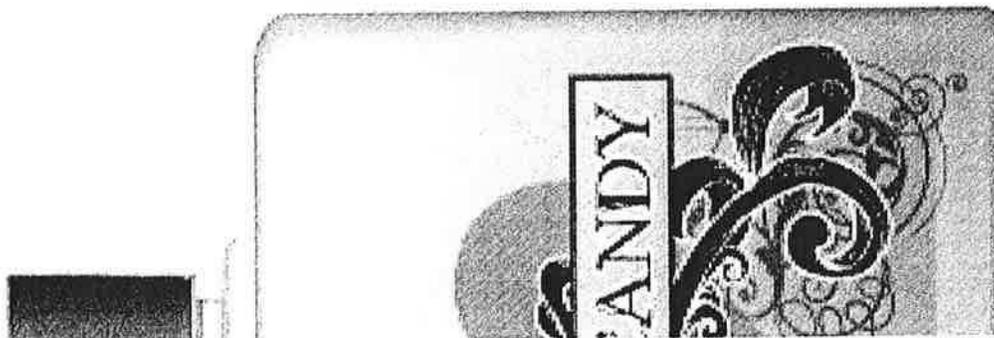
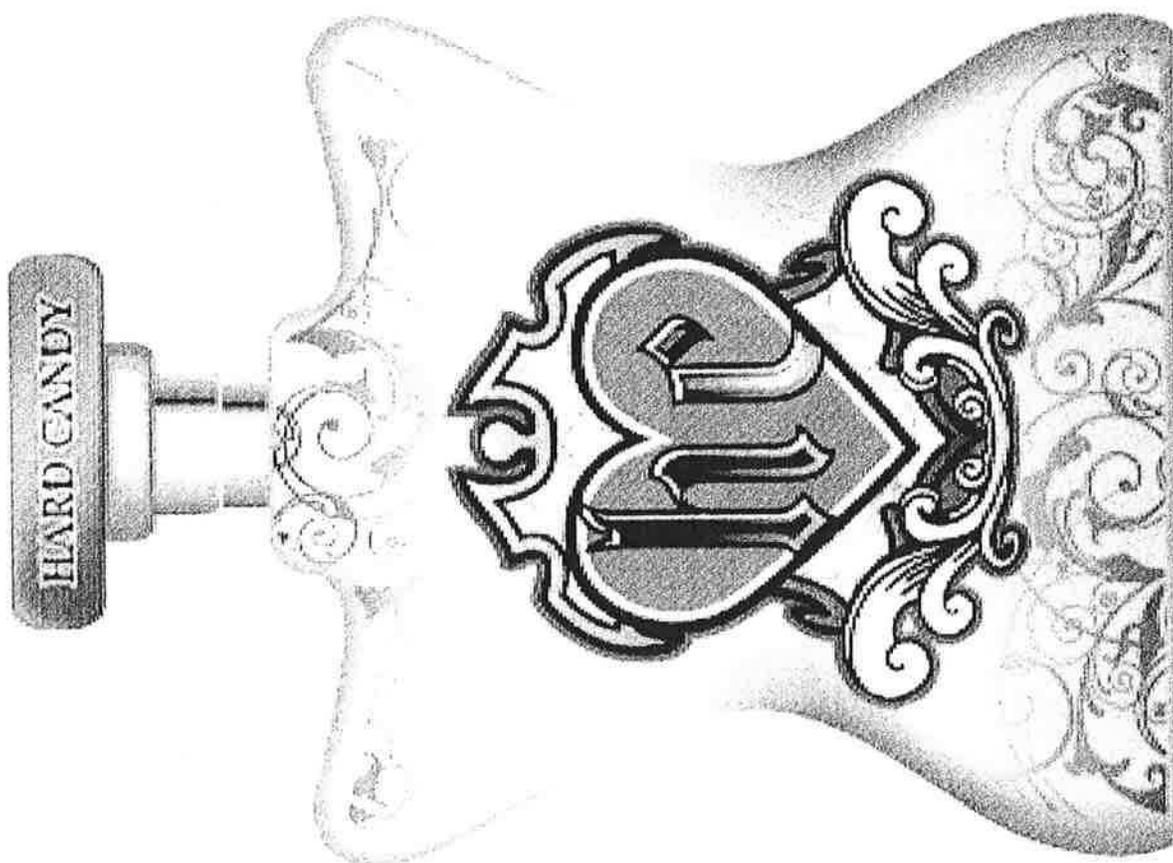
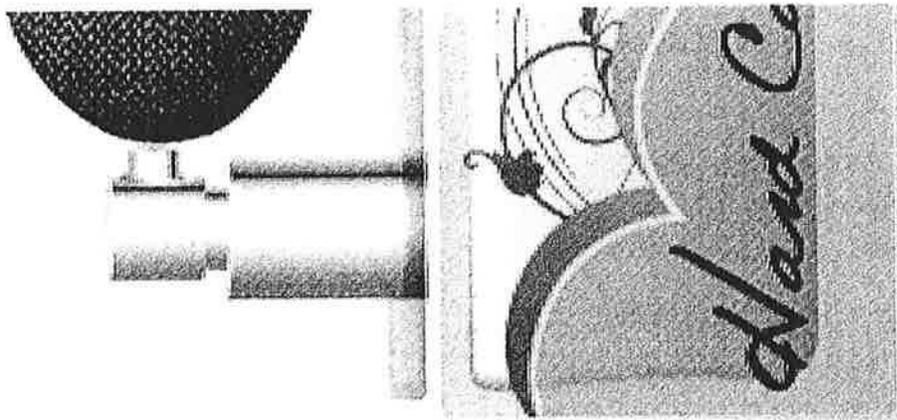


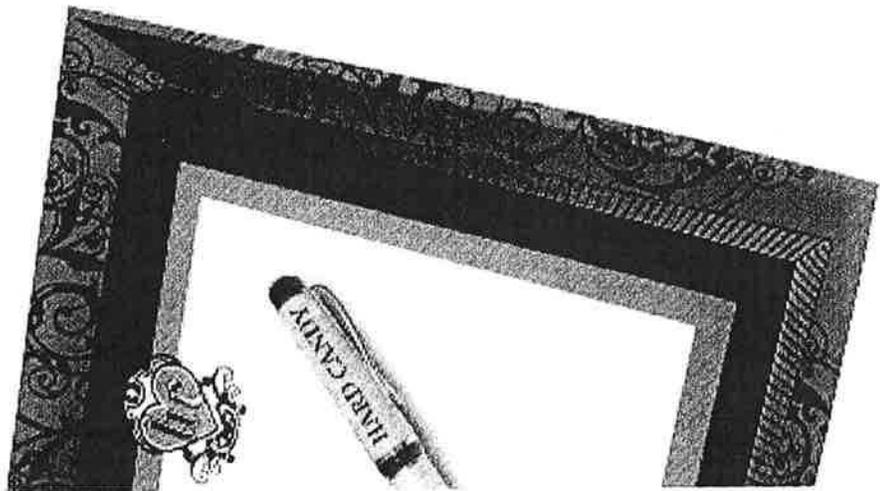
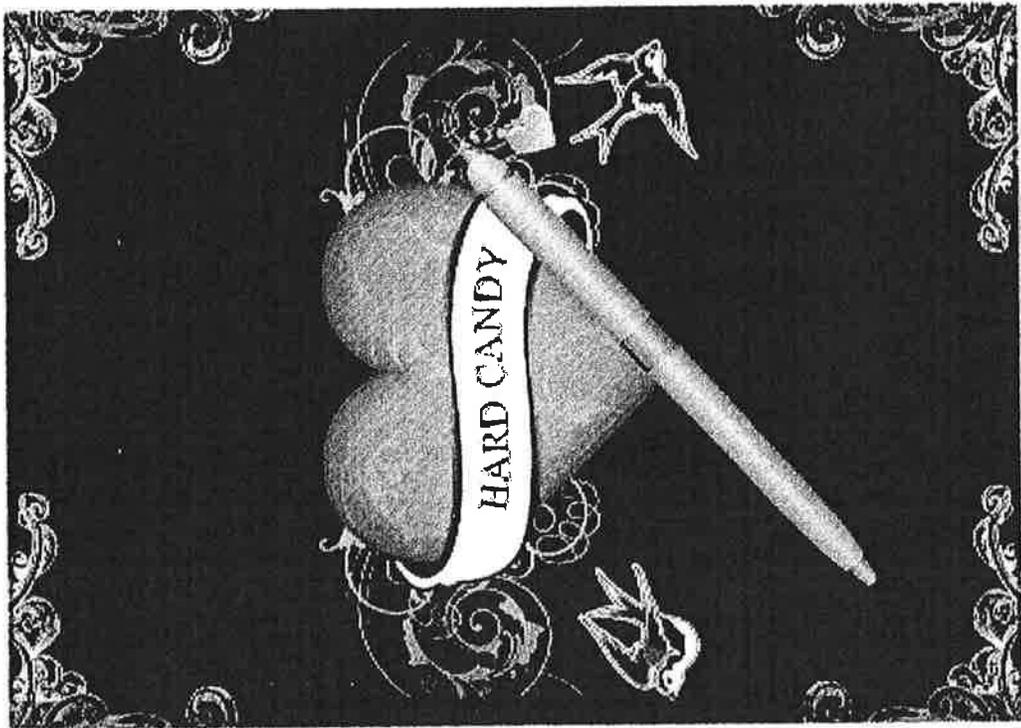
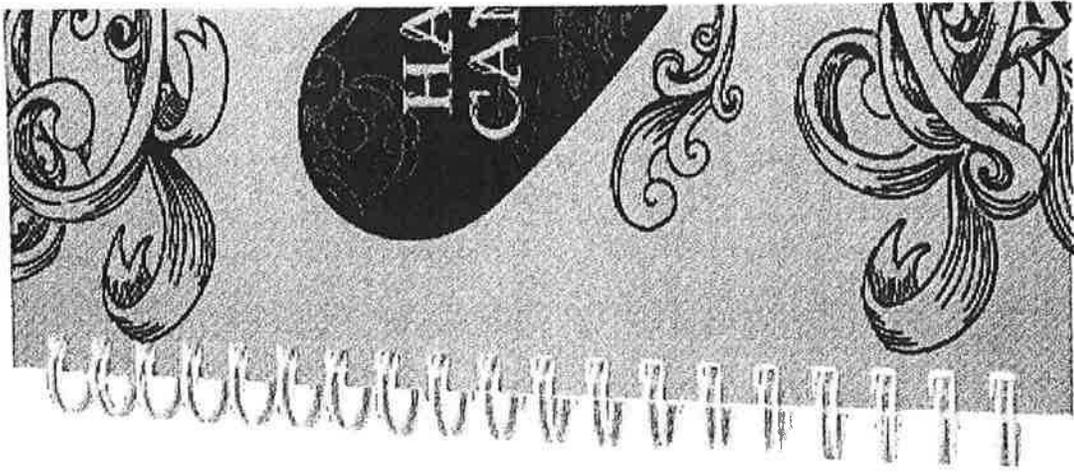
Top 5 *ginormous lash* *just nails* *kaleyedescope*
walk the line *plumping serum*





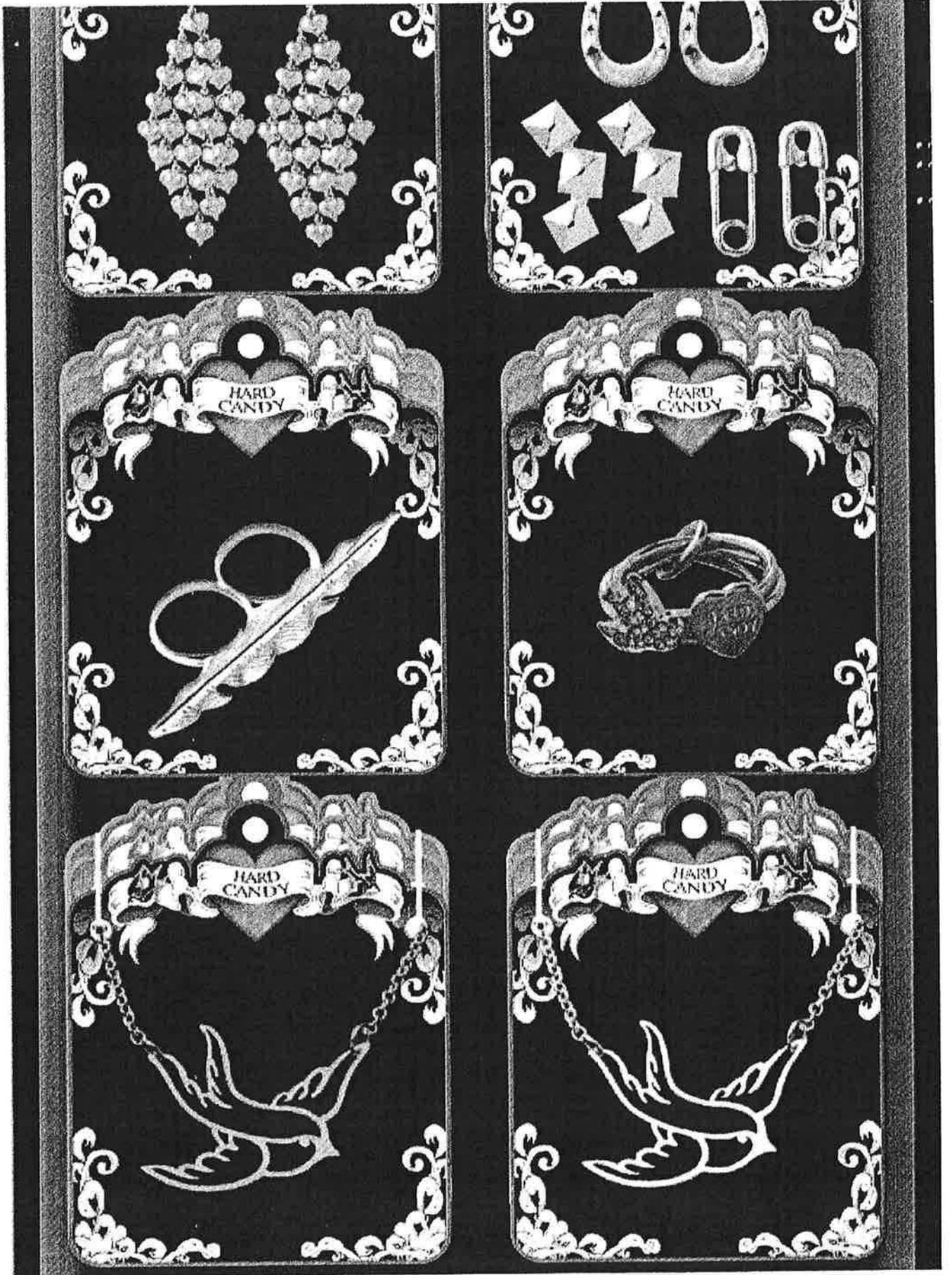


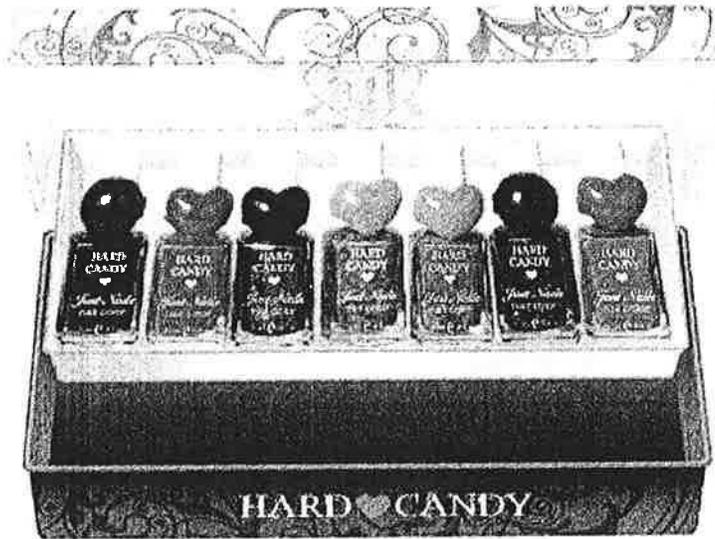


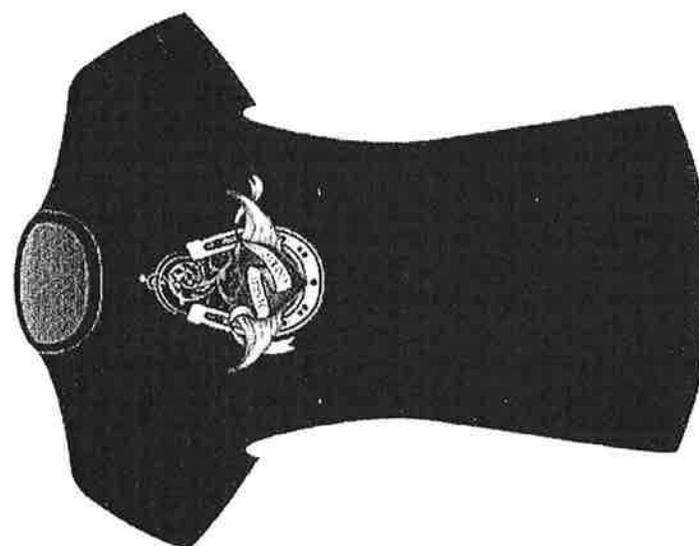
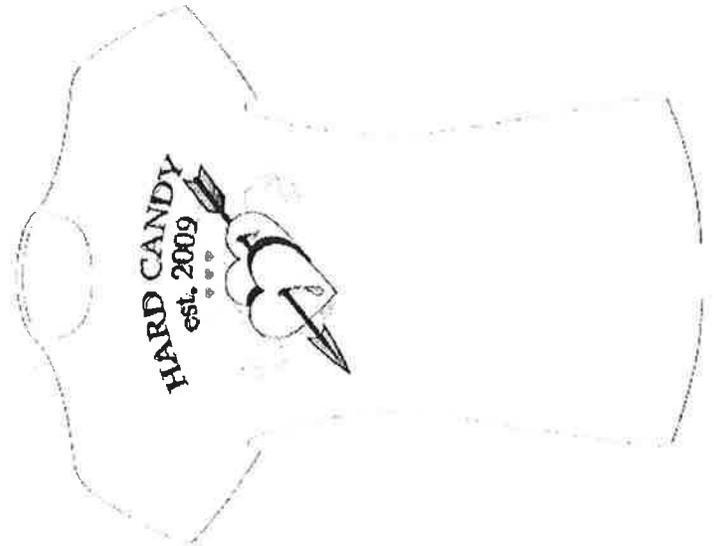
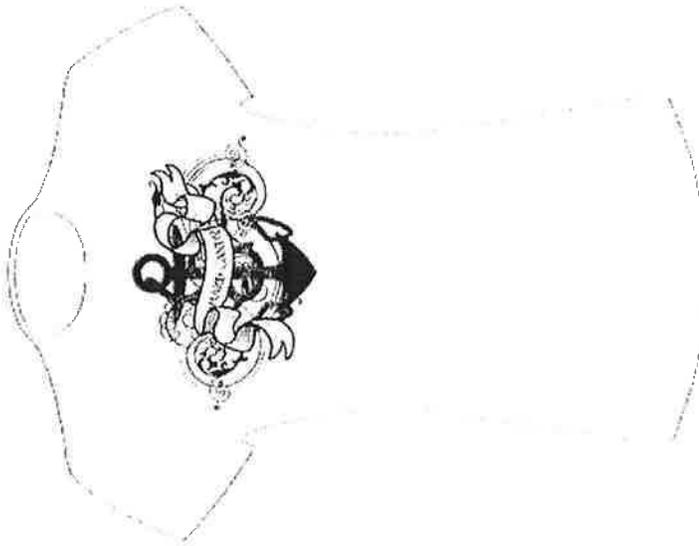
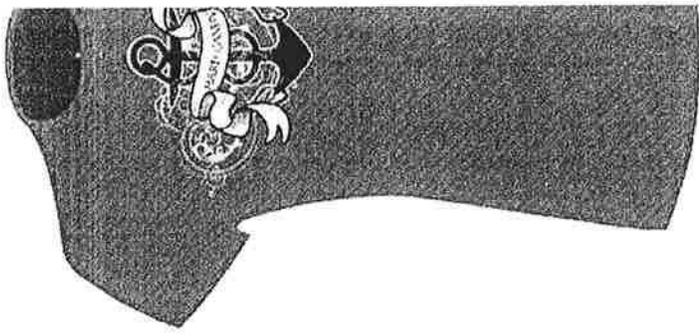


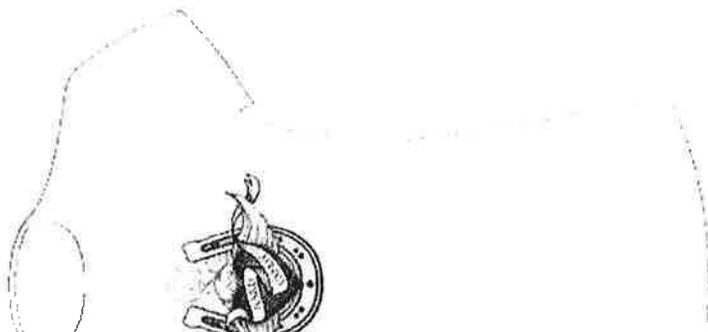
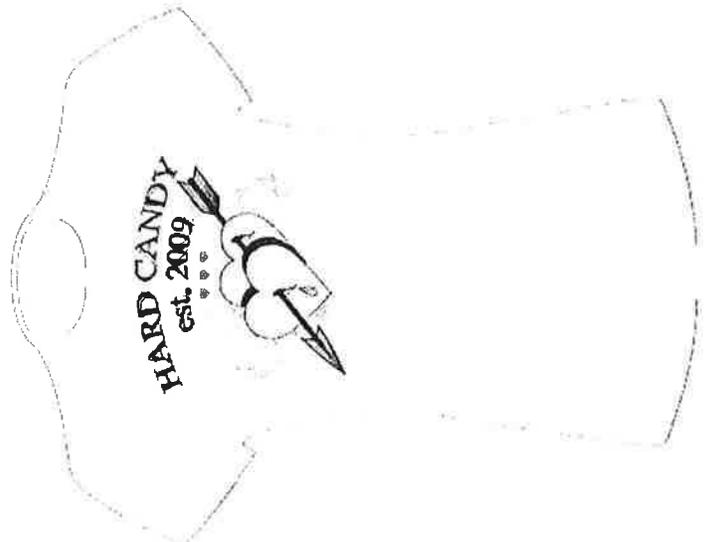
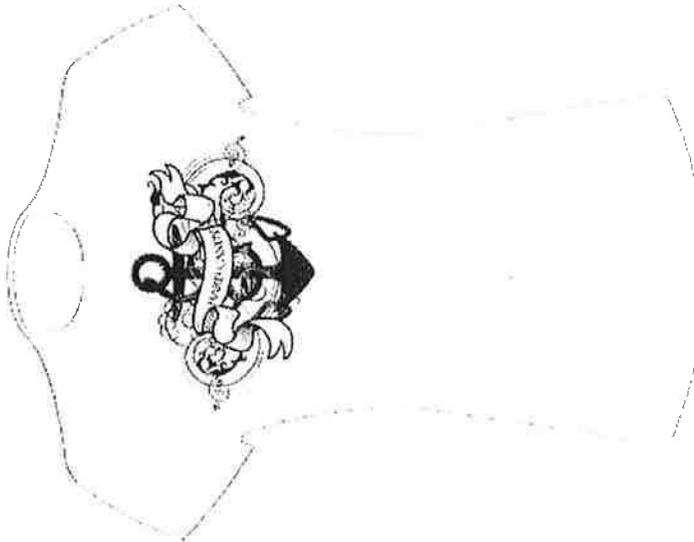
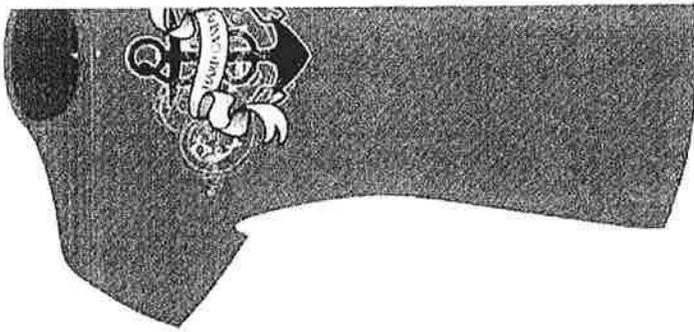
HIGHLY CONFIDENTIAL

HC000071





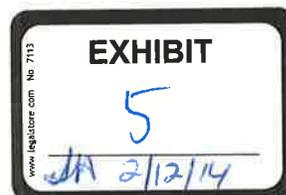


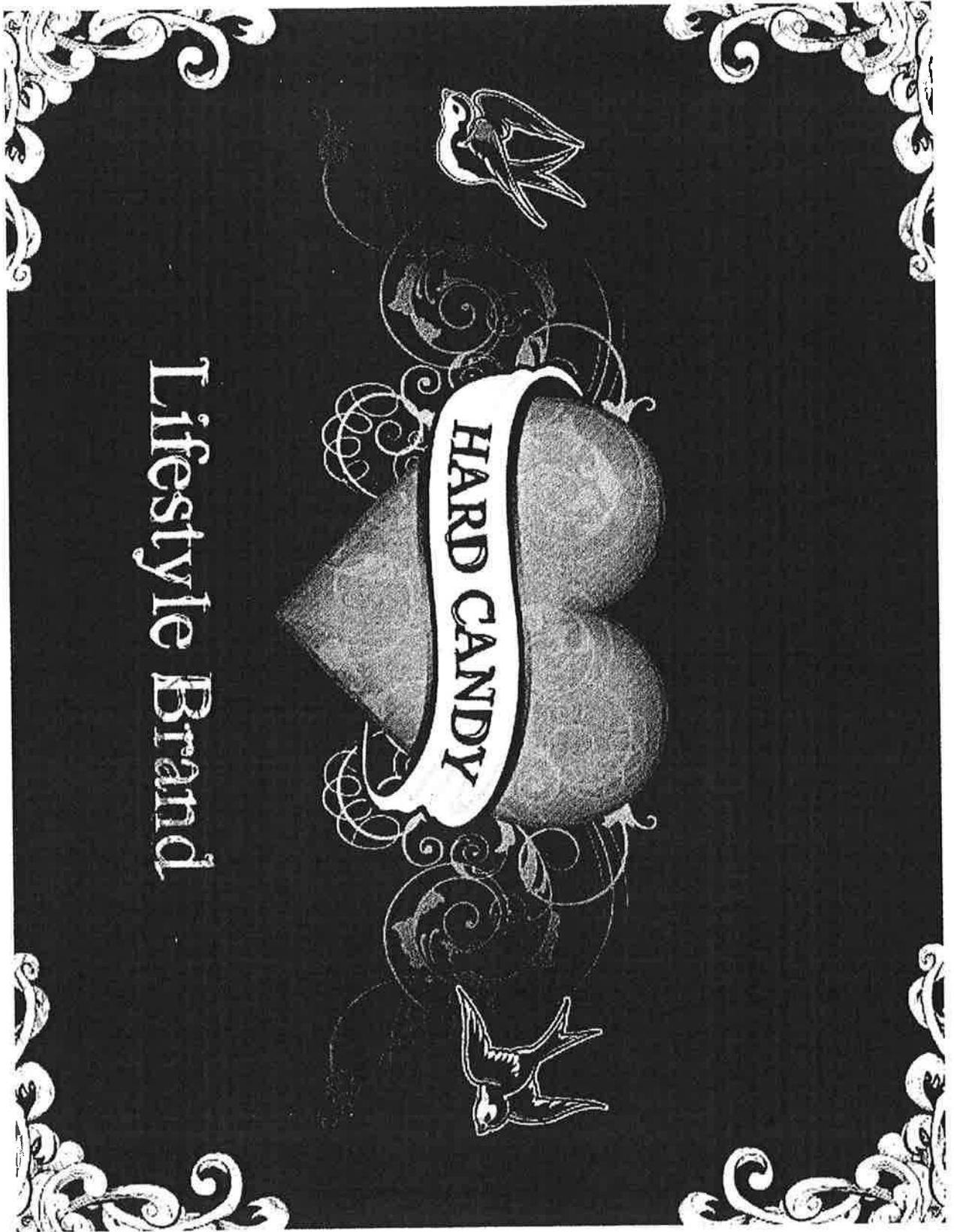


From: Dianna Ruth [<mailto:ruthd@nwcps.com>]
Sent: Monday, May 24, 2010 4:49 PM
To: Jerome Falic
Cc: Stu Dolleck
Subject: Lifestyle deck

Hello Jerome-
Please see the attached Hard Candy Lifestyle deck.
Thanks
Dianna

No virus found in this incoming message.
Checked by AVG - www.avg.com
Version: 8.5.437 / Virus Database: 271.1.1/2890 - Release Date: 05/24/10 06:26:00

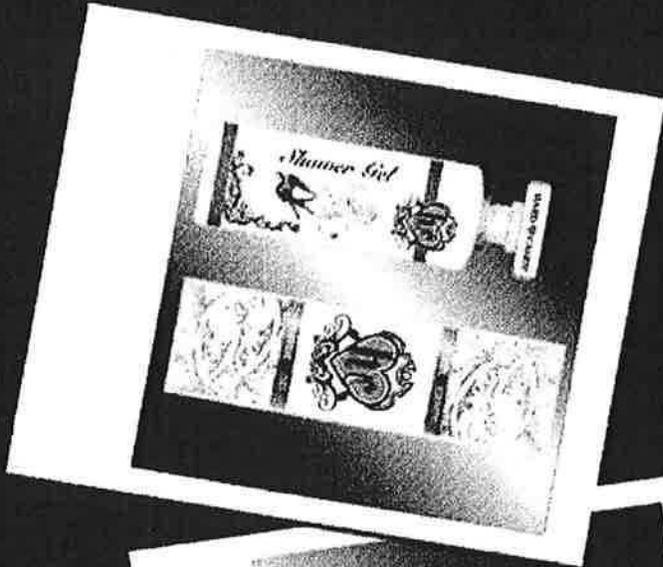




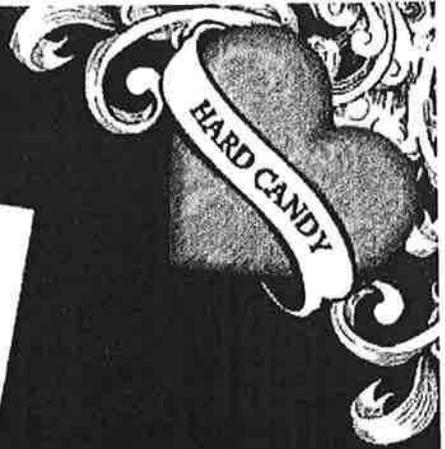
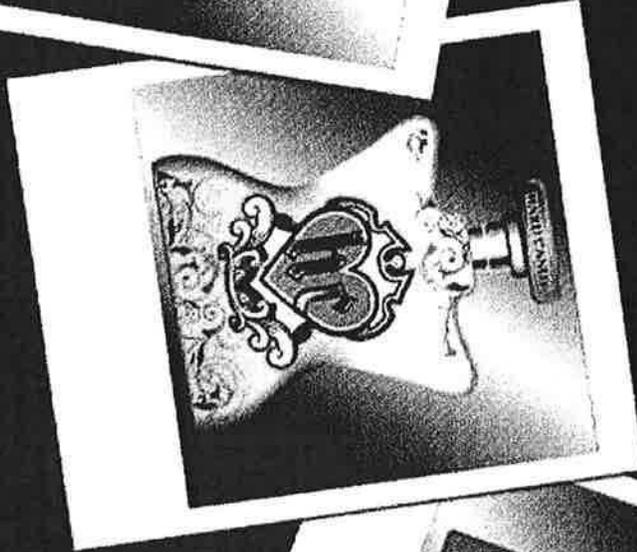
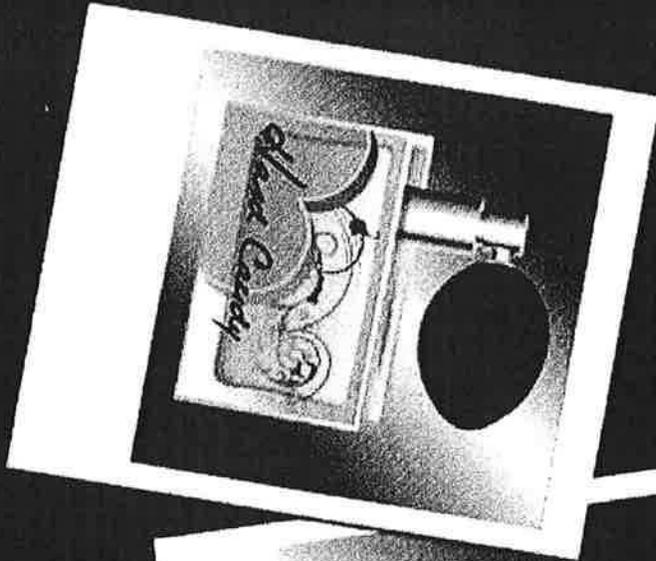
Lifestyle Brand

HARD CANDY

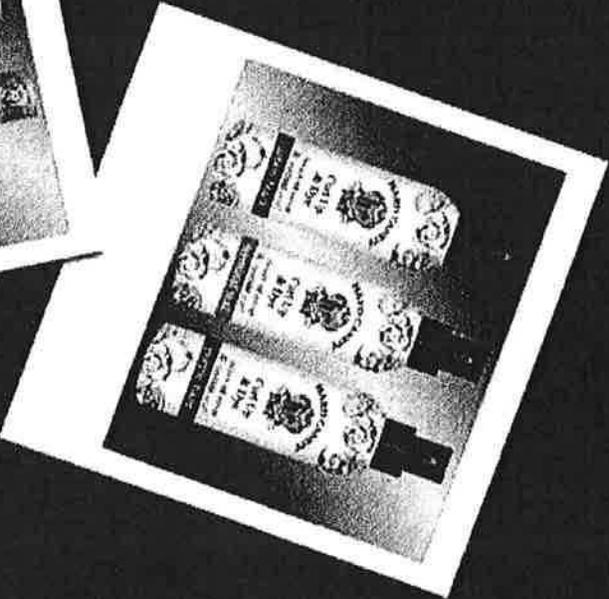
BATH & BODY



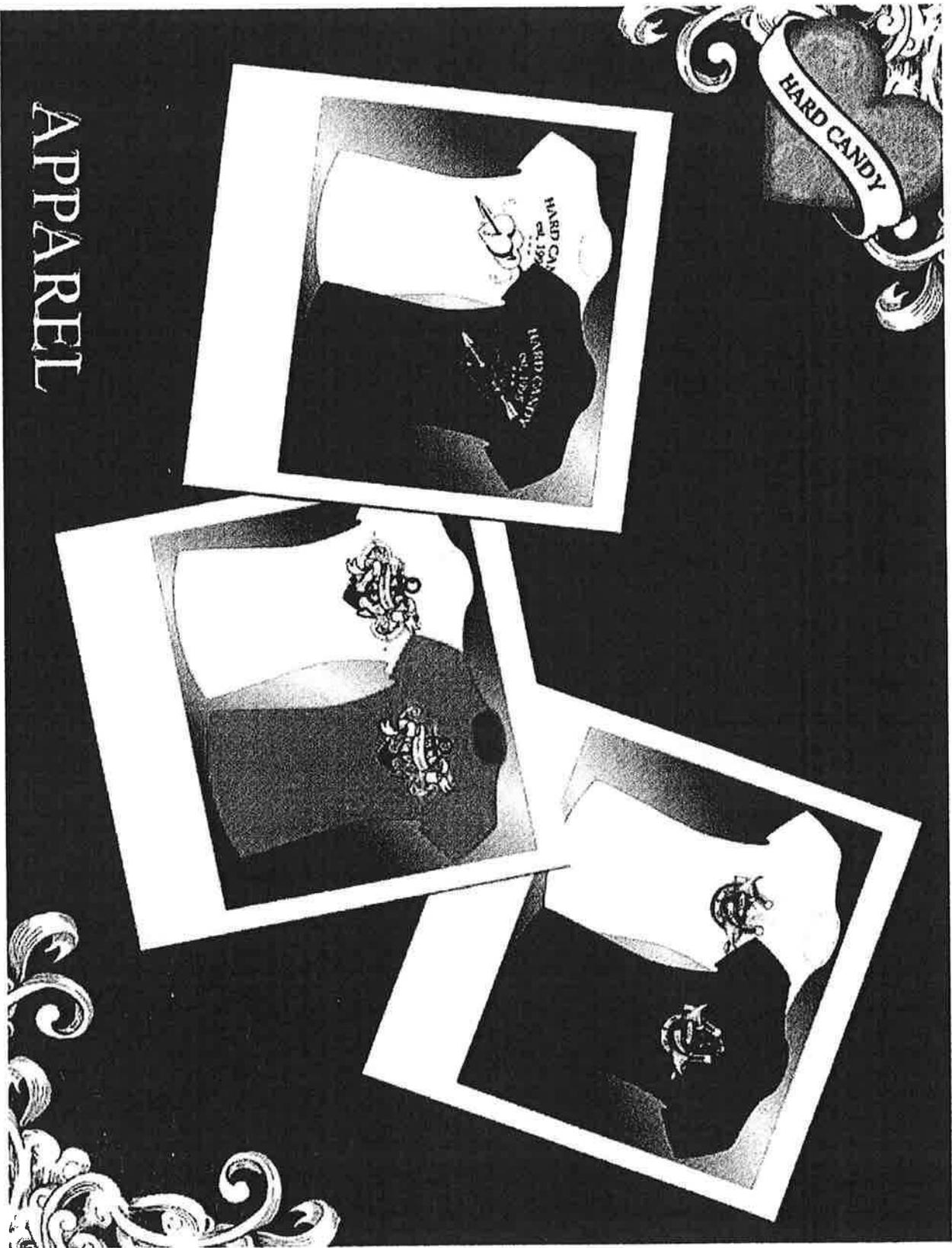
FRAGRANCE



HAIR STYLING



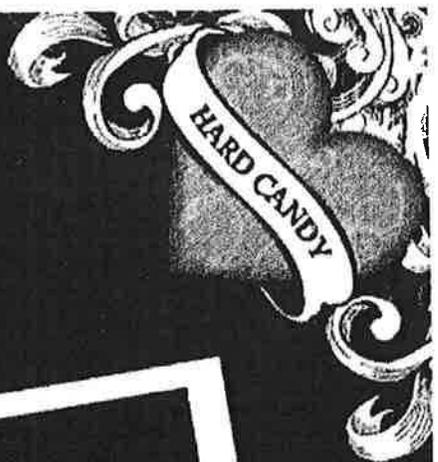
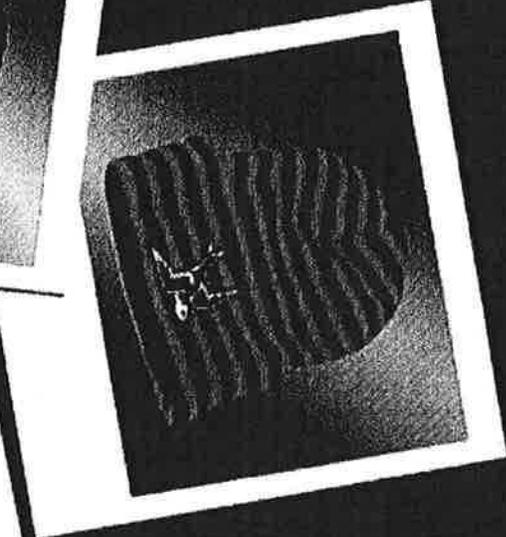
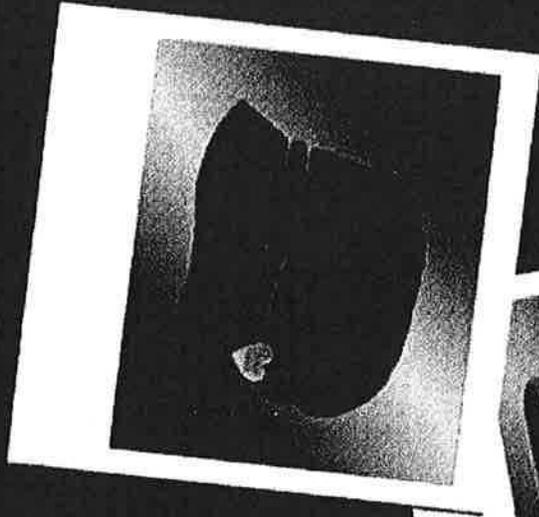
APPAREL



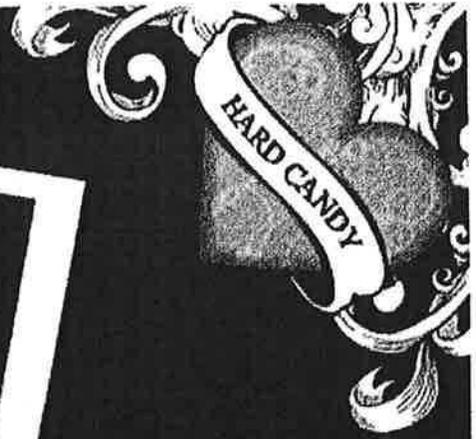
DENIM



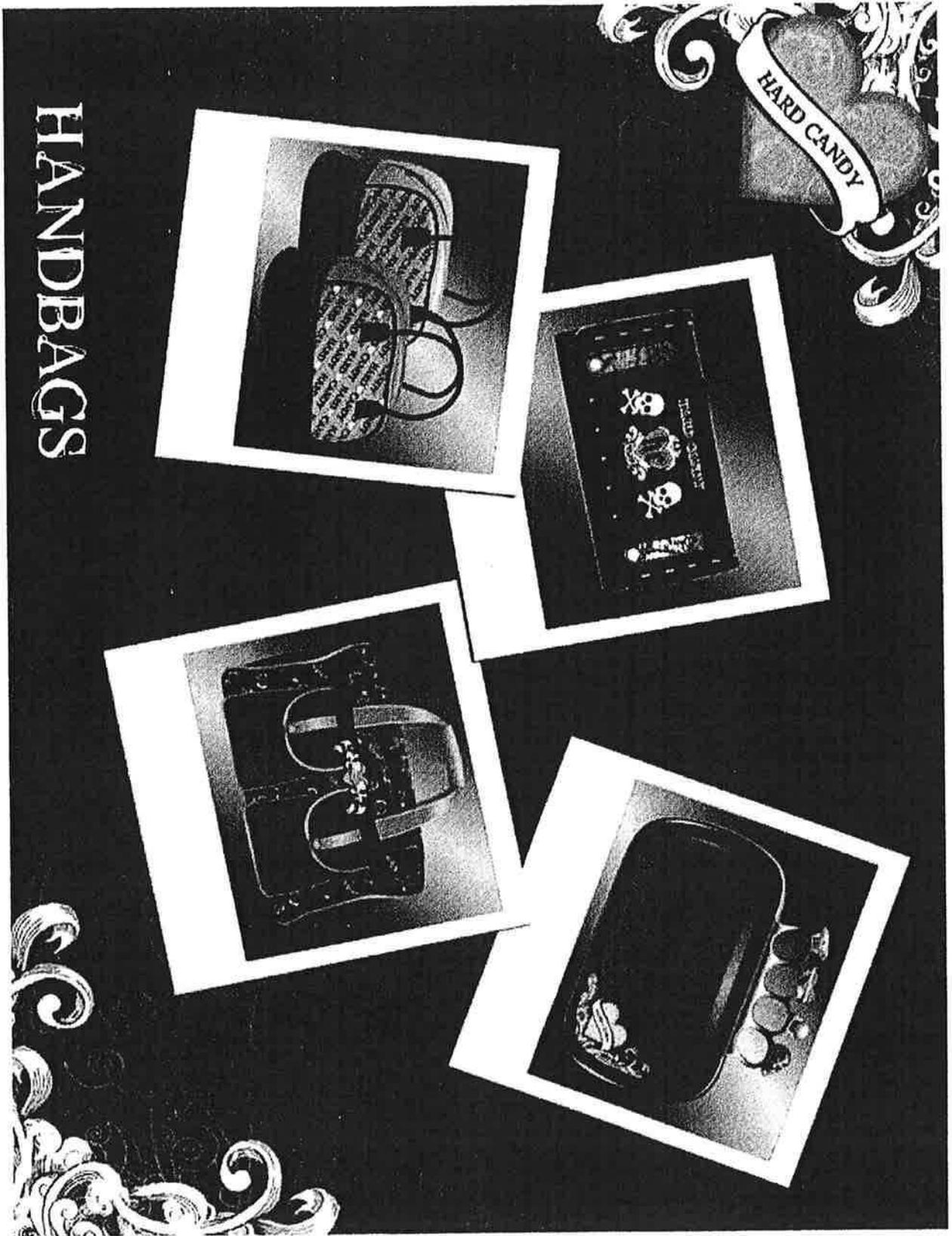
HATS



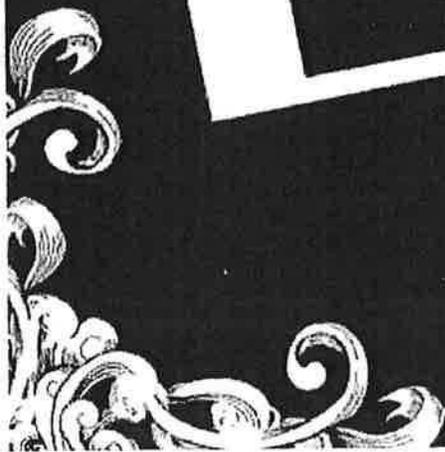
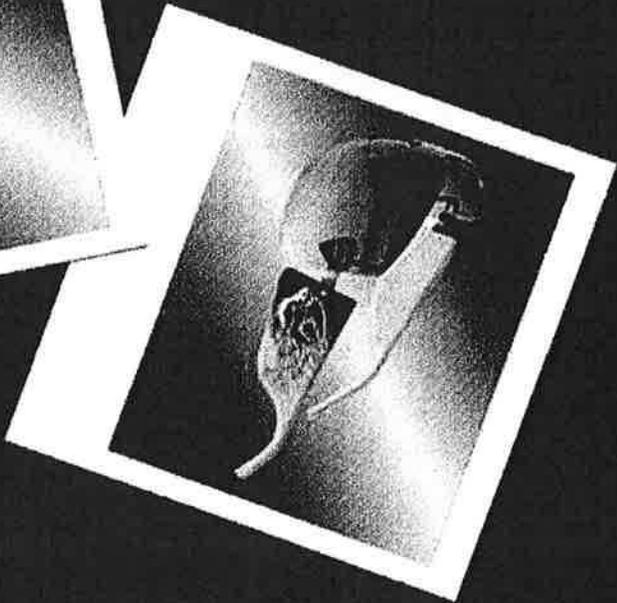
SHOES



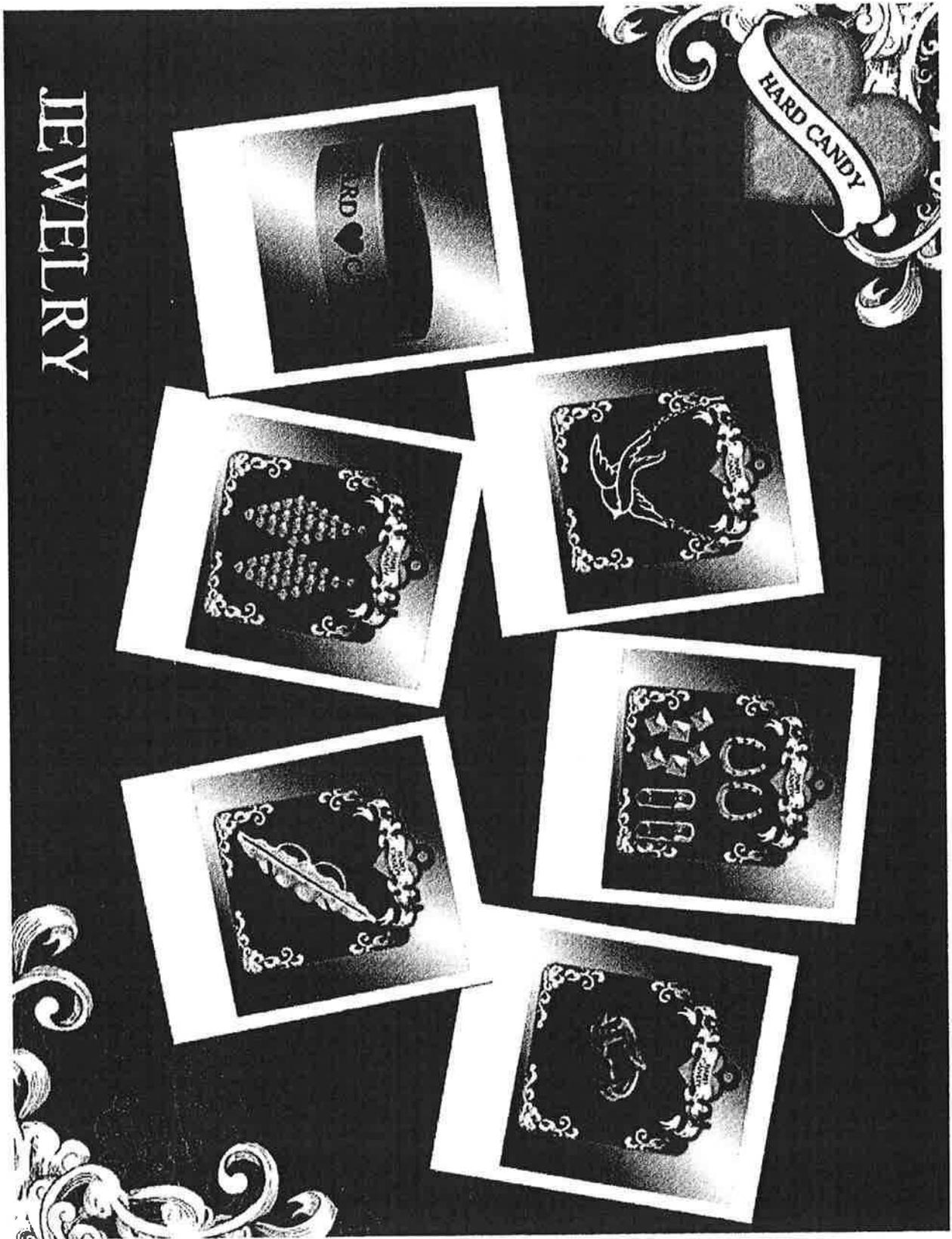
HANDBAGS



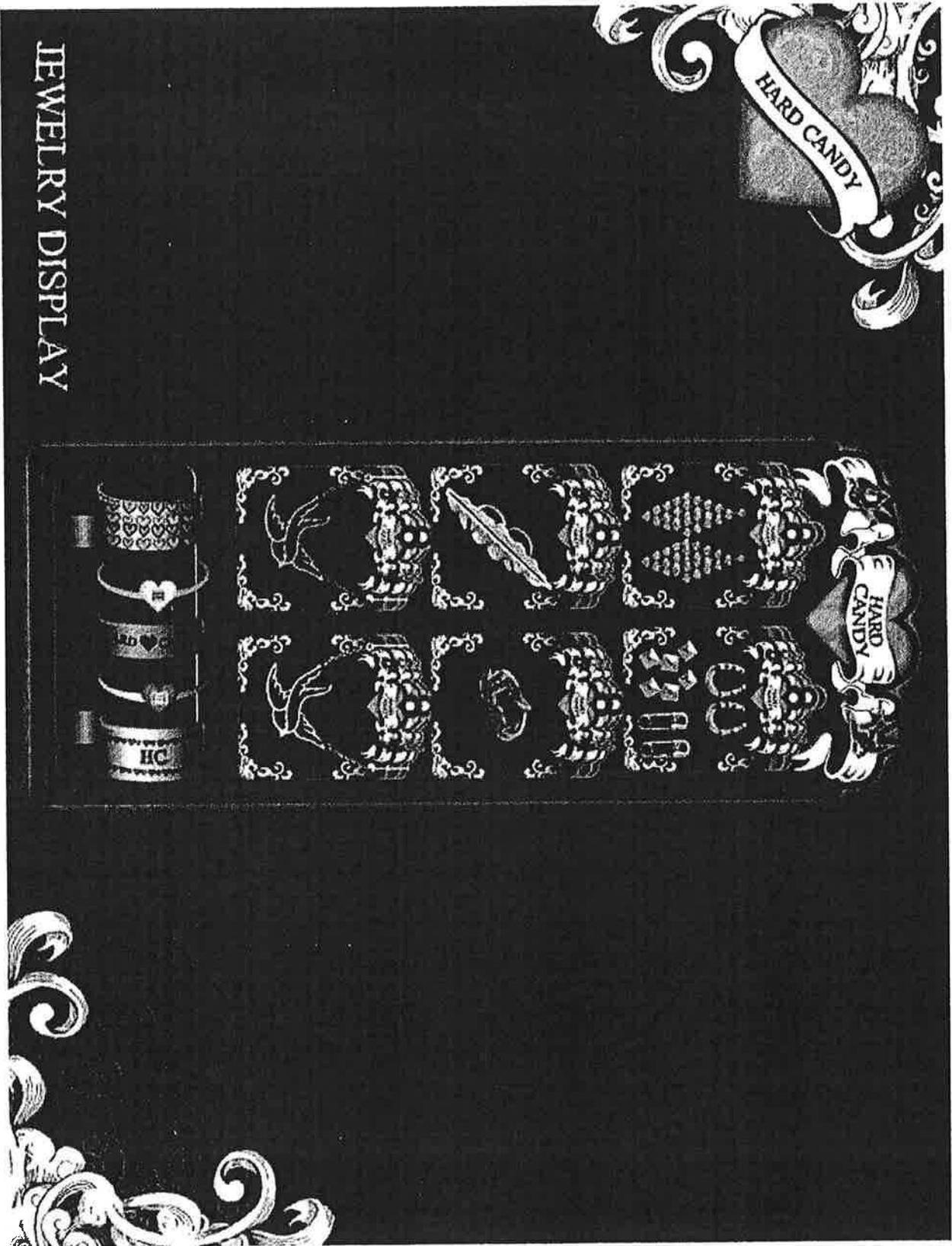
EYE WEAR



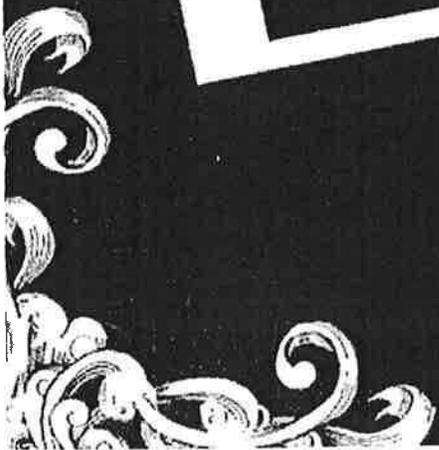
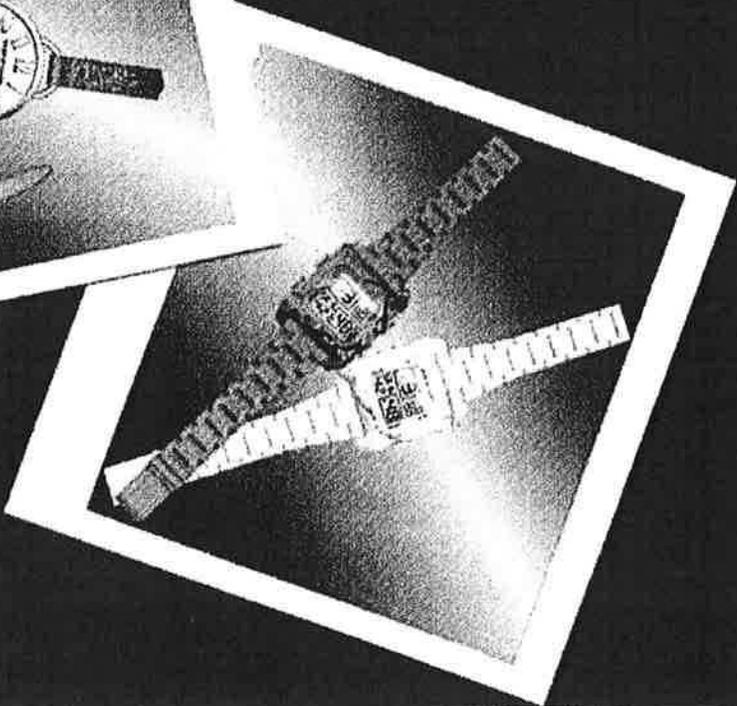
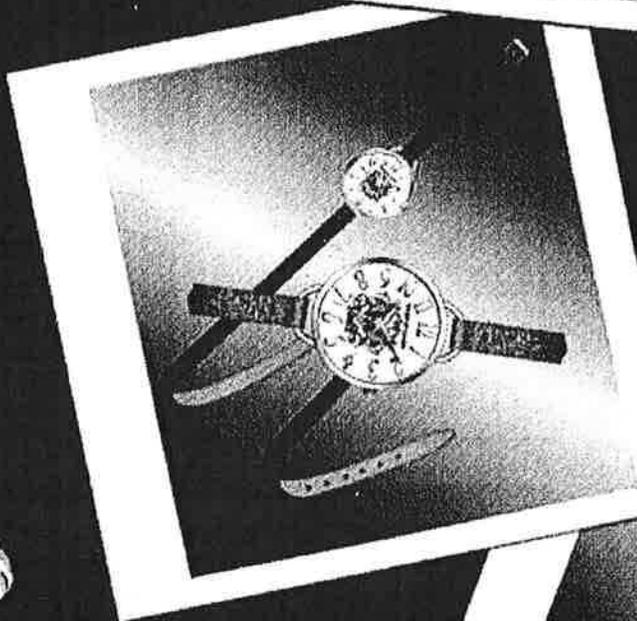
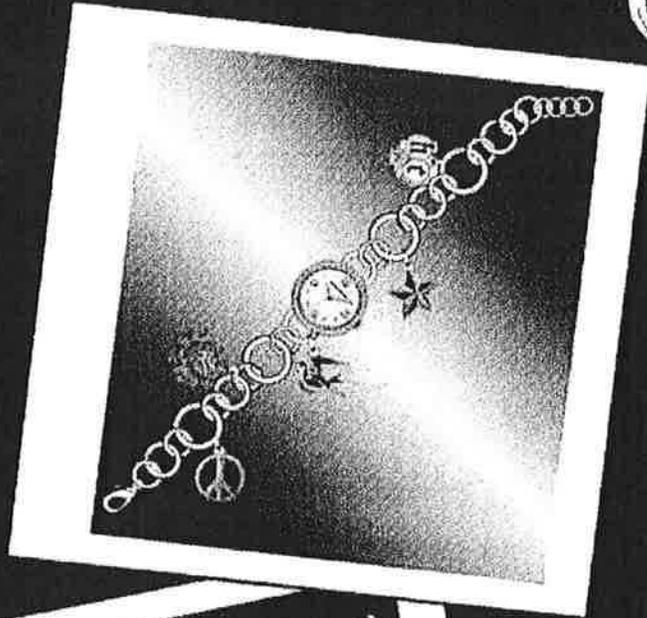
JEWELRY



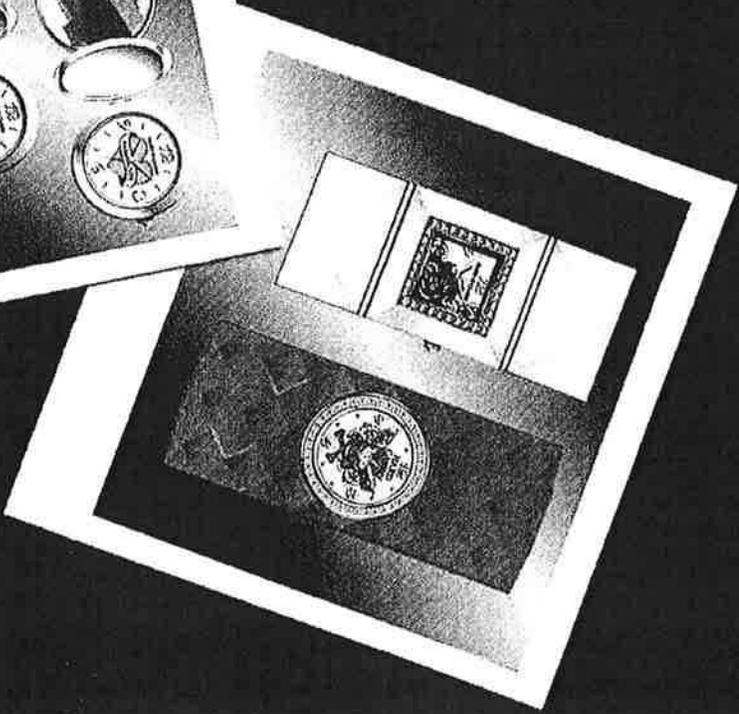
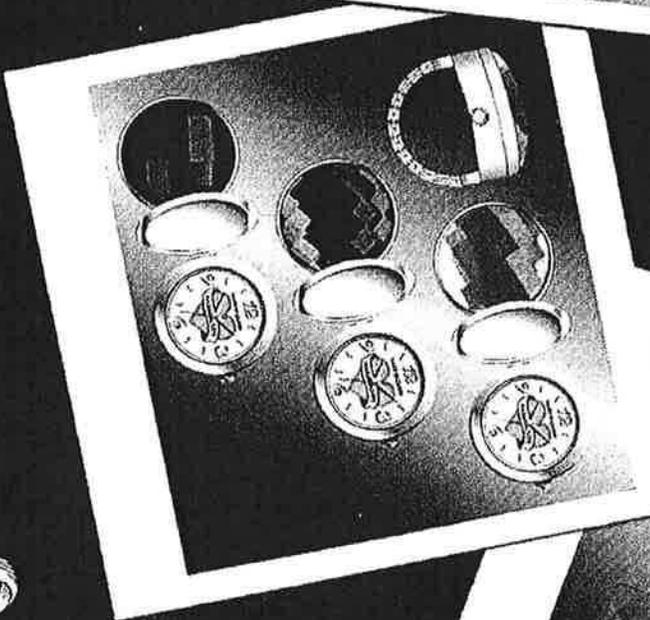
JEWELRY DISPLAY



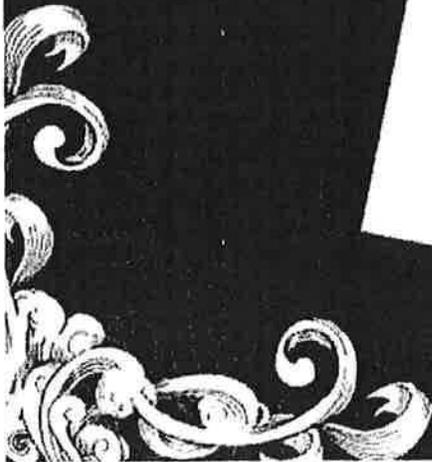
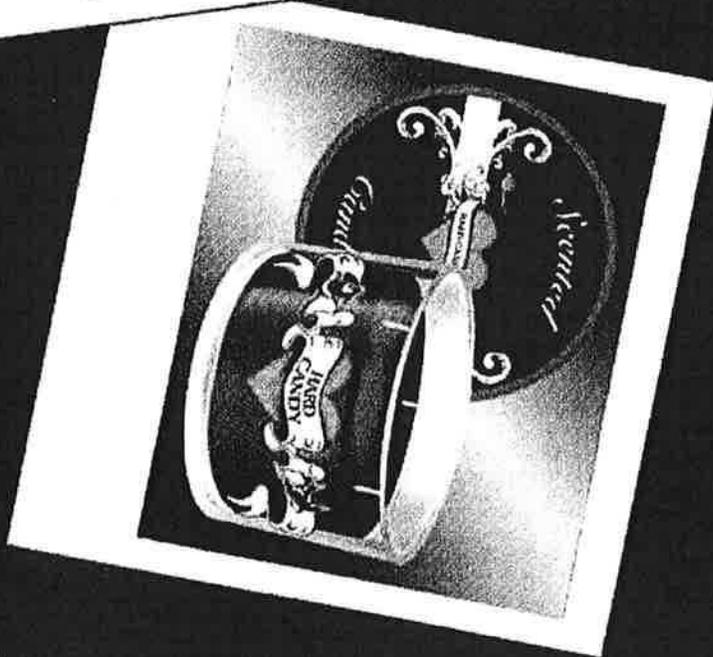
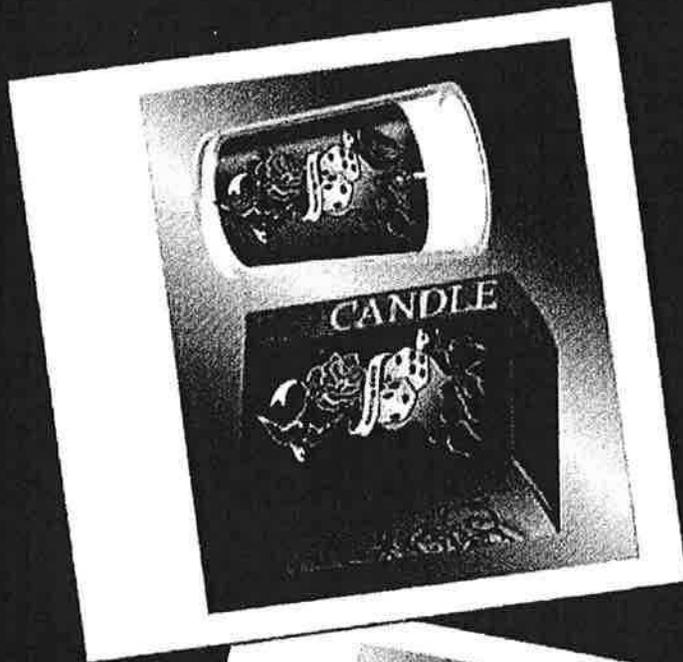
WATCHES



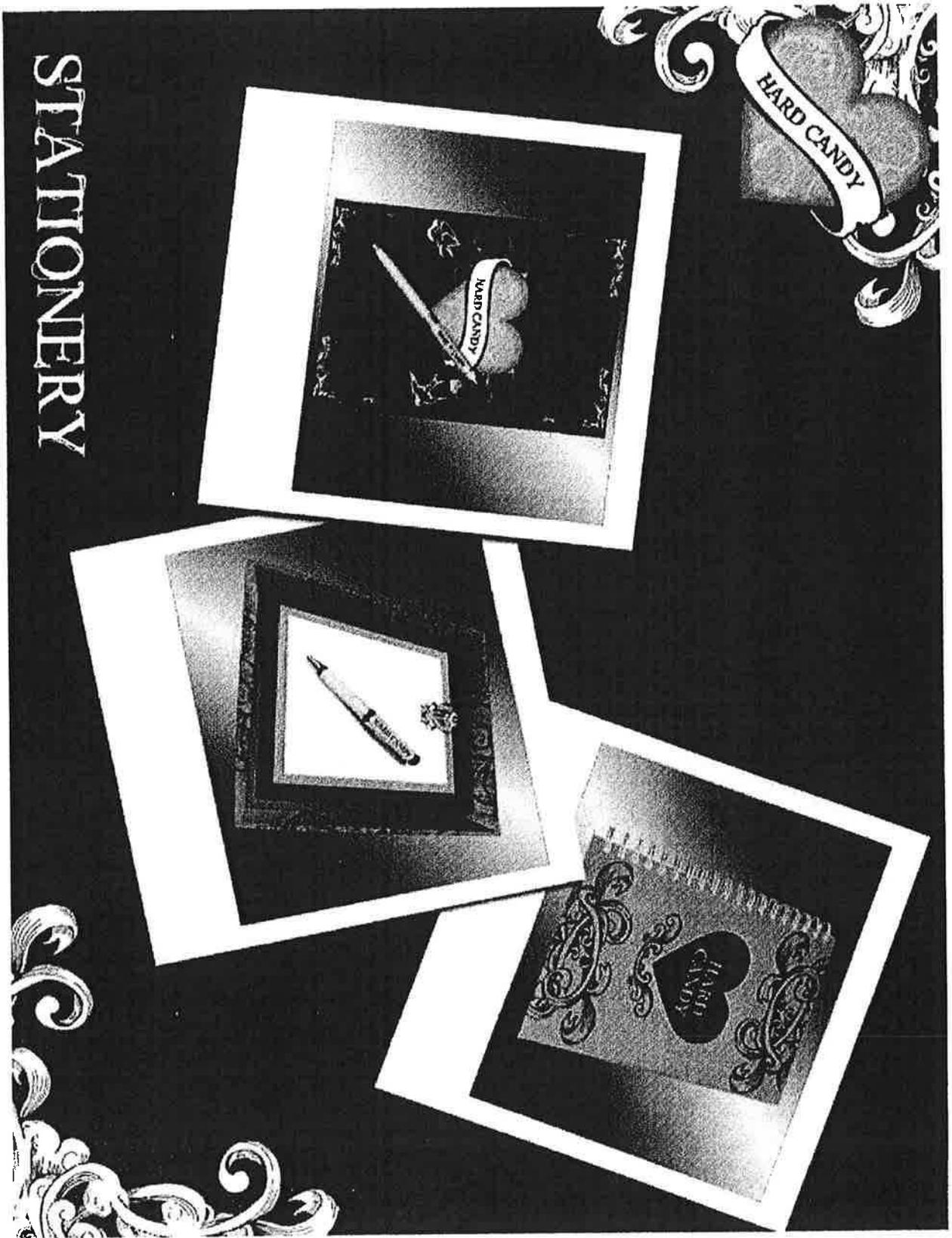
WATCHES



CANDLES



STATIONERY



HIGHLY CONFIDENTIAL

HC000056

HARD CANDY LICENSING TERM SHEET

LICENSEE: Allegro Inc.

BUSINESS CONTACT: PJ Brice

PHONE: 323-724-0101

LICENSED MARK: Hard Candy and all Hard Candy trademarks

PRODUCT DESCRIPTION: Licensee to be granted the non-exclusive right to use Licensed Mark in the Territory in connection with the distribution, promotion, advertisement, marketing, and sale of Licensed Articles.

Licensed Articles shall include:

Cosmetic Bags, Cosmetic Cases, Hand Bags.

TERRITORY: The United States, its territories and possessions, Canada, Mexico and Central America. Sales in any territory are limited exclusively to Walmart and/or Walmart affiliates. Any territory where Walmart and/or Walmart affiliates do not exist are to be pre-approved by Licensor.

DISTRIBUTION: Walmart and Walmart affiliates.

TERM: January 1st, 2010 – December 31, 2013

ROYALTY: 8% of wholesale sales on all licensed items.

PAYMENTS: Royalties are due and payable on the 20th day of each month for total monthly sales ending the last day of the prior month.

SELL-OFF PERIOD: 180 days

RENEWAL: Automatic renewal based on mutually agreed upon sales goals

Agreed to and Accepted by:



Date: 8/12/10

Title: President

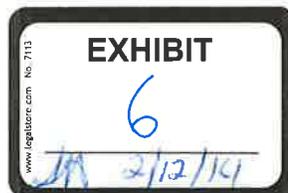
Nu-World Beauty Inc.



Date: 8/16/10

Title: SVD

Allegro / Conair Inc.



HIGHLY CONFIDENTIAL

HC000172

-----Original Message-----

From: Alberto Kamhazi [<mailto:alberto@supp26.com>]
Sent: Tuesday, August 02, 2011 8:17 AM
To: Jerome Falic
Subject: PU IPAD Item No. C9246-PCB-4865

Jerome, Hi

Attached you'll find the picture and FOB price for the PU Ipad Case.

Best Regards,

Alberto

-----Original Message-----

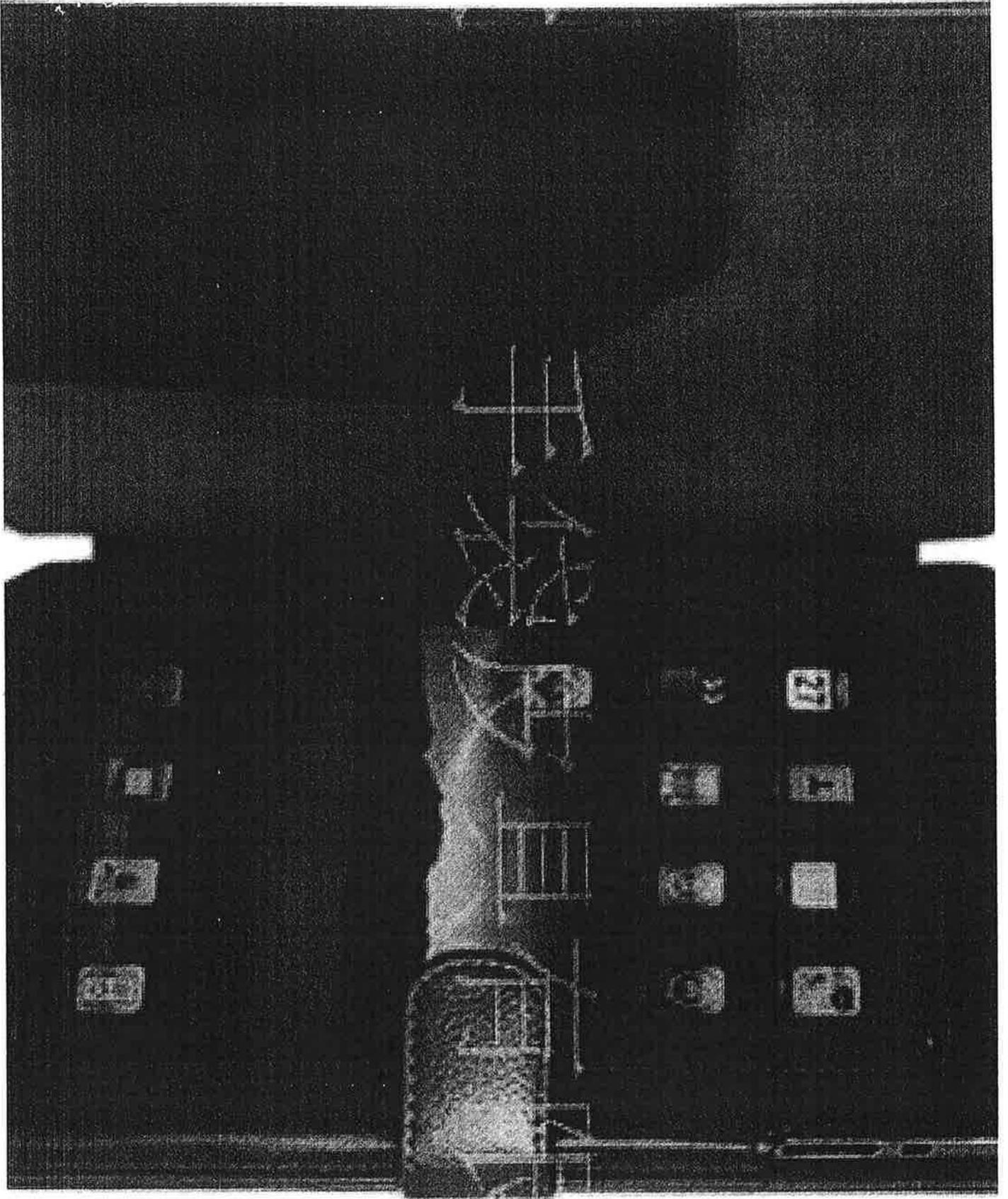
From: Renna Chan - Supply 26 Ltd [<mailto:renna@supp26.com>]
Sent: Tuesday, August 02, 2011 6:42 AM
To: Alberto
Cc: 'Supply Supply'; Jorge
Subject: Item No. C9246-PCB-4865

Best Regards
Supply 26 Ltd/Renna

SUPPLY 26 LTD
RM 1512-1516 BEVERLERY COMM., C., 87-105 CHATHAM ROAD., TST., KLN. HK.
香港九龍尖沙咀漆咸道87-105號百利商業中心1512-1516室
TEL : 852-23110268 FAX : 852-23110918 DIRECT E-MAIL : renna@supp26.com

This message of electronic mail contains strictly confidential information nonsusceptible to be distributed. If you are not the addressee of this message, please do not publish it, copy it or take any other kind of action on this transmission. If you got this message by mistake, pls notify it to us and eliminate it as soon as possible.





HIGHLY CONFIDENTIAL

HC000092

-----Original Message-----

From: Alberto Kamhazi [<mailto:alberto@kamhazi.com>]
Sent: Wednesday, August 03, 2011 11:53 AM
To: Jerome Falic
Subject: FW: I-Phone & Pad Case C9833 & C9834 QN0933 dd 03-08-11
Importance: High

Jerome, Hi

We found more option in PU attached the picture, Please take a look and let me know if we can request the samples for you.

Regards,

Alberto.

-----Original Message-----

From: Renna Chan - Supply 26 Ltd [<mailto:renna@supp26.com>]
Sent: Wednesday, August 03, 2011 6:29 AM
To: Alberto
Cc: 'Supply Supply'; Jorge
Subject: I-Phone & Pad Case C9833 & C9834 QN0933 dd 03-08-11

Dear Alberto,

Would like to offer you more item today. . Pls check and confirm upon receipt, tks.

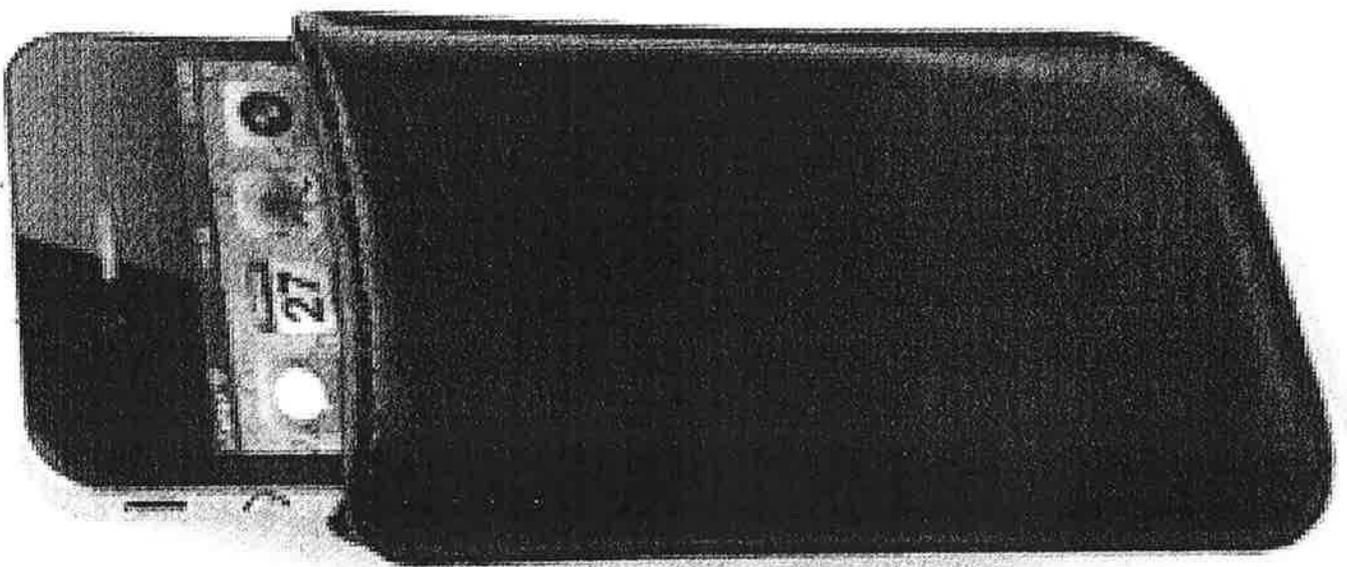
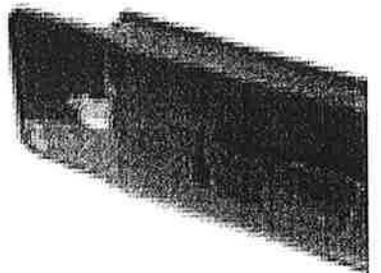
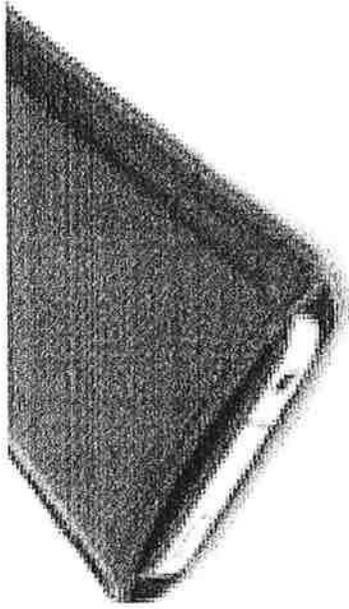
Best Regards
Supply 26 Ltd/Renna

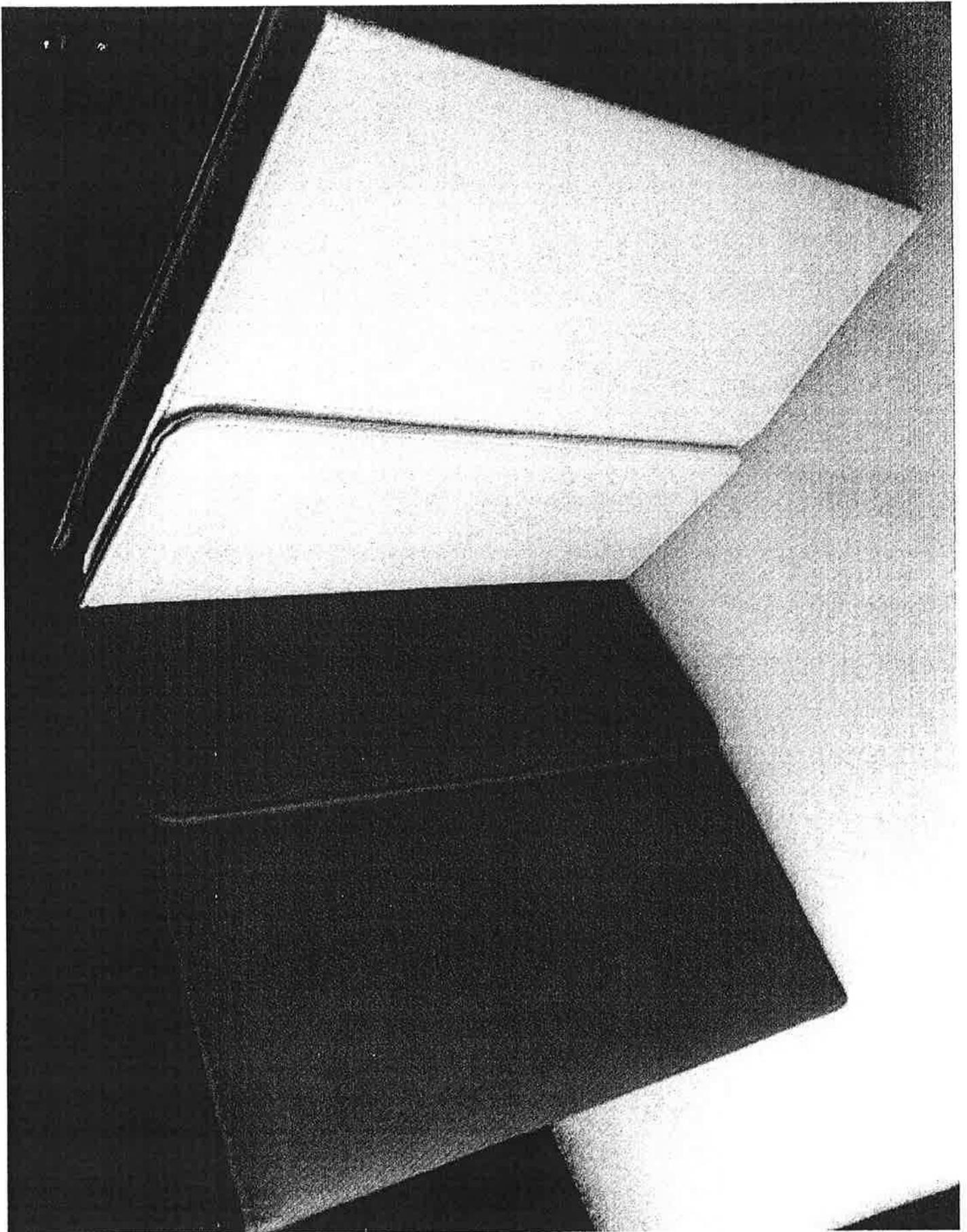
SUPPLY 26 LTD



RM 1512-1516 BEVERLERY COMM., C., 87-105 CHATHAM ROAD., TST., KLN. HK.
香港九龍尖沙咀漆咸道87-105號百利商業中心1512-1516室
TEL : 852-23110268 FAX : 852-23110918 DIRECT E-MAIL : renna@supp26.com

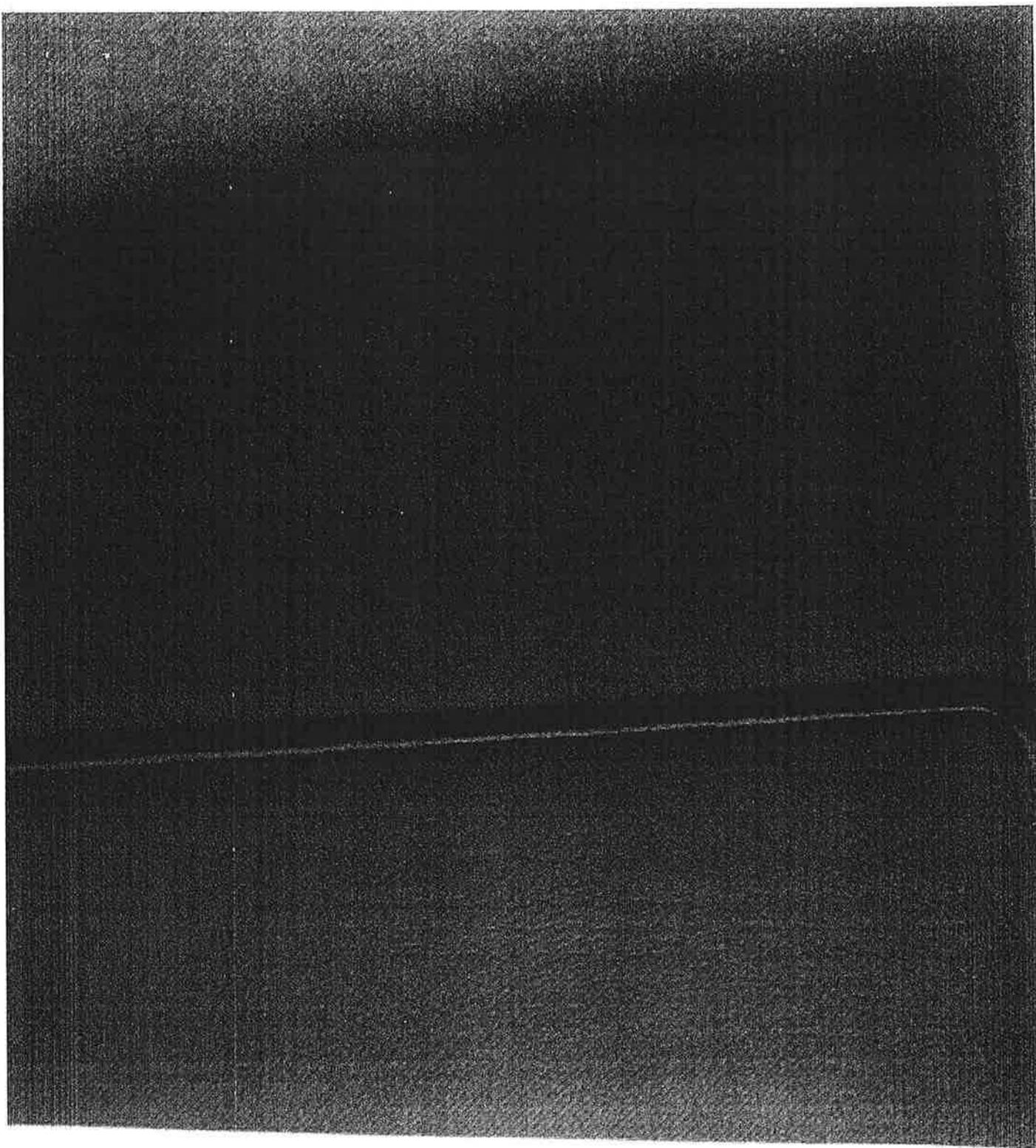
This message of electronic mail contains strictly confidential information nonsusceptible to be distributed. If you are not the addressee of this message, please do not publish it, copy it or take any other kind of action on this transmission. If you got this message by mistake, pls notify it to us and eliminate it as soon as possible.





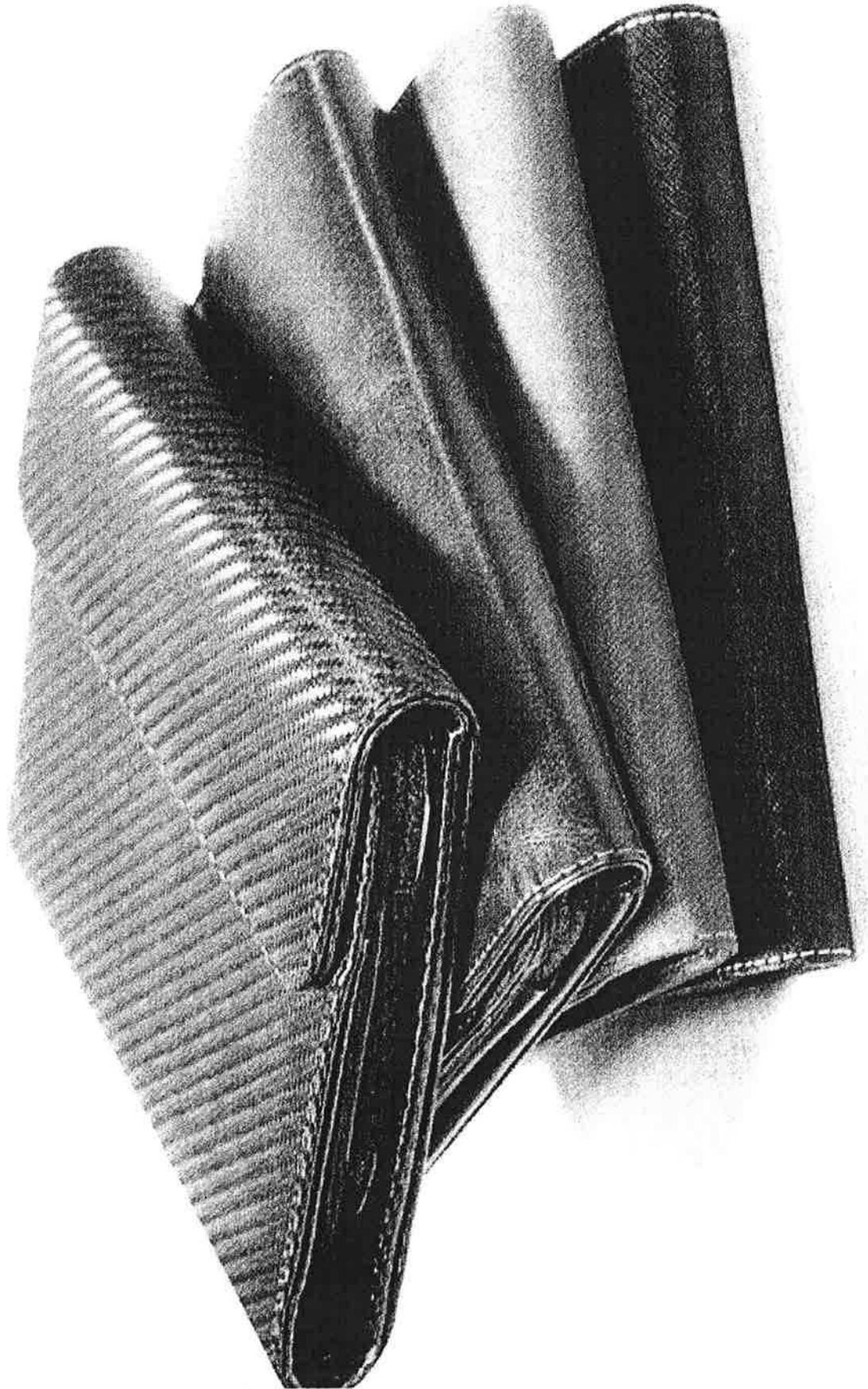
HIGHLY CONFIDENTIAL

HC000083



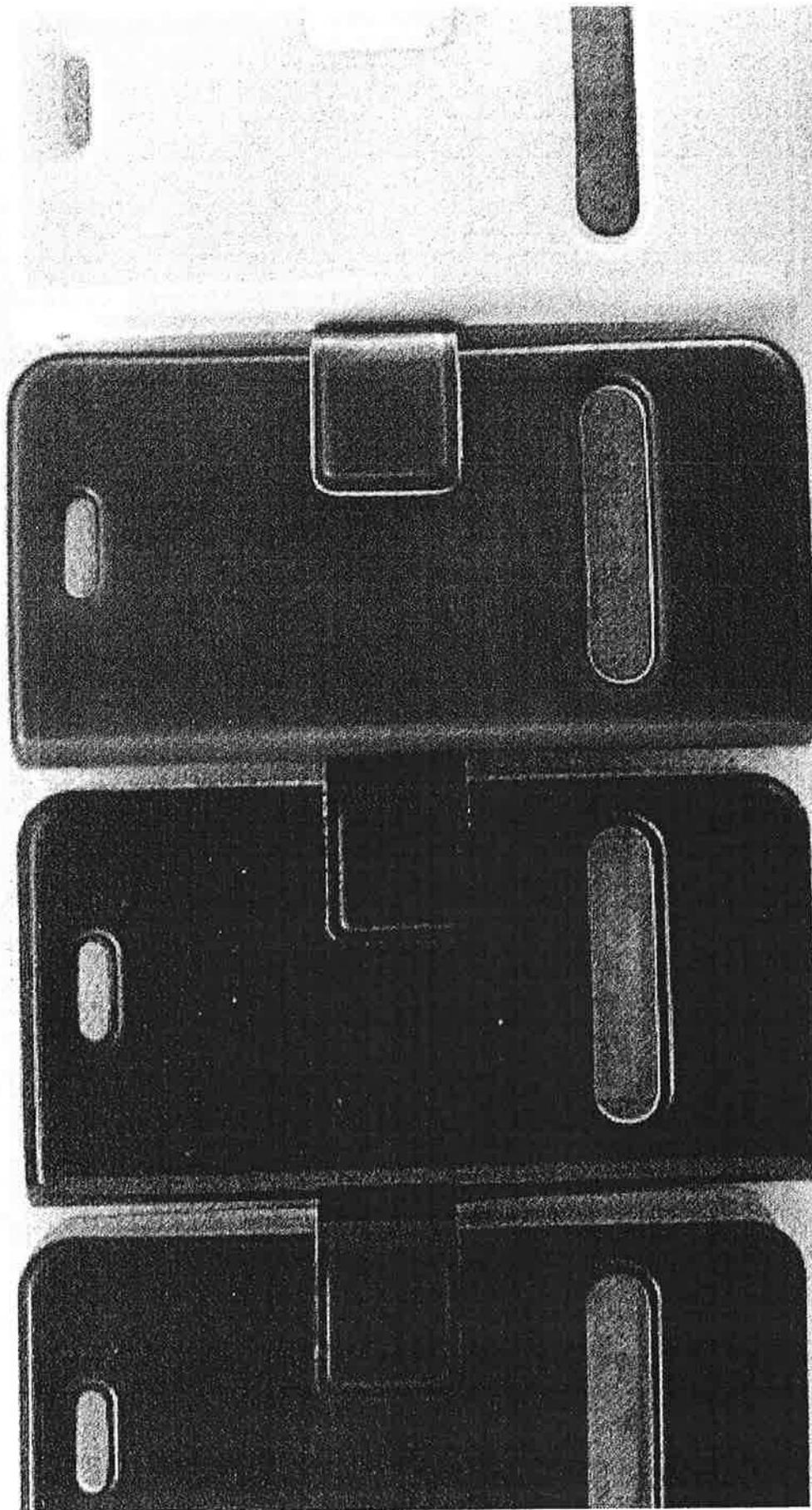
HIGHLY CONFIDENTIAL

HC000084



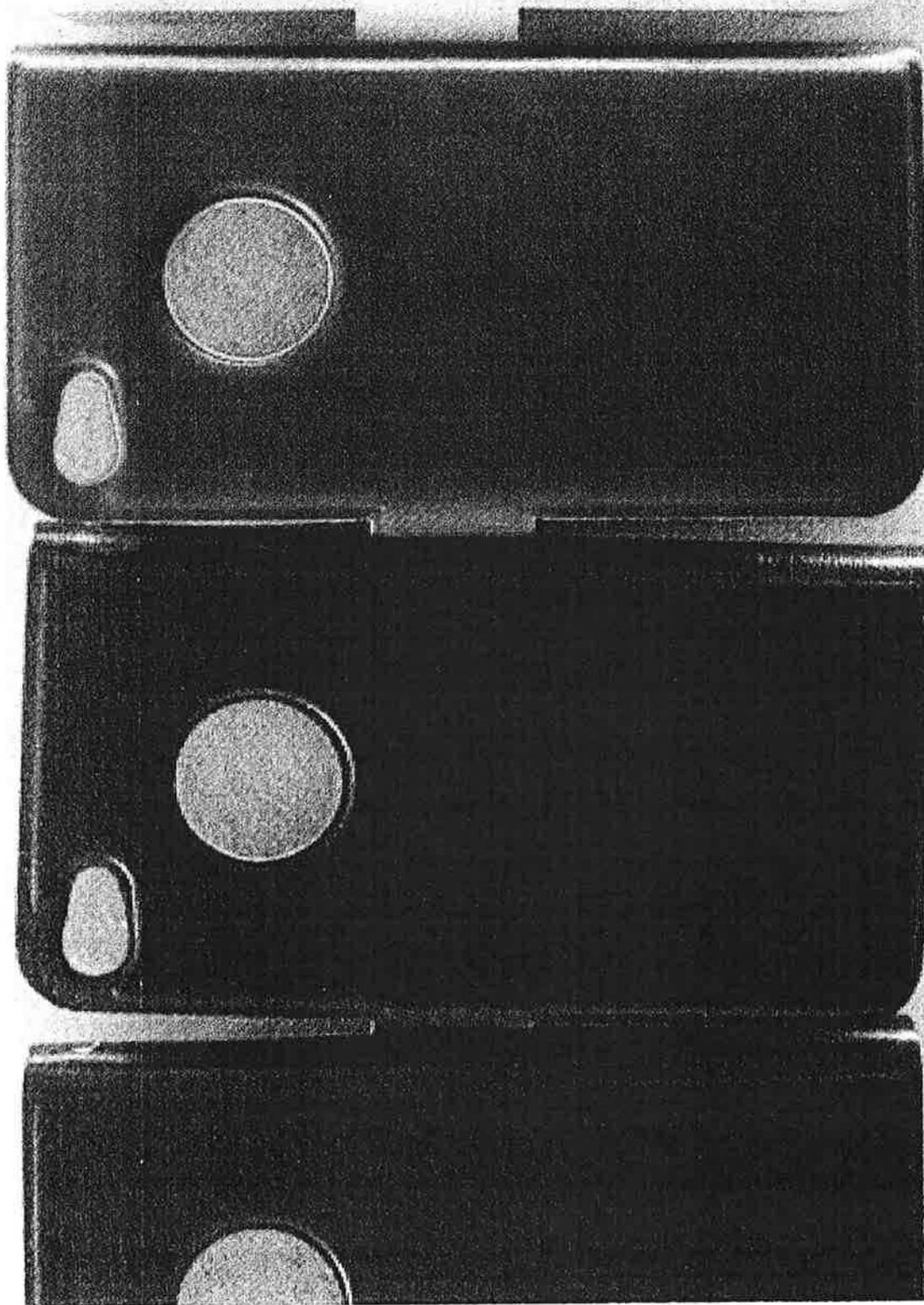
HIGHLY CONFIDENTIAL

HC000085



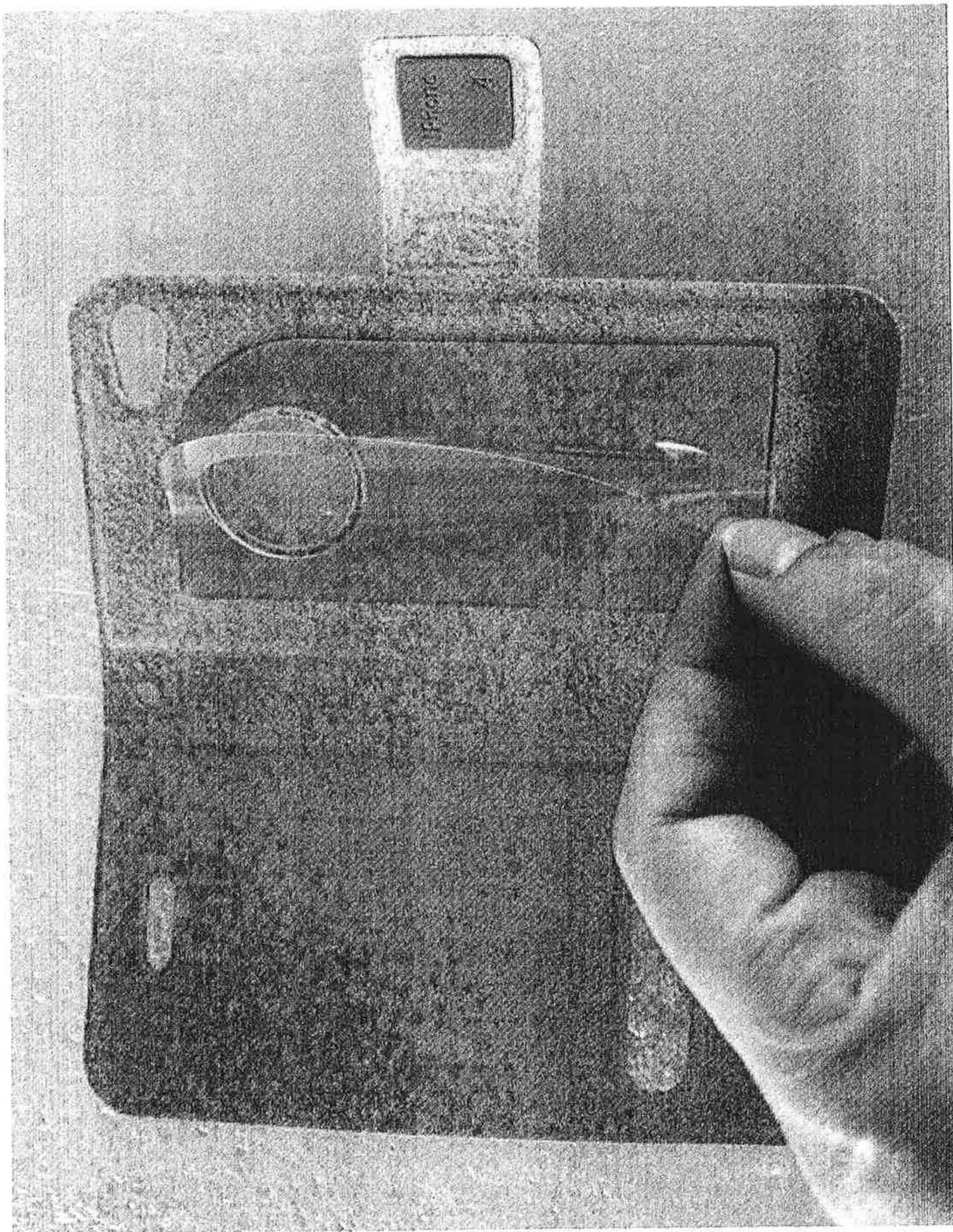
HIGHLY CONFIDENTIAL

HC000086



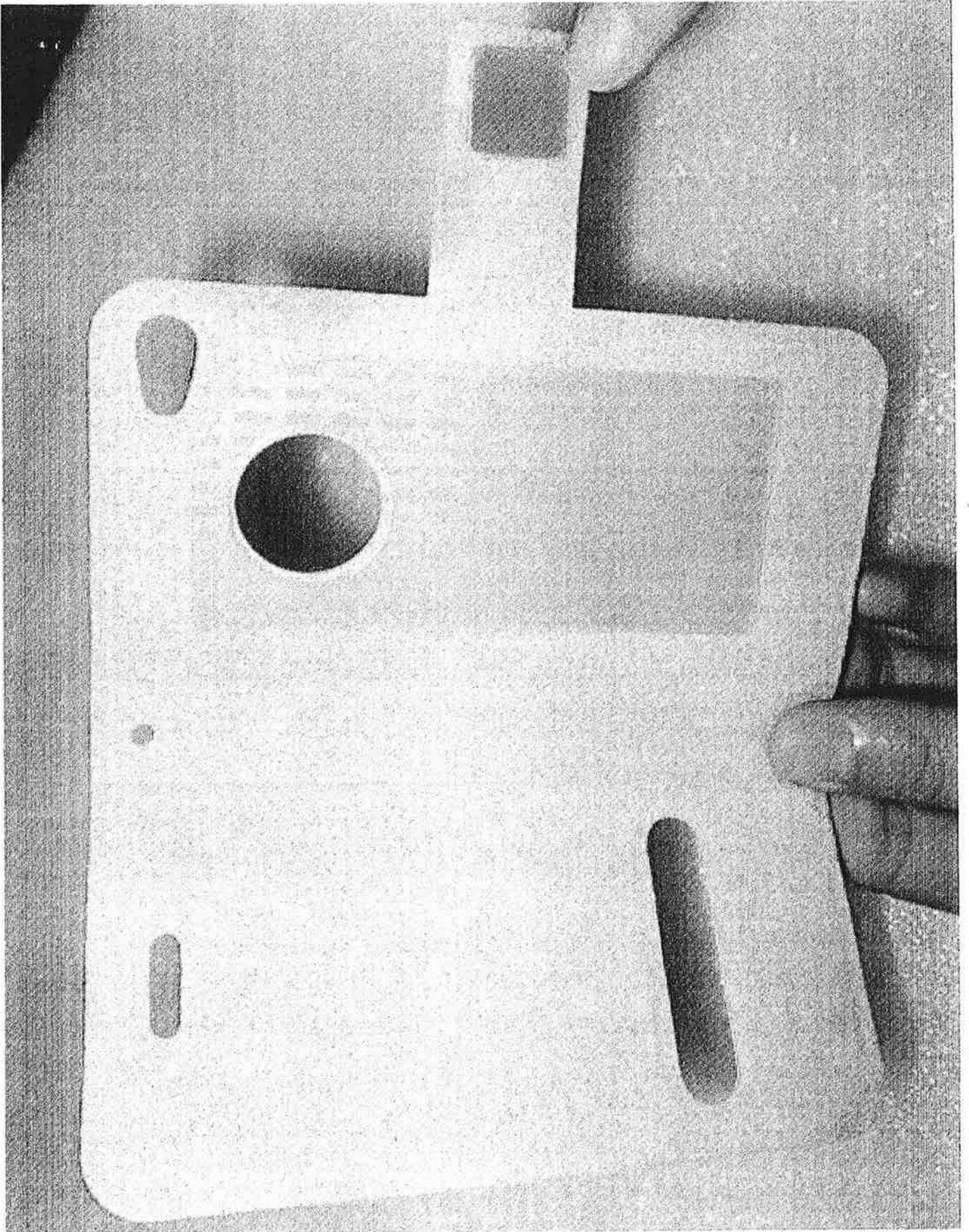
HIGHLY CONFIDENTIAL

HC000087



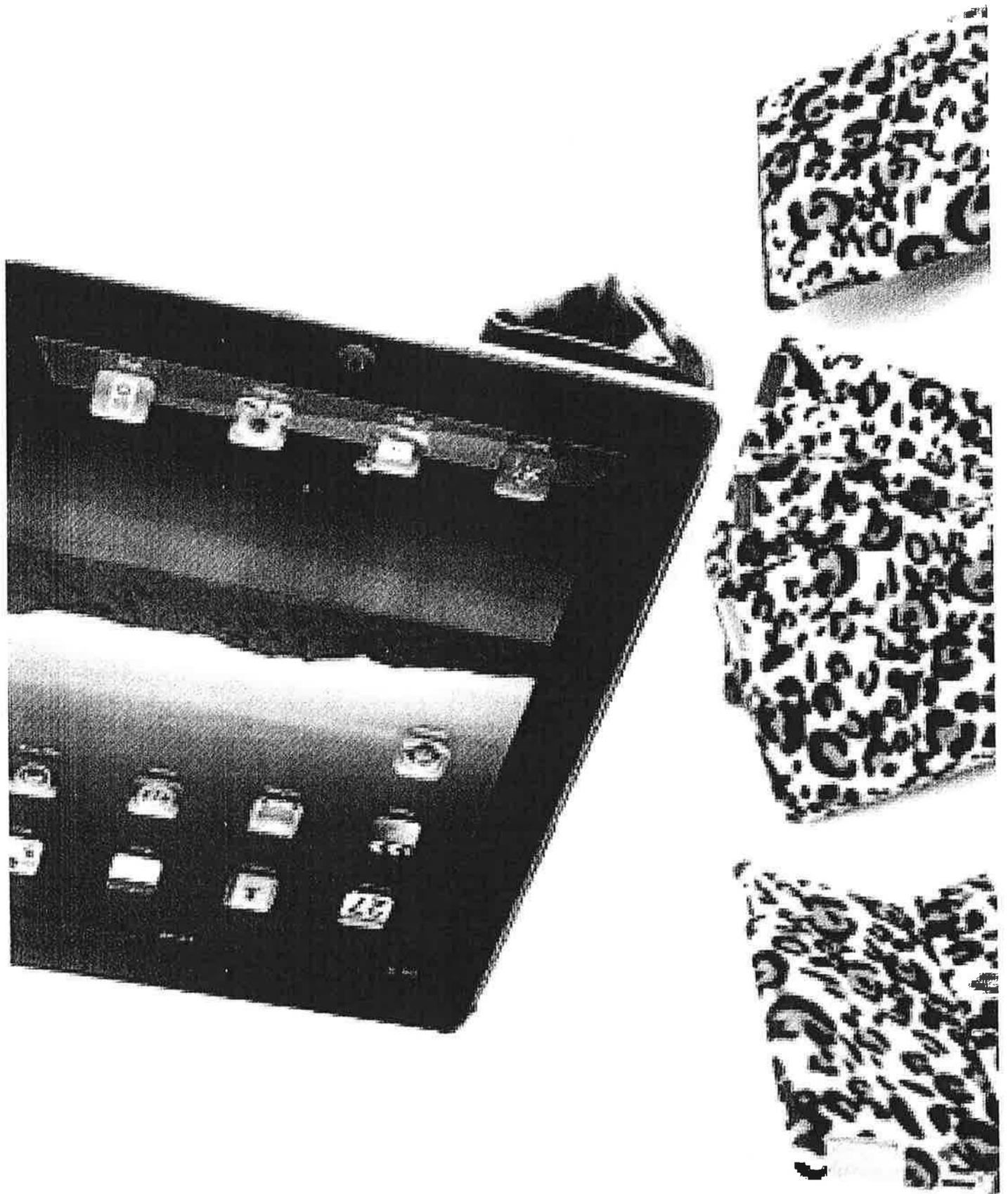
HIGHLY CONFIDENTIAL

HC000088



HIGHLY CONFIDENTIAL

HC000089



HIGHLY CONFIDENTIAL

HC000090

From: Alberto Kamhazi [mailto:alberto@supp26.com]
Sent: Wednesday, October 19, 2011 9:52 AM
To: Jerome Falic
Subject: FW: HC Logo Location
Importance: High

Jerome, Hola!!!

Por favor mira si esta bien la ubicación del logo por producto, esta hecho en Simple Photo Shop Para ver si esta bien ubicación y tamaño . Y también muy importante que nos digas si el debe de Tener fondo blanco debajo del Heart , yo creo que NO pero necesito tu confirmación.

Regards,

Alberto

From: "Jerome Falic" <Jerome@Falic.Com>
Date: Fri, 23 Sep 2011 16:26:32 -0400
To: <alberto@supp26.com>
Subject: RE: LOGO DE HARD CANDY

Perfecto

From: alberto@supp26.com [mailto:alberto@supp26.com]
Sent: Thursday, September 22, 2011 9:10 AM
To: Jerome Falic
Subject: Fw: LOGO DE HARD CANDY

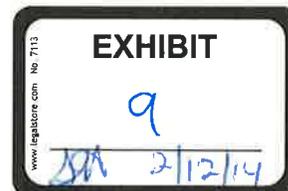
Jerome, Hola

Tenemos este Logo en File, si nos Connfirmas, podemos utilizar este.

Muchos Saludos,

1

HIGHLY CONFIDENTIAL



HC000093

Alberto

Sent via AK Personal Mobile

From: "Jorge Palacios" <jorge@supp26.com>
Date: Thu, 22 Sep 2011 11:53:18 +0800
To: Alberto Kamhazi \ (HK) <alberto@supp26.com>
Subject: LOGO DE HARD CANDY

FYI

----- Original Message -----

From: Renna Chan - Supply 26

To: Jorge

Sent: Thursday, September 22, 2011 11:48 AM

Subject: Logo of I-pad

Dear Jorge,

FYI....

Thank for your kind attention and co-operation.

Best Regards
Supply 26 Ltd/Renna

SUPPLY 26 LTD
RM 1512-1516 BEVERLERY COMM., C., 87-105 CHATHAM ROAD., TST., KLN. HK.
香港九龍尖沙咀漆咸道87-105號百利商業中心1512-1516室
TEL : 852-23110268 FAX : 852-81487337/852-23110918
DIRECT E-MAIL : renna@supp26.com

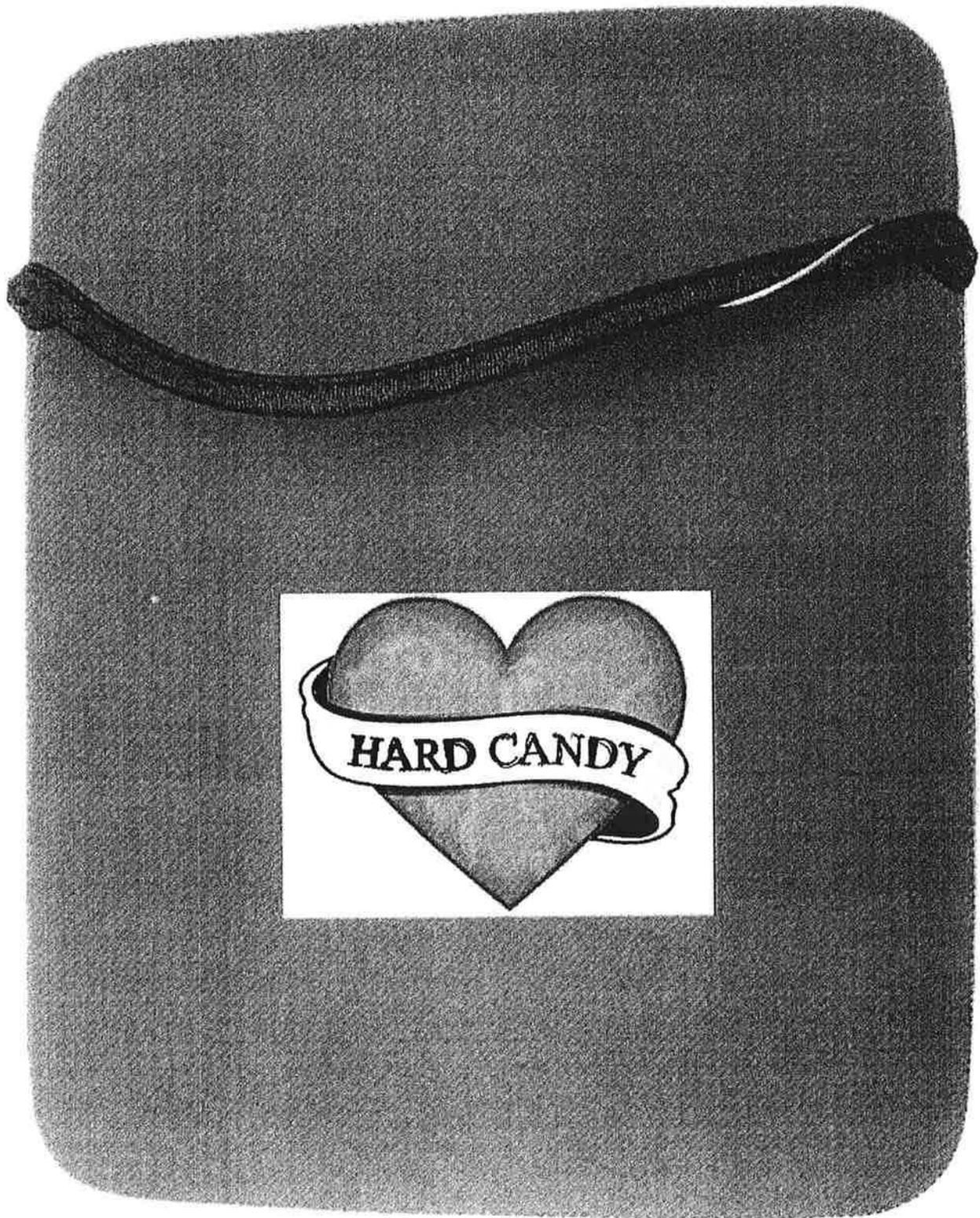
This message of electronic mail contains strictly confidential information nonsusceptible to be distributed. If you are not the addressee of this message, please do not publish it, copy it or take any other kind of action on this transmission. If you got this message by mistake, pls notify it to us and eliminate it as soon as possible.



HIGHLY CONFIDENTIAL

HC000095





FTY CAN BE PRINT LOGO DIRECTLY,NO NEED STICKER.

Lori Maltz

From: Neal Seideman <nseideman@dutyfreeamericas.com>
Sent: Thursday, November 08, 2012 2:50 PM
To: Jerome Falic
Subject: Fwd: Hard Candy cases

Hoping to have something to review today or tomorrow, thanks. Neal

----- Forwarded message -----

From: Neal Seideman <nseideman@dutyfreeamericas.com>
Date: Thu, Nov 8, 2012 at 2:49 PM
Subject: Re: Hard Candy cases
To: Morris Tbeile <morris@onestepup.com>
Cc: Solomon Fallas <sfallas@life-works.com>, Eddie Mizrahi <emizrahi@life-works.com>

Solomon, just checking in on the Hard Candy presentation, pricing etc. Please advise.

Thanks, Neal

On Thu, Nov 1, 2012 at 5:36 PM, Morris Tbeile <morris@onestepup.com> wrote:

Neal

I spoke with Solomon Fallas this morning. They should have a presentation for you on ipod/ipad/iphone covers and cases by Thursday Nov 8th. From what I understand from Solomon, we need a minimum of 1200 pcs per sku for any hard candy items that we make for DFA.

Prices will follow with the design pack

Morris

From: Neal Seideman [mailto:nseideman@dutyfreeamericas.com]
Sent: Thursday, November 01, 2012 5:32 PM
To: Morris Tbeile
Cc: Solomon Fallas; Harry Adjmi; Eddie Mizrahi
Subject: Re: Hard Candy cases

Thanks Morris.

Solomon/Eddie, any update? At what number may I reach either of you?



Thanks, Neal

On Thu, Nov 1, 2012 at 9:43 AM, Morris Tbeile <mtbeile@onestepup.com> wrote:

Neal

I put Mitch in contact with Solomon Fallas of lifeworks, our electronics division.
I will follow up with him on the status.
I have cc'ed him and Eddie Mizrahi as well.

Best regards,

Morris

Sent via BlackBerry from T-Mobile

From: Neal Seideman <nseideman@dutyfreeamericas.com>

Date: Thu, 1 Nov 2012 08:21:28 -0400

To: <morris@onestepup.com>

Cc: <hadjmi@onestepup.com>

Subject: Hard Candy cases

Morris, we met months ago about developing Hard Candy cases (iPhone, Ipad etc.) for distribution through our network of stores. I've yet to see samples or pricing - are you still interested? Please advise asap, if you're no longer interested I need to turn to another resource immediately, as my stores are seeking product.

Harry - hope all is well with you, let's catch up soon.

Thanks,

Neal Seideman

EVP

203-557-4822 office

203-952-6965 mobile

nseideman@dutyfreeamericas.com

--

Neal Seideman

EVP

203-557-4822 office

203-952-6965 mobile

nseideman@dutyfreeamericas.com

--

Neal Seideman

EVP

203-557-4822 office

203-952-6965 mobile

nseideman@dutyfreeamericas.com

--

Neal Seideman

EVP

203-557-4822 office
203-952-6965 mobile
nseideman@dutyfreeamericas.com

Lori Maltz

From: Jerome Falic
Sent: Monday, November 19, 2012 10:29 PM
To: Neal Seideman
Subject: RE: Hard Candy cases

Can you send me the renderings and also, I would like to order more items. We spoke of having an entire display of product.

From: Neal Seideman [mailto:nseideman@dutyfreeamericas.com]
Sent: Monday, November 19, 2012 5:07 PM
To: Jerome Falic
Subject: Fwd: Hard Candy cases

See below and I will call you later to touch base. Thanks, Neal

----- Forwarded message -----

From: Solomon Fallas <sfallas@life-works.com>
Date: Mon, Nov 19, 2012 at 2:29 PM
Subject: Re: Hard Candy cases
To: Neal Seideman <NSeideman@dutyfreeamericas.com>
Cc: "mtbeile@onestepup.com" <mtbeile@onestepup.com>, Eddie Mizrahi <emizrahi@life-works.com>

Neal,
sorry for the delay.

i have attached renderings of iPad Folio Cases as well as iPhone 5 cases with Hard Candy artwork.

the cost for the iPad cases would be \$16
the cost for the iPhone cases would be \$6.50

the MOQ per style is 1000 pcs.

let me know how you want to proceed.

thanks.

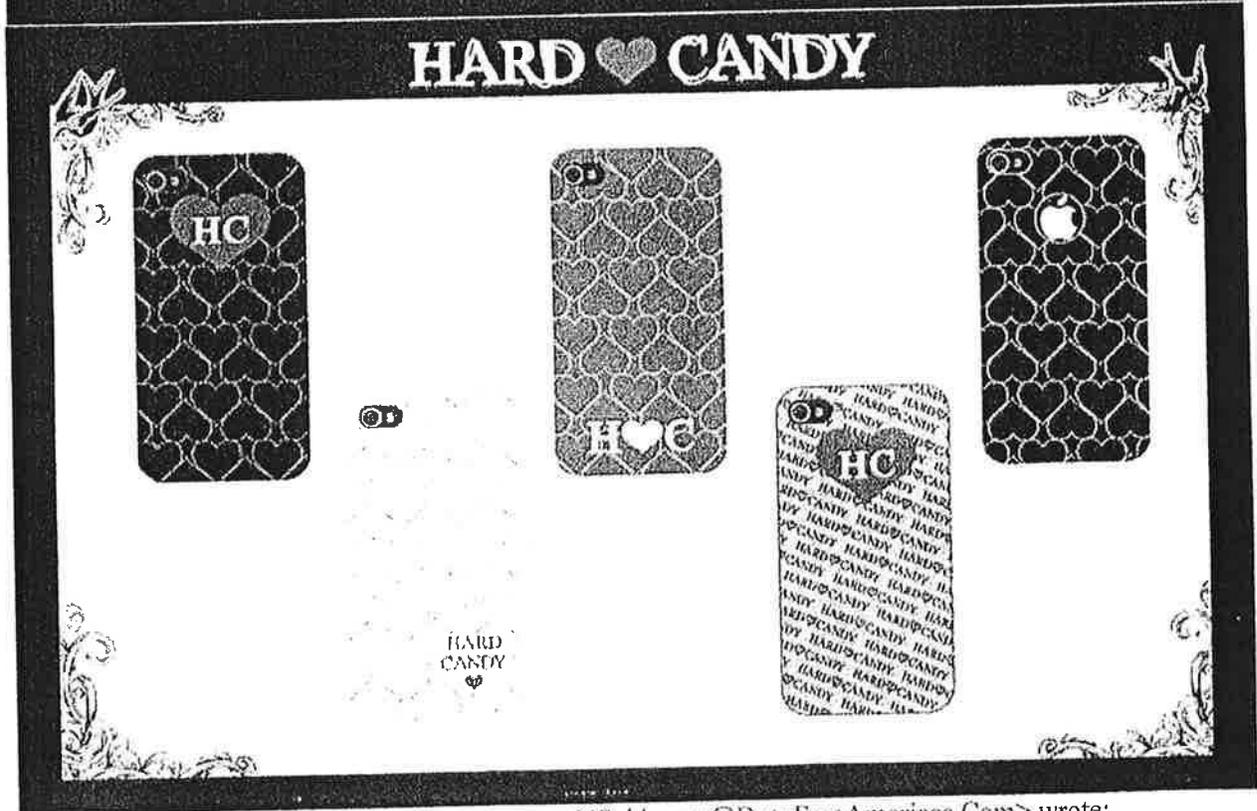
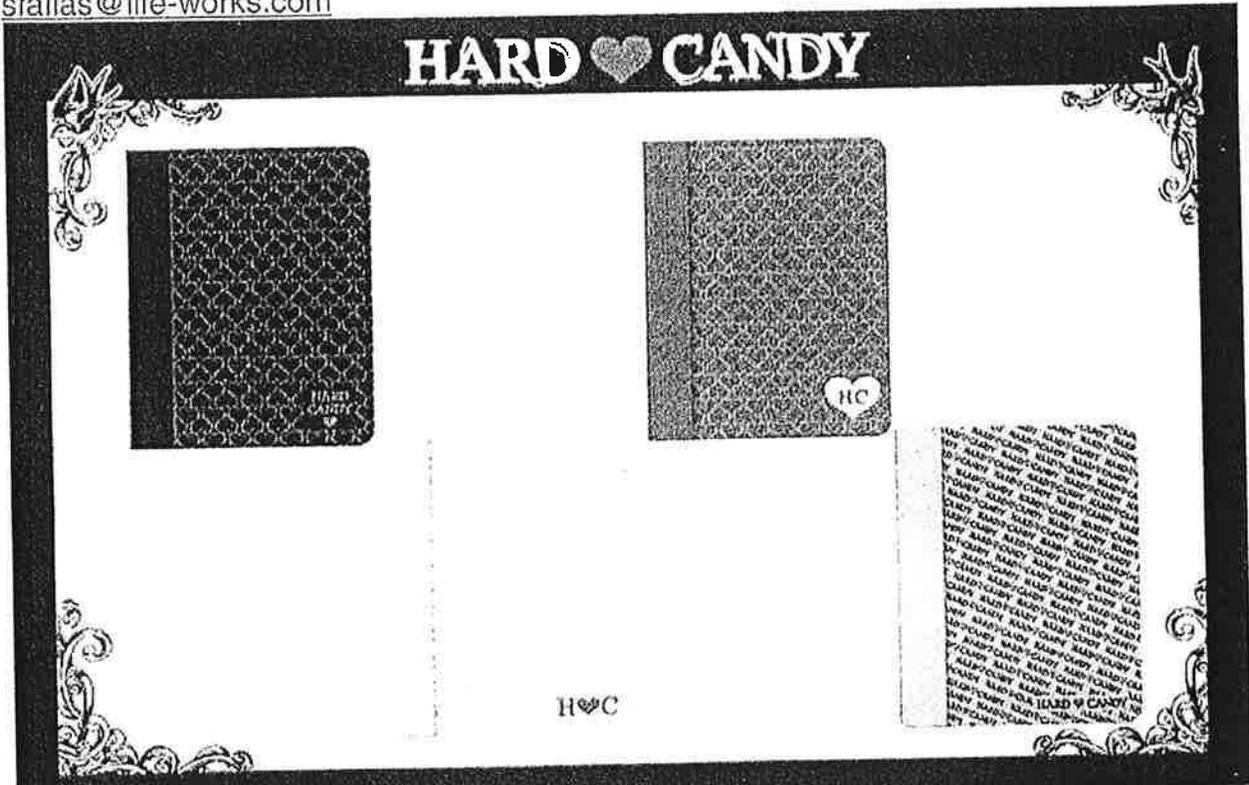
Solomon Fallas
VP of Sales
LifeWorks Technology Group
1412 Broadway 7th Fl
New York, NY 10018
T: 212-398-1110
C: 516-680-5557

1



HIGHLY CONFIDENTIAL

HC000138



On Nov 19, 2012, at 1:49 PM, Neal Seidman <NSeidman@DutyFreeAmericas.Com> wrote:

Solomon, when you're able please send everything you have developed - all designs, cads, minimums, prices etc. I'm looking for one packet of all information, to then review and share with Jerome.

Thanks Solomon.

Neal

On Fri, Nov 9, 2012 at 12:18 PM, Solomon Fallas <sfallas@life-works.com> wrote:
Yes will do.

Sent from my iPad

On Nov 9, 2012, at 12:01 PM, "Morris Tbeile" <mtbeile@onestepup.com> wrote:

Sol
I just saw the first line sheets for hard candy iphone and ipad cases. They look really nice. Can you get electronic copies over to Neal along with pricing, min quantities and delivery dates.

I'd love to hear their feedback.

Best regards,

Morris
Sent via BlackBerry from T-Mobile

From: Solomon Fallas <sfallas@life-works.com>
Date: Thu, 8 Nov 2012 15:38:09 -0500
To: Neal Seideman <nseideman@dutyfreeamericas.com>
Cc: Morris Tbeile <morris@onestepup.com>; Eddie Mizrahi <emizrahi@life-works.com>
Subject: Re: Hard Candy cases

Hi Neal
I should be able to send you something on iphone designs today

Sent from my iPhone

On Nov 8, 2012, at 2:49 PM, "Neal Seideman" <nseideman@dutyfreeamericas.com> wrote:

Solomon, just checking in on the Hard Candy presentation, pricing etc. Please advise.

Thanks, Neal

On Thu, Nov 1, 2012 at 5:36 PM, Morris Tbeile <morris@onestepup.com> wrote:

Neal

I spoke with Solomon Fallas this morning. They should have a presentation for you on ipod/ipad/iphone covers and cases by Thursday Nov 8th. From what I understand from Solomon, we need a minimum of 1200 pcs per sku for any hard candy items that we make for DFA.

Prices will follow with the design pack

Morris

From: Neal Seideman [mailto:nseideman@dutyfreeamericas.com]
Sent: Thursday, November 01, 2012 5:32 PM
To: Morris Tbeile
Cc: Solomon Fallas; Harry Adjmi; Eddie Mizrahi
Subject: Re: Hard Candy cases

Thanks Morris.

Solomon/Eddie, any update? At what number may I reach either of you?

Thanks, Neal

On Thu, Nov 1, 2012 at 9:43 AM, Morris Tbeile <mtbeile@onestepup.com> wrote:

Neal
I put Mitch in contact with Solomon Fallas of lifeworks, our electronics division.
I will follow up with him on the status.
I have cc'ed him and Eddie Mizrahi as well.

Best regards,

Morris

Sent via BlackBerry from T-Mobile

From: Neal Seideman <nseideman@dutyfreeamericas.com>

Date: Thu, 1 Nov 2012 08:21:28 -0400

To: <morris@onestepup.com>

Cc: <hadjmi@onestepup.com>

Subject: Hard Candy cases

Morris, we met months ago about developing Hard Candy cases (iPhone, Ipad etc.) for distribution through our network of stores. I've yet to see samples or pricing - are you still interested? Please advise asap, if you're no longer interested I need to turn to another resource immediately, as my stores are seeking product.

Harry - hope all is well with you, let's catch up soon.

Thanks,

Neal Seideman

EVP

203-557-4822 office

203-952-6965 mobile

nseideman@dutyfreeamericas.com

--

Neal Seideman

EVP

203-557-4822 office

203-952-6965 mobile

nseideman@dutyfreeamericas.com

--

Neal Seideman

EVP

203-557-4822 office

203-952-6965 mobile

nseideman@dutyfreeamericas.com

Neal Seideman

EVP

203-557-4822 office

203-952-6965 mobile

nseideman@dutyfreeamericas.com

--

Neal Seideman

EVP

203-557-4822 office

203-952-6965 mobile

nseideman@dutyfreeamericas.com

From: Neal Seideman
Sent: Monday, July 30, 2012 7:13 AM
To: Jerome Falic; Stu Dolleck (dollecks@nwcoss.com)
Subject: FW: Hard Candy Accessories Weekly Re-Cap

FYI

Neal Seideman
EVP Business Development
Falic Fashion Group
Duty Free Americas, Inc.
203-557-4822 office
203-952-6965 mobile
nseideman@dutyfreeamericas.com

From: jordan.pagonakis@gmail.com [<mailto:jordan.pagonakis@gmail.com>] **On Behalf Of** Jordan Pagonakis
Sent: Sunday, July 29, 2012 1:50 PM
To: Neal Seideman; Kelly Sanders; Mitchell Smiles
Subject: Hard Candy Accessories Weekly Re-Cap

Hi Everyone,
Hope you are enjoying your weekend!

I apologize for the delay, with all the traveling I needed an extra day to gather my notes and update my re-cap. Please see attached re-cap for week ending July 27. I'll review more in depth tomorrow morning during our morning meeting as there are several details I'll need to run through with Kelly on design follow up while I'm out.

The good news is that I've set up our suppliers with presentations to be worked on while I'm away, so by the time I'm back all should be complete and ready for review and presenting to Walmart teams (some will be completed while I'm gone).

Overall, the focus for HC Accessories is all about KEY ITEMS! The buyers are really looking to use the brand to push boundaries and provide their customer with "IT ITEMS" and real "WOW" styles, which is the white space across the board in these categories.

I'm very excited and expect great things to come as I collaborate with the suppliers who have all been equally excited!

Thanks,
Jordan

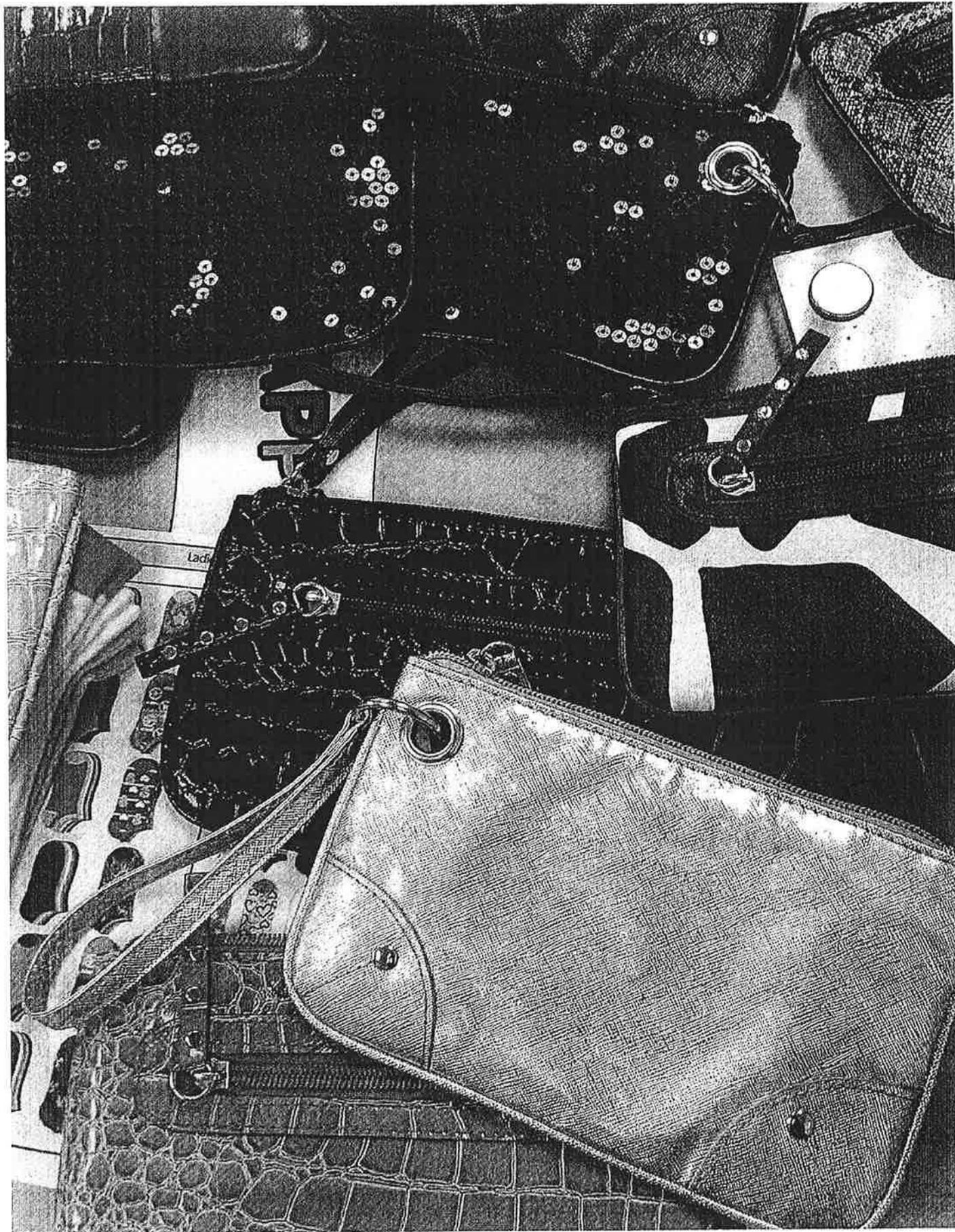
HIGHLY CONFIDENTIAL



HC000098

--

Jordan Pagonakis | Hard Candy | 917.511.2843
114 W 41st St, 4th Floor | New York, NY 10036



HIGHLY CONFIDENTIAL

HC000100

HARD CANDY ACCESSORIES - WEEKLY RE-CAP

Week ending 7/27/12

Jordan Pagonakis

1. **TIMING:** Overall assessment with suppliers and Walmart is that the real opportunity is for S3, however we all know the book is not closed for S2 so I am proceeding with CAD concepts for S2 just in case while really going strong for S3 in the meantime.
2. **SUPPLIERS:** S2 presentations from Vandale (intimates), Fantas-eyes (sunglasses), and Accessory Exchange (bags/wristlets/slg's/socks) will be shown/discussed with Walmart over next couple weeks. Proposals will be sent for my review while I'm away so I'll need Kelly to follow up on this and give her blessing before the suppliers show to Walmart. Kelly, I'll review all with you on Monday.

FAF (jewelry) – touching base w/ JoEllen Monday for re-cap on her mtg with Ashley Cox so we can discuss next steps.

M.Z.Berger – visited NYC showroom and met Meggan who will be another point of contact for us in addition to Laurel. Touching base Monday to brief them on our next steps based on mtg with Brent Redmond.

Shoes – meeting new vendor 8/15, SG (Elisa Gangl) to discuss opportunities for HC. Currently have not heard back from Paula @ Walmart, will try one more time Monday then Mitchell said he'd take over if no reply. Will continue working in the meantime on getting supplier on board with putting together a presentation.

Scarves/Hats – met new vendor David & Young, think they are an option for us, would like to have them put together a hat/glove and scarf PDQ proposal for S3 and see what happens - still open to vendors here.

Sleepwear – would like to propose to Vandale to put together a BTS Dorm PDQ presentation for S3. Mitchell gave me buyer contact, Stephanie Warbis, to try to set up a mtg for 8/14 while I'm in Bville.

3. BENTONVILLE TRIP:

Walmart store visit – photographed accessories categories and shared with suppliers – we talked through opportunities, what product was currently theirs, fixturing, what works/doesn't work, etc. to get on same page with our approach to Walmart

Met with Susan's team (handbags/totes/slg's) – BTS PDQ opportunity, placed above SLG's on the floor, looking for "WOW-factor" key items that are

"Walmart-friendly". Tech items will be hitting floors soon, sell-thu's will determine how they will proceed with this category but expecting it to do well and then will be looking for more, possible opp for us. Melody excited for Sp'13 buy that has new qualities and new supplier that came to the table and "wow'd" her. S1 and S2 key items include wristlets, colored rubber coin purses, cell phone holders.

Pricepoints:

SLG's \$10 and under (incl tech), \$5 right price - blows out

Handbags \$18.88

Totes wide range, try to keep at \$10 and under

Next Step: touch base beginning of Sept for S3 direction and to set up next meeting. Work on proposing BTS PDQ's of key items for this next meeting.

Met with Kim Carr (Accessorie Exchange) at their Bville office to review socks and wristlet programs - already working on proposals here, Kim has mtg next week with Mike and will bring sock idea up with him (end-cap opp available and want to use HC to fill it). Also have wristlet opp currently adopted and want to flow it with HC - putting together proposal to show Susan.

Next Step: As mentioned above, will need Kelly to follow up on approval of these presentations in my absence. See attached picture of wristlet program to be updated for HC.

Met with Brent Redmond (PD watches) to discuss opportunities, needs, and vision for HC. Focus on presenting branded PDQ's and sidekicks (no toppers, keep graphics/logos on sides and top). Feels they are missing HC-like product on their floor - looking for junior "rock" look, wants to push boundaries and bring something new and different - thinks HC name can carry more fashion forward styles. Discussed fun face and hand designs incl crossbones graphic with heart eyes from apparel, liked idea of using T-shirt graphics from apparel. Loves M.Z.Berger as supplier.

Pricepoints:

\$8.88 - \$14.88, will get back to me on whether HC can justify higher pricepoint

Next Step: work on branded PDQ and sidekick proposals for BTS/S3. I'd like to also prepare small S2 presentation of key fashion forward item(s) to present even though they are waiting on read from apparel to roll out into watches since they really have a need for something unique and different sooner than later.



“Sparrows & Hearts” Collection



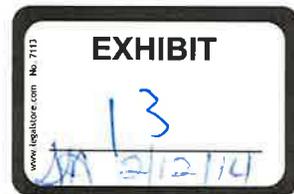
Body Fabric: Lace & Birds print on Rip-stop
Trim Fabric: black prada nylon
Details: Custom Hard candy studs & zipper pullers / bird printed applique / satin black & fuchsia bows
Handles: Black prada nylon and fuchsia webbing
Lining: I heart Hard Candy 210 D lining



Body Fabric: Swirls & Birds print on Rip-stop
Trim Fabric: black prada nylon
Details: Custom Hard candy studs & zipper pullers / bird printed applique / satin black & fuchsia bows
Handles: Black prada nylon and fuchsia webbing
Lining: I heart Hard Candy 210 D lining

In consideration of Allegro Mfg, Inc. ("Allegro") disclosing to HARD CANDY the Allegro Designs, HARD CANDY agrees that these designs, and all content contained therein (collectively, the "Design Board") is the confidential and proprietary information of Allegro and HARD CANDY shall at all times maintain the confidentiality of the Design Board and shall prevent its disclosure to third persons unless Allegro has specifically authorized such disclosure.

HARD CANDY agrees not to reproduce, copy or use the Design Board except as specifically authorized by Allegro. HARD CANDY agrees to return the Design Board to Allegro, and to destroy any notes, memoranda, drawings, designs or other material based upon the information contained in the Design Board as requested by Allegro.





“Glitteratzi” Collection



Body Fabric: Glitter and ink printed terry
Trim Fabric: Black pvc
Details: shiny silver studs on handles & fuchsia and black satin side bows / placement glitter & ink artwork on front panel only
Handles: Black pvc with studs
Lining: 1 heart Hard Candy 210 D lining



Body Fabric: Glitter and ink printed terry
Trim Fabric: Black pvc
Details: shiny silver studs on handles & fuchsia and black satin side bow / placement glitter & ink artwork on front panel only
Handles: Black pvc with studs
Lining: 1 heart Hard Candy 210 D lining



Body Fabric: Glitter and ink printed terry
Trim Fabric: Black pvc
Details: shiny silver studs on handles / placement glitter & ink artwork on front panel only
Handles: Black pvc with studs
Lining: 1 heart Hard Candy 210 D lining

In consideration of Allegro Mfg, Inc. ("Allegro") disclosing to HARD CANDY the Allegro Designs, HARD CANDY agrees that these designs, and all content contained therein (collectively, the "Design Board") is the confidential and proprietary information of Allegro and HARD CANDY shall at all times maintain the confidentiality of the Design Board and shall prevent its disclosure to third persons unless Allegro has specifically authorized such disclosure.

HARD CANDY agrees not to reproduce, copy or use the Design Board except as specifically authorized by Allegro, HARD CANDY agrees to return the Design Board to Allegro, and to destroy any notes, memoranda, drawings, designs or other material based upon the information contained in the Design Board as requested by Allegro.



“Snake Charmers” Collection

Body Fabric: PU printed snake in black, fuchsia, and purple
Trim Fabric: Black patent pvc
Hardware: shiny gold studs, fake heart locket, heart logo plate
Lining: I heart Hard Candy 210 D lining



In consideration of Allegro Mtg. Inc. ("Allegro") disclosing to HARD CANDY the Allegro Designs, HARD CANDY agrees that these designs, and all content contained therein collectively, the "Design Board" is the confidential and proprietary information of Allegro and HARD CANDY. Staff at all times maintain the confidentiality of the Design Board and shall prevent its disclosure to third persons unless Allegro has specifically authorized such disclosure.

HARD CANDY agrees not to reproduce, copy or use the Design Board except as specifically authorized by Allegro. HARD CANDY agrees to return the Design Board to Allegro, and to destroy any notes, memoranda, drawings, designs or other material based upon the information contained in the Design Board as requested by Allegro.



“Canvas Totes” Collection



Body Fabric: printed canvas
Handles: Printed webbing handles
Lining: I heart Hard Candy 210 D lining



Body Fabric: Glitter and ink printed canvas
Details: shiny silver studs on handles & fuchsia contrast stitching
Handles: Printed webbing handles
Lining: I heart Hard Candy 210 D lining



Body Fabric: Glitter and ink printed canvas
Handles: Printed fuchsia & white striped webbing
Lining: I heart Hard Candy 210 D lining



Body Fabric: Black and white stripe printed canvas
Details: gold leaves & anchor screen print (depending on price can make as applique)
Handles: black rope handles
Lining: Anchor Hard Candy printed 210 D lining



In consideration of Allegro Mfg. Inc. ("Allegro") disclosing to HARD CANDY the Allegro Designs, HARD CANDY agrees that these designs, and all content contained therein (collectively, the "Design Board") is the confidential and proprietary information of Allegro and HARD CANDY shall at all times maintain the confidentiality of the Design Board and shall prevent its disclosure to third persons unless Allegro has specifically authorized such disclosure.

HARD CANDY agrees not to reproduce, copy or use the Design Board except as specifically authorized by Allegro. HARD CANDY agrees to return the Design Board to Allegro, and to destroy any notes, memoranda, drawings, designs or other material based upon the information contained in the Design Board as requested by Allegro.