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

Proceeding	91212522
Party	Defendant Sunrise Apparel Group, LLC
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Submission	Motion to Amend/Amended Answer or Counterclaim
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Date	02/03/2014
Attachments	Hint v. Sunrise - 2nd Motion to Amend 91212522 (Cl 25).pdf(2538168 bytes)

Docket No. 30GL-192270

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

In re Matter of Application Serial No. 85/587,642 for the trademark ***HINT*** *in Class 25* Hint Incorporated, Opposer, v. Sunrise Apparel Group, LLC, Applicant.	Opposition No. 91-212522 **SECOND MOTION TO AMEND APPLICATION AND ANSWER TO NOTICE OF OPPOSITION**

Commissioner of Trademarks
Box TTAB – NO FEE
P.O. Box 1451
Alexandria, VA 22313-1451

Pursuant to TBMP § 507.01 and Fed. R. Civ. P. 15(a), Applicant Sunrise Apparel Group, LLC ("Applicant") hereby moves for leave a second time to amend the above-identified application and its Answer to the Notice of Opposition filed on October 28, 2013. This motion is supported by the accompanying brief, and such other papers and argument as may be presented to the Board.

Respectfully submitted,

Dated: February 3, 2014

/Jill M. Pietrini/

Jill M. Pietrini
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Benjamin Aigboboh
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BRIEF IN SUPPORT OF MOTION

I. FACTUAL BACKGROUND

A. First Motion to Amend

On September 16, 2013, Opposer Hint Incorporated ("Opposer") filed a Notice of Opposition against Applicant's application Serial No. 85/587,642 to register the mark HINT in Class 25 for "Clothing, namely, scarves, socks, and lingerie; and footwear".

On October 28, 2013, Applicant filed its Answer to the Notice of Opposition, identifying seven affirmative defenses.

On November 15, 2013, Applicant filed a Motion to Amend its Answer and Application, requesting amendment of its application to restrict the identification of goods, by inserting the following limitation, as indicated in bold underline:

> Clothing, namely, scarves, socks, and lingerie; and footwear, **sold through the retail outlet Vanity**

Applicant concurrently moved for amendment of its Answer to the Notice of Opposition to assert an eighth affirmative defense, namely, the restriction of its identification of goods.

On December 9, 2013, Opposer filed an opposition to Applicant's motion stating that Opposer did not consent to the proposed amendment, and that Applicant proposed amendment was defective because Applicant did not consent to judgment against it on the original identification of goods, the amendment included the registered mark of another, and the amendment is vague.

On February 3, 2014, the Board issued an Order denying the Motion to Amend both the Answer and the Application without prejudice for the reasons stated in its December 16, 2013 order ("Board's Order"). The Board stated that the proposed amendment to the identification was unacceptable because (1) it contained a trademark registered to another entity, (2) Applicant did not unreservedly consent to judgment on the original broad description, and (3) Applicant did not explain how the restriction would alleviate the likelihood of confusion. The Board stated that

the proposed amendment to amend the Answer to add the eighth affirmative defense was futile in light of the denial to amend the identification of goods.

II. THE MOTION TO AMEND SHOULD BE GRANTED

A. Proposed Amendment of Applicant's Application and Answer to Notice of Opposition

Applicant hereby moves the Board for leave to amend Applicant's application to restrict the identification of goods, by inserting the following limitation, as indicated in bold underline:

> Clothing, namely, scarves, socks, and lingerie; and footwear, **sold only through one national retail clothing, footwear, headwear, and accessories store owned by Vanity Shop of Grand Forks, Inc. or its assigns which has brick and mortar stores and an e-commerce website.**

Applicant concurrently moves for amendment of its Answer to the Notice of Opposition to assert an eighth affirmative defense, namely, the restriction of the identification of goods. Attached hereto as **Exhibit A** is a true and correct clean version of the Amended Answer to the Notice of Opposition. Attached hereto as **Exhibit B** is a true and correct redlined version showing the changes between the original Answer and the Amended Answer.

B. The Board Should Grant Applicant's Leave to Amend the Application and the Answer to the Notice of Opposition

1. Standard for Amending Pleadings

Amendments to pleadings in *inter partes* proceedings before the Board are governed by the FEDERAL RULES OF CIVIL PROCEDURE. TBMP § 507.01 ("[P]leadings in an inter partes proceeding before the Board may be amended in the same manner and to the same extent as in a civil action in a United States district court."). The Board liberally grants leave to amend pleadings "at any stage of the proceeding where necessary to bring about a furtherance of justice unless it is shown that entry of the amendment would violate settled law or be prejudicial to the rights of the opposing party." *Commodore Electronics Ltd. v. CBM Kabushiki Kaisha*, 26 USPQ2d 1503, 1505 (TTAB 1993) (quoting *American Optical Corp. v. American Olean Tile Co., Inc.*, 168 USPQ 471, 473 (TTAB 1971)).

Importantly, Applicant need not prove its case on this motion to amend nor prove a likelihood of success on the merits. Rather, Applicant must merely satisfy the liberal pleading standards of the Federal Rules of Civil Procedure and those of the Board.

2. Standard for Amending an Application in an Inter Partes Case

The amendment of any application that is the subject of an *inter partes* proceedings before the Board is governed by the TRADEMARK RULES OF PRACTICE § 2.133. TBMP §514.01. An application may not be amended in substance, except with the consent of the other party and the approval of the Board, or exception upon motion granted by the Board. *Id.* If the motion is made without the consent of the other party, it should ordinarily be made prior to trial, to give the other party fair notice thereof. TBMP §514.03. The proposed amendment must also comply with all other applicable rules and statutory provisions, namely, impermissible amendments such as a material alteration of the mark will not be granted. *Id* The Board generally will defer determination until final decision or until the case is decided by summary judgment. TBMP §514.03.

The Board has the authority, under Section 18 of the Trademark Act, to approve and enter a proposed restriction if the Board finds that an applicant is not entitled to registration in the absence of a restriction. If the Board finds that an applicant is entitled to registration even without the proposed restriction, the Board has the authority to allow the applicant time to indicate whether it still wishes to have the restriction entered. TBMP §514.03. "[I]f the proposed amendment limits the identification of goods or services and the applicant consents to the entry of judgment on the question of, for example, a likelihood of confusion with the goods or services to be deleted, it may be approved, even where an opposer objects." TBMP §514.01; *Drive Trademark Holdings LLC v. Inofin*, 83 USPQ2d 1433, 1435-36 (TTAB 2007).

To reconcile the cases on motions to amend applications with TBMP §514.03, it appears that the issue if whether the applicant must consent to judgment is one of timing. If the Board decides the motion to amend at trial during its final decision, the applicant may assert the amendment in the alternative. *See Embarcadero Technologies, Inc. v. Rstudio Inc.*, 105 USPQ2d

1825, 1828-29, 1840 (TTAB 2013) (allowing amendment at trial without the applicant consenting to judgment on the broader description of goods.) In *Embarcadero*, the Board allowed a motion to amend, even though the applicant did not expressly consent to judgment on the original broad description:

> In its answer, applicant does not assert the Section 18 affirmative defense or otherwise raise the issue of a restriction to its descriptions of goods and services. Nevertheless, we find applicant's alternative request to restrict its descriptions of goods and services timely inasmuch as its motion was filed before the close of discovery. Moreover, the issue of the proposed restriction was clearly tried by the parties and argued in their respective trial briefs. Accordingly, we deem the answer in this proceeding to be amended to include the Section 18 affirmative defense. Fed. R. Civ. P. 15(b). We further note that the Section 18 affirmative defense is raised in the alternative; **applicant did not explicitly consent to judgment being entered against it with respect to the original, broader descriptions of goods and services.** In its trial brief, applicant focuses the bulk of its arguments against finding a likelihood of confusion based on the restricted, narrower scope of applicant's goods and services.
>
> Nevertheless, applicant also suggests the amendments may not be "necessary" and requests that the Board offer applicant the option to reconsider entry of the amendments "in the event that the Board determines that applicant is entitled to registration of its mark even without the proposed amendments." Brief, p. 31. With the above in mind, **we address applicant's Section 18 affirmative defense in this decision, as requested, in the alternative. That is, we have considered the original, unamended descriptions of goods in our likelihood of confusion analysis, and upon finding a likelihood of confusion therewith, we have also considered whether applicant has established its Section 18 affirmative defense, i.e., whether the proposed restrictions negate the likelihood of confusion.**

Embarcadero Technologies, 105 USPQ.2d at 1828-29 (emphasis added.)

The parties tried both the original and the amended description of goods through to trial. The Board ultimately found that "Applicant has established its Section 18 defense" and there was no likelihood of confusion based on the amended (restricted) identification of goods and services. *Id.* at 1840.

If the Board elects to decide the motion to amend before trial or summary judgment, the applicant must consent to judgment on the broader original description of goods or services. *See Drive Trademark Holdings LLC v. Inofin*, 83 USPQ2d 1433, 1435-36 (TTAB 2007)[1] and *Johnson & Johnson v. Stryker Corporation*, 109 USPQ2d 1077, 1078-79 (TTAB 2013). Thus, the case will be tried only on the narrower description of goods or services if allowed. "If the applicant wishes to avoid the possibility of a res judicata effect of the entry of judgment, an applicant seeking to amend its identification of goods or recitation of services must set forth adequate reasons for the amendment. [citations omitted.] That is, an applicant must make a prima facie showing that the proposed amendment serves to change the nature and character of the goods and services or to restrict their channels of trade and customers in such a manner that a substantially different issue for trial has been introduced from the issue presented by the opposition against the application based on the original identification of goods and services." *Drive Trademark*, 83 USPQ2d at 1435.

Accordingly, to recap the requirements for a motion to amend the identification of goods or services in an application before trial or summary judgment, the Board looks to see whether the following circumstances are present: (1) the proposed amendment must serve to limit the broader identification of goods or services; (2) the applicant must consent to the entry of judgment on the grounds for opposition with respect to the broader identification of goods or services present at publication; (3) if the applicant wishes to avoid the possibility of a *res judicata* effect of the entry of judgment on the original identification, the applicant must make a *prima facie* showing that the proposed amendment serves to change the nature and character of the goods and services or to restrict their channels of trade and customers so as to introduce a

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[1] "We note that if applicant were to file a timely, renewed motion to amend his recitation, with supporting specimens, applicant would have to agree to accept judgment with respect to the services deleted, **or the consideration of any renewed motion would be deferred until after trial**. In that event, opposer will be on notice that it must prepare for trial as to both the recitation as it currently reads and the recitation as proposed in the renewed motion." (emphasis added). *Drive Trademark*, 83 USPQ2d at 1436.

substantially different issue for trial; and (4) where required to support the basis of the subject application, any specimens of record must support the goods or services. *Johnson & Johnson*, 109 USPQ2d at 1078-79.

The Board should approve amendment of Applicant's application in this case because the proposed amendment limits the identification of goods to a single channel of trade to which Opposer does not sell its alleged goods, thereby further avoiding any alleged likelihood of confusion with Opposer's mark and presenting a substantially different issue for trial. In addition, Applicant consents to entry of judgment, without *res judicata* effect, as to its original description. Opposer is not prejudiced by the proposed amendment because Applicant's motion is timely brought and well before the start of discovery, much less trial.

C. The Proposed Amendment is Properly Stated

First, the proposed amendment limits the broader description of goods in the application.

Second, the proposed amendment of Applicant's identification of goods is not vague and ambiguous, as the Board's Order asserts. Applicant notes that TMEP §1402.09 generally requires the use of generic wording in an identification of goods or services rather than use of a trademark that is registered to an entity other than the applicant. TMEP §1402.09; *Camloc Fastener Corp. v. Grant*, 119 USPQ 264, 265 n.1 (TTAB 1958). Applicant's proposed amended identification, however, is not the situation in which Applicant is proposing use of a registered trademark as a noun, such as iPods™ instead of "portable music players", HDMI™ instead of video audio cables, or YO-YO's™ instead of "spinning toys". In those situations, certainly, use of generic wording is necessary in order for the public to know what the particular good or service is. In contrast, Applicant's reference to the national retail store owned by Vanity Shop of Grand Forks, Inc. is not as a replacement for a good or service, but merely identifies the specific channel of trade through which the goods are sold. Applicant must identify the owner of the retail store because it is one retail outlet in which the goods are sold. Applicant cannot state a type of retail outlet in its amended description without its specific owner because that would

encompass more than one retailer. Applicant's proposed amendment should therefore be accepted because it is neither vague nor ambiguous, but instead is properly stated.

D. The Proposed Amendment Would Alleviate Any Alleged Likelihood of Confusion

Applicant's proposed amendment would alleviate any alleged likelihood of confusion, even if Opposer's own identifications in its registrations do not contain any restrictions on the channels of trade. Opposer's and Applicant's channels of trade do not contain any overlap, such that any likelihood of confusion is alleviated. *Coach Services, Inc. v. Triumph Learning, LLC*, 668 F.3d 1356 (Fed. Cir. 2012). In *Coach*, the applicant applied to register a variety of COACH marks for the following goods and services, directed to teachers and students:

> Computer software for use in child and adult education, namely, software to assist teachers and students at all levels in mastering standards-based curricula and in preparing for standardized exams; prerecorded audio and video tapes in the field of child and adult education, featuring materials to assist teachers and students at all levels in mastering standards-based curricula and in preparing for standardized exams, in Class 9; and
>
> Printed materials in the field of child and adult education, namely, textbooks, workbooks, teacher guides and manuals, posters and flashcards, all featuring materials to assist teachers and students at all levels in mastering standards-based curricula and in preparing for standardized exams, in Class 16.

Coach Services, 668 F.3d at 1360-61.

The opposer asserted a variety of COACH marks for luxury products, including "handbags, luggage, clothing, watches, eye glasses, and wallets." *Id*. at 1361. The opposer's registrations did not contain any restrictions on the channels of trade. The Federal Circuit affirmed the Board's finding that the channels of trade were distinct. The Board found that the opposer sold its products through its 400 retail stores and through third-party retailers and advertised in newspapers, fashion magazines, and catalogs that target female consumers between the ages of 25-65 in all income brackets. *Id.* at 1370. The Board further found that the applicant

targeted educational professionals and marketed its products through catalogs, direct mail, and personal sales representatives. *Id.* Despite the fact that the opposer's registrations contained no restrictions on the channels of the trade, the Federal Circuit still concluded, "[un]der these circumstances, the Board did not err in concluding that the goods are not related and the channels of trade are distinct." *Id.* at 1371.

Similarly, it is irrelevant whether Opposer's registrations contain any kind of restriction. Opposer does not own any registrations for the standalone mark HINT in Class 25. The only registration Opposer owns in Class 25 is U.S. Reg. No. 4,357,028 for the mark HINT DRINK WATER NOT SUGAR. Opposer's other registrations demonstrate that Opposer is primarily in the beverage industry, which is not Applicant's industry. Applicant's authorized retailer Vanity Shop of Grand Forks, Inc. does not sell any beverages. Instead, as shown by its trademark registration numbers 4,005,713 and 3,755,533, Vanity Shop of Grand Forks, Inc. is a retail store that sells clothing, headwear, footwear, belts, tote bags, purses, wallets, jewelry, perfume, eyewear, gloves, mittens, and tights. See also pages from Vanity Shop of Grand Forks, Inc.'s website attached hereto as **Exhibit C**.

Opposer's products are sold through various food and beverage stores and through Amazon.com. See pages from Opposer's website located at <hintwater.com>, attached hereto as **Exhibit D,** which identifies Opposer's story and a list of retailers where its products can be found. Opposer's list of retailers does not include Vanity Shop of Grand Forks, Inc.

In short, Applicant's and Opposer's targeted customers are distinct and the channels of trade are distinct, alleviating any alleged likelihood of confusion. The amended description which restricts Applicant's channels of trade to one not used by Opposer raises a substantially different issue for trial.

E. Applicant Consents to Judgment on the Original Description

Finally, given the timing of the Board's consideration of Applicant's motion to amend, Applicant confirms that it accepts entry of judgment on Applicant's original identification of goods without *res judicata* effect.

Applicant respectfully submits that under the Board's decisions and the TBMP, Applicant is not required to expressly consent to an entry of judgment on its original description of goods if it elects to proceed to trial on both descriptions. However, to expedite the resolution of this case, Applicant agrees that the Board may decide this issue now and thereby consents to judgment on the broader description of goods.

III. CONCLUSION

Having met the requirements for the amendment, Applicant requests that the Board enter an order granting Applicant leave to amend its application to amend the identification of goods, entering judgment against Applicant for the original description of goods without *res judicata effect*, and granting Applicant leave to file its proposed amended Answer. Applicant further requests that the Board deem that Applicant's Amended Answer filed and served.

Respectfully submitted,

Dated: February 3, 2014

/Jill M. Pietrini/

Jill M. Pietrini
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CERTIFICATE OF ELECTRONIC TRANSMISSION

I hereby certify that this correspondence is being transmitted electronically to Commissioner of Trademarks, Attn: Trademark Trial and Appeal Board through ESTTA pursuant to 37 C.F.R. §2.195(a), on this 3rd day of February, 2014.

/Monica Danner/
Monica Danner

CERTIFICATE OF SERVICE

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to:

Lori S. Kozak
Blakely Sokoloff Taylor & Zafman
12400 Wilshire Blvd., 7th Floor
Los Angeles, CA 90025

on this 3rd day of February, 2014.

/Monica Danner/
Monica Danner

SMRH:416976464.1

Exhibit A

Docket No. 30GL-192270

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

*In re Matter of Application Serial No. 85/587,642 for the trademark **HINT** in Class 25* Hint, Incorporated, Opposer, v. Sunrise Apparel Group, LLC, Applicant.	Opposition No. 91-212522 **AMENDED ANSWER TO NOTICE OF OPPOSITION**

Applicant Sunrise Apparel Group, LLC, ("Applicant"), by and through its counsel, responds to the Notice of Opposition ("Opposition") filed by Opposer Hint, Incorporated ("Opposer") as follows:

In response to the preliminary paragraph of the Opposition, Applicant admits that it filed Application Serial No. 85/587,642 for the trademark HINT in Class 25, but denies that Opposer will be damaged by the application or its registration. Applicant lacks sufficient information or belief to admit or deny any remaining allegations contained in the preliminary paragraph of the Opposition, and therefore denies each and every such allegation.

1. Applicant admits that the allegations contained in paragraph 1 of the Opposition.

2. In response to paragraph 2 of the Opposition, Applicant admits only that it filed Application Serial No. 85/587,642 for the goods stated therein. Applicant denies each and every remaining allegation therein.

3. Applicant admits that the allegations contained in paragraph 3 of the Opposition.

4. Applicant lacks sufficient information or belief to admit or deny the allegations contained in paragraph 4 of the Opposition, and therefore denies each and every such allegation.

5. Applicant lacks sufficient information or belief to admit or deny the allegations contained in paragraph 5 of the Opposition, and therefore denies each and every such allegation.

6. Applicant denies the allegations contained in paragraph 6 of the Opposition.

7. Applicant lacks sufficient information or belief to admit or deny the allegations contained in paragraph 7 of the Opposition, and therefore denies each and every such allegation.

8. Applicant admits that it filed its Application, Serial No. 85/587,642 on April 3, 2012 based on an intent to use the mark, but denies the remaining allegations contained in paragraph 8 of the Opposition.

9. Applicant denies the allegations contained in paragraph 9 of the Opposition.

10. Applicant lacks sufficient information or belief to admit or deny the allegations contained in paragraph 10 of the Opposition, and therefore denies each and every such allegation.

11. Applicant denies sufficient information or belief to admit or deny the allegations contained in paragraph 11 of the Opposition.

12. Applicant lacks sufficient information or belief to admit or deny the allegations contained in paragraph 12 of the Opposition, and therefore denies each and every such allegation.

13. Applicant denies the allegations contained in paragraph 13 of the Opposition.

14. Applicant denies the allegations contained in paragraph 14 of the Opposition.

15. Applicant denies the allegations contained in paragraph 15 of the Opposition.

16. Applicant denies the allegations contained in paragraph 16 of the Opposition.

17. Applicant states that the allegations in the last unnumbered paragraph of the Opposition state a legal conclusion to which no response is required and therefore denies each and every such allegation.

AFFIRMATIVE DEFENSES

First Affirmative Defense – Failure To State A Claim

18. Opposer has failed to allege grounds sufficient to sustain the Opposition.

Second Affirmative Defense – Estoppel

19. The Opposition is barred by estoppel.

Third Affirmative Defense – Acquiescence

20. The Opposition is barred by Opposer's acquiescence.

Fourth Affirmative Defense – Waiver

21. The Opposition is barred by the doctrine of waiver.

Fifth Affirmative Defense – Laches

22. The Opposition is barred by the doctrine of laches.

Sixth Affirmative Defense – Lack of Rights

23. Opposer does not have trademark rights in HINT.

Seventh Affirmative Defense – Third Party Use

24. Opposer's rights, if any, to the trademark HINT are weakened by the third party use, including but not limited to:

Mark	Register	Class	Reg. No.
MAYALAND COFFEE AZUL SWEET, BALANCED WITH HINTS OF TROPICAL FRUIT MEDIUM ROAST WHOLE BEAN MAYALAND COFFEE	Federal	30	4,359,879
HINT OF LACE	Federal	25	4,007,661
HINT OF SALT	Federal	30	3,880,392
GET THE HINT	Federal	18, 25	4,183,495
BAILEYS WITH A HINT OF MINT CHOCOLATE IRISH CREAM R A BAILEY	Federal	33	3,429,423

Mark	Register	Class	Reg. No.
BAILEYS WITH A HINT OF CARAMEL IRISH CREAM R A BAILEY	Federal	33	3,429,424
HINT OF SKIN	Federal	25	3,134,345
HINT MINT	Federal	30	2,470,558
HINT OF ORANGE	Federal	30	2,083,543
HINT OF MINT	Federal	30	1,516,590
PORTLAND BREWING 1339 OREGON HONEY BEER BREWED WITH REAL HONEY BLONDISH GOLD AND LIGHT BODIED, OHB OFFERS A HINT OF HONEY FLAVOR WITH A CRISP, DRY FINISH	State (Oregon)	32	100,261

Applicant will identify other third party HINT marks for goods in Class 25 or for goods and services related thereto in discovery.

Eighth Affirmative Defense – Restricted Identification of Goods

25. Applicant's identification of goods is restricted in that the recited goods are "sold only through one national retail clothing, footwear, headwear, and accessories store owned by Vanity Shop of Grand Forks, Inc. or its assigns which has brick and mortar stores and an e-commerce website", negating any likelihood of confusion.

WHEREFORE, Applicant respectfully requests that the Opposition be dismissed with prejudice, and that the prayer for relief contained therein be denied.

Respectfully submitted,

Dated: February 3, 2014

_____

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SMRH:416967620.1

Exhibit B

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Respectfully submitted,

Dated: ~~October 28~~February 3, ~~2013~~ 2014 _____

Jill M. Pietrini
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~~Ben~~ Benjamin Aigboboh
SHEPPARD MULLIN RICHTER & HAMPTON LLP
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Los Angeles, California 90067-6017
(310) 228-3700

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Zafman
12400 Wilshire Blvd., 7th Floor
Los Angeles, CA 90025~~-1040~~

on this ~~28th~~ 3rd day of ~~October~~February, ~~2013~~ 2014.

~~LaTrina Martin~~

~~SMRH:411634553.2~~

/Monica Danner/
Monica Danner

SMRH:416967620.1

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Date & Time	2/3/2014 5:20:38 PM
Comparison Time	1.29 seconds
compareDocs version	v3.4.11.2

Sources	
Original Document	[#411634553] [v2] Answer to Notice of Opposition - HINT (85/587,642) Class 25.docDMS Information
Modified Document	[#416967620] [v1] Exhibit A - Amended Answer to Notice of Opposition (Second Motion) - HINT (85/587,642) Class 25.docDMS information

Comparison Statistics	
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Deletions	6
Changes	7
Moves	2
TOTAL CHANGES	24

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Insertions	
~~Deletions~~	
Moves / Moves	
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Balloons	False

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Include Moves	Word	True
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Show Reviewing Pane	Word	False
Update Automatic Links at Open	Word	False
Summary Report	Word	End
Include Change Detail Report	Word	End
Document View	Word	Print
Remove Personal Information	Word	False

Exhibit C

NEW //

- Tops
- Jeans
- Bottoms
- Dresses
- Accessories
- Shoes
- Web Exclusives
- Career
- Jolt
- Gift Cards

SHOP BY //

- Category
- Price
- Inseam
- Inseam
- Leg Opening
- Size
- Size
- Belt Size
- Pant Size
- Waist Size
- Skirt Size
- Size
- Color

WEB EXCLUSIVE
Jolt High Low Lace Top
$29.95

Chiffon Aztec Cocoon Cardigan
$26.95

Jolt Sequin Raglan Fleece
$35.95

Jolt Swiss Dot Peasant Top
$30.95

Chevron Sequin Tank
$32.95

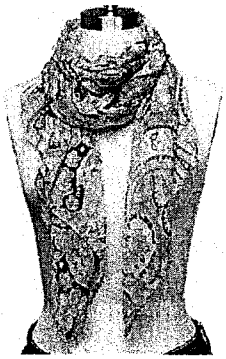
Pieced Back Leopard Shirt
$29.95

Neon Chevron Shirt
$29.95

Striped Pieced Back Shirt
$29.95

Pom Pom Eternity Scarf

Aztec Eternity Scarf



Oversized Paisley Scarf

$16.95

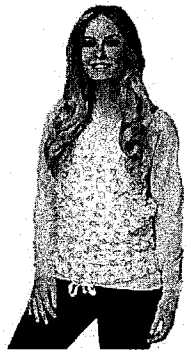
$16.95

$16.95

Geo Dolman Sweater
$34.95

Crystal White Denim Jacket
$49.95

Jolt Button Back Crop Top
$29.95



Leopard Tie Fleece
$32.95

Floral Sequin Boat Shoes
$21.95

Leopard Boat Shoes
$21.95

Neon Border Scarf
$16.95

Aztec Blanket Eternity Scarf
$16.95

Geo Aztec Eternity Scarf
$16.95

Lace Halter Dress
$36.95

Rhinestone Chiffon Headwrap
$8.95

VANITY ESSENTIAL
Side Wrap Tank Basic
~~Was: $15.95~~
Now: $10.00

Leopard Lace Halter Dress
$36.95

TOPS //

- Graphic Tees
- Fashion Tops
- Shirts
- Basics
- Sweaters
- Cardigans
- Fleece
- Jackets & Blazers
- Dresses
- Sale Tops

SHOP BY //

- Category
- Price
- Size
- Color

WEB EXCLUSIVE
Jolt High Low Lace Top
$29.95

Chiffon Aztec Cocoon Cardigan
$26.95

Jolt Sequin Raglan Fleece
$35.95

Jolt Swiss Dot Peasant Top
$30.95

Chevron Sequin Tank
$32.95

Pieced Back Leopard Shirt
$29.95

Neon Chevron Shirt
$29.95

Striped Pieced Back Shirt
$29.95

Crystal White Denim Jacket

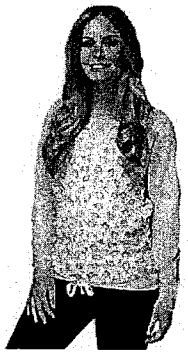
L.A. Idol Thick Stitch Denim Jacket

Geo Dolman Sweater
$34.95

$49.95

Jolt Button Back Crop Top
$29.95

$59.95

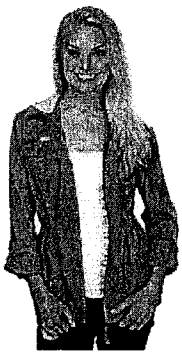


Leopard Tie Fleece
$32.95

Lace Halter Dress
$36.95

VANITY ESSENTIAL
Side Wrap Tank Basic
~~Was: $15.95~~
Now: $10.00

Leopard Lace Halter Dress
$36.95



WEB EXCLUSIVE
Aztec Ladder Graphic Tank
$26.95

WEB EXCLUSIVE
You'll Be Mine Graphic Tank
$26.95

2fer Hooded Anorak Jacket
$46.95

Striped Drape Front Cardigan
$30.95

Fleur Lace Burnout Graphic Tee
$16.95

Owl Burnout Graphic Tee
$16.95

Baroque Pearl Graphic Sweater
$29.95

Rib Collar Fleece Jacket
$39.95

JEANS //

- Original Fit - Dakota
- Curvy Fit - Sasha
- Slim Fit - Harlow
- Grace in LA
- Shorts & Crops
- Premium Collection
- Sale Jeans
- Denim Guide
- Shop by Leg Opening

SHOP BY //

- Category
- Price
- Inseam
- Leg Opening
- Waist Size
- Color

22" INSEAM
Dakota Destructed Premium Jean Crops
$42.95

22" INSEAM
Dakota Fleur White Premium Jean Crops
$49.95

22" INSEAM
Sasha Scroll Inset Premium Jean Crops
$49.95

24" INSEAM
Harlow Sequin Premium Jean Crops
$49.95

34" INSEAM
Grace in LA Baby Boot Aztec Jeans
$79.95

31" INSEAM
Grace in LA Jegging White Sequin Jeans
$89.95

29" - 37" INSEAMS
Harlow Baby Boot Wavy V Premium Jeans
$54.95

29" - 37" INSEAMS
Sasha Flare Geo Back Flap Premium Jeans
$59.95

29" - 37" INSEAMS
Dakota Boot Mixed Stud Premium Jeans
$59.95

29" - 37" INSEAMS
Sasha Boot Fleur Premium Jeans
$59.95

29" - 37" INSEAMS
Dakota Flare Deco Back Flap Premium Jeans
$59.95

29" - 37" INSEAMS
Sasha Boot Sequin Inset Premium Jeans
$59.95

29" - 37" INSEAMS
Dakota Flare Embroidered Premium Jeans
$69.95

29" - 33" INSEAMS
Sasha Boot Deco Premium Jeans
$69.95

30" - 32" INSEAMS
Harlow Jegging Glitter Premium Jeans
$54.95

29" - 33" INSEAMS
Dakota Boot Deco Premium Jeans
~~Was: $59.95~~
Now: $29.97

29" - 33" INSEAMS
Sasha Boot Sequin Scroll Premium Jeans
$59.95

29" - 37" INSEAMS
Sasha Flare Navy V Jeans
~~Was: $44.95~~
Now: $22.47

30" INSEAM
Harlow Jegging Sequin Premium Jeans
~~Was: $49.95~~
Now: $24.97

29" INSEAM
Dakota Boot Fleur Premium Jeans
~~Was: $59.95~~
Now: $29.97

29" - 33" INSEAMS
Dakota Flare Sequin Stud Premium Jeans
~~Was: $59.95~~
Now: $29.97

29" INSEAM
Sasha Flare Wavy V Premium Jeans
~~Was: $49.95~~
Now: $24.97

29" - 37" INSEAMS
Dakota Flare Contrast Jeans
~~Was: $44.95~~
Now: $22.47

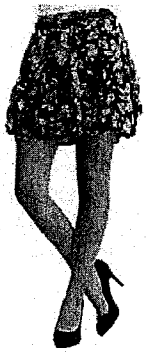
29" - 37" INSEAMS
Dakota Boot Orange Stitch Jeans
$44.95

BOTTOMS //

- Pants
- Skirts
- Active
- Leggings

SHOP BY //

- Category
- Price
- Inseam
- Size
- Pant Size
- Skirt Size
- Color



Floral Belted Skirt
$30.95

28" INSEAM
Bengaline Skinny Pant
$24.95

Distressed Leggings
$19.95

Waffle Textured Leggings
$16.95

Chevron Belted Skirt
$30.95

Crochet Belted Skirt
$30.95

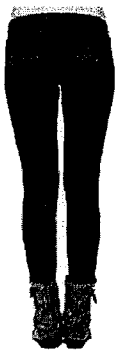
Leopard Sequin Sweatpants
$29.95

Lace Love Sequin Sweatpants
$29.95

Love Sweatpants

Rhinestone Leopard Sweatpants
$29.95

"WHAT THE" FLEECE LEGGING
Brown Fleece Lined Leggings



30" INSEAM
Embellished Ponte Pant

$24.95

~~Was: $14.95~~
Now: $10.00

$39.95

WEB EXCLUSIVE
Faith Leopard Cuff Crops
$24.95

31" INSEAM
Black Ponte Skinny Pant
$29.95

"MOST LOVED" LEGGING
Wide Waist Leggings
~~Was: $14.95~~
Now: $10.00

31" - 35" INSEAMS
Trouser Boot Black Pant
$24.95

WEB EXCLUSIVE
Cargo Belted Pant
$36.95

"GO TO" LEGGING
Black French Terry Leggings
~~Was: $14.95~~
Now: $10.00

31" - 37" INSEAMS
Sienna Flare Black Pant
$24.80

31" - 37" INSEAMS
Addison Flare Black Pant
$24.80

ACCESSORIES //

- Jewelry
- Bags & Wallets
- Belts
- Headbands & Hair
- Scarves
- Socks

SHOP BY //

- Category
- Price
- Belt Size
- Color

Pom Pom Eternity Scarf
$16.95

Aztec Eternity Scarf
$16.95

Oversized Paisley Scarf
$16.95

Neon Border Scarf
$16.95

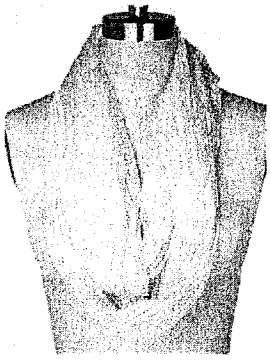
Aztec Blanket Eternity Scarf
$16.95

Geo Aztec Eternity Scarf
$16.95

Rhinestone Chiffon Headwrap
$8.95

Rhinestone Heart Earrings
$6.95

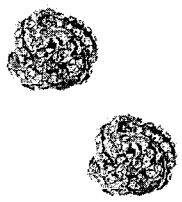
Animal Crochet Headwrap Set
$8.95



Open Stitch Lurex Eternity Scarf
$16.95

Two Side Leopard Lace Eternity Scarf
$19.95

Lime Leopard Scarf
$16.95

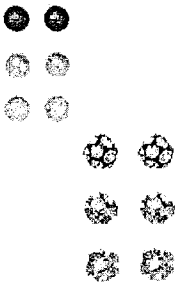


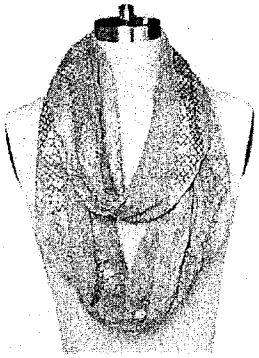
Floral Crinkle Eternity Scarf
$16.95

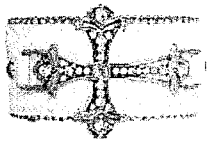
Cross Snakeskin Belt
$19.95

Rhinestone Knotted Earrings
$6.95

Hematite Stone Necklace
$10.95







Fireball Pearl Earring Set
$9.95

Textured Eternity Scarf
$16.95

Sequin Lurex Eternity Scarf
$16.95

Rhinestone Cross Cuff Bracelet
$14.95

Mixed Animal Eternity Scarf
$16.95

Stripe Lurex Eternity Scarf
$16.95

Love Bow Bracelet Set
$9.95

Neon Floral Scarf
$16.95

SHOES //

- Boots
- Flats
- Sneakers

SHOP BY //

- Category
- Price
- Size
- Color

Floral Sequin Boat Shoes
$21.95

Leopard Boat Shoes
$21.95

Eyelet Jute Flats
$19.95

Sequin Crochet Boat Shoes
$21.95

Sequin Leopard Boat Shoes
$21.95

Mixed Strap Booties
$49.95

Crochet Jute Flats
$19.95

Striped Sequin Boat Shoes
$21.95

Striped Boat Shoes
$21.95

Ruched Buckle Booties
$34.95

Ruched Booties
$34.95

Leopard Fold Over Combat Boots

$36.95

Plaid Fold Over Combat Boots
$36.95

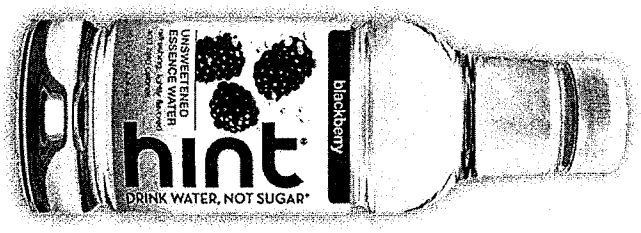
Sequin Tennis Shoes
$16.95

Metal Buckle Booties
$46.95

Zip Back Rider Boots
$54.95

Sequin Inset Boots
$46.95

Exhibit D



123

hint® founder kara goldin talks "real health" with BlueCross BlueShield November 2013

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Hint Water

fruit great idea

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hint **hint water** 1h
@hintwater
are you living your best life?? buff.ly/1ak6sKr

hint **hint water** 1h
@hintwater
we still have codes on the bottles;) RT @Vestaloyne: @DecodeIngress @hintwater double check. I think that promo is over #ingress

Tweet to @hintwater

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OUR STORY

despite living in a city focused on great tasting food and healthy living, san francisco's Kara Goldin was amazed that she couldn't find a delicious and refreshing drink for her or her family.

not one that didn't have any diet sweeteners, sugars or other "functional" stuff added to it, anyway.

so, since plain water didn't always quench that thirst for tasty refreshment, Kara created **hint**.

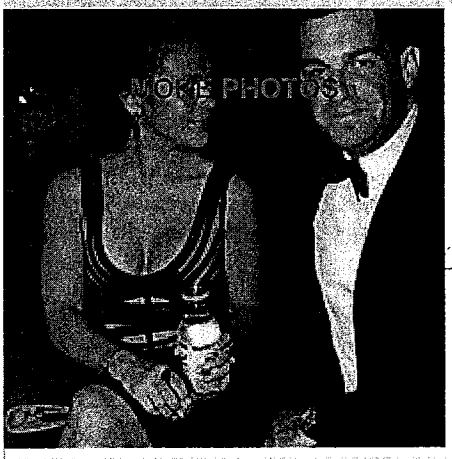
The idea behind **hint** is simple: Pure spring water + a splash of natural flavor

- no sugar
- no diet sweeteners
- no preservatives, additives or anything else that you can't pronounce

by taking nature's original refreshment as the main ingredient and enhancing it with just a splash of delicious natural flavor, **hint** is a refreshing alternative to sodas, juices and other sweetened drinks without the empty calories or diet sweeteners.

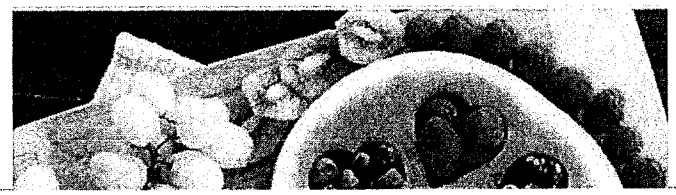
as one of the fastest growing beverages in the US, our drinkers now have a water that makes their mouth water.

hint. water made tasty.



Hint Water

fruit great idea



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@hintwater
are you living your best life?? buff.ly/1ak6sKr

hint **hint water** 1h
@hintwater
we still have codes on the bottles;) RT @Vestaloyne: @DecodeIngress @hintwater double check. I think that promo is over #ingress

Tweet to @hintwater

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hint® announces partnership with whole planet foundation® January 2013

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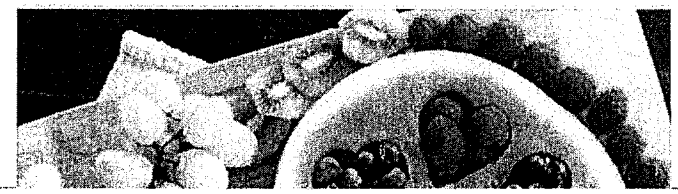
Hint Water

fruit great idea



Tweets Follow

hint **hint water** 29m
@hintwater
are you living your best life?? buff.ly/1ak6sKr

hint **hint water** 32m
@hintwater
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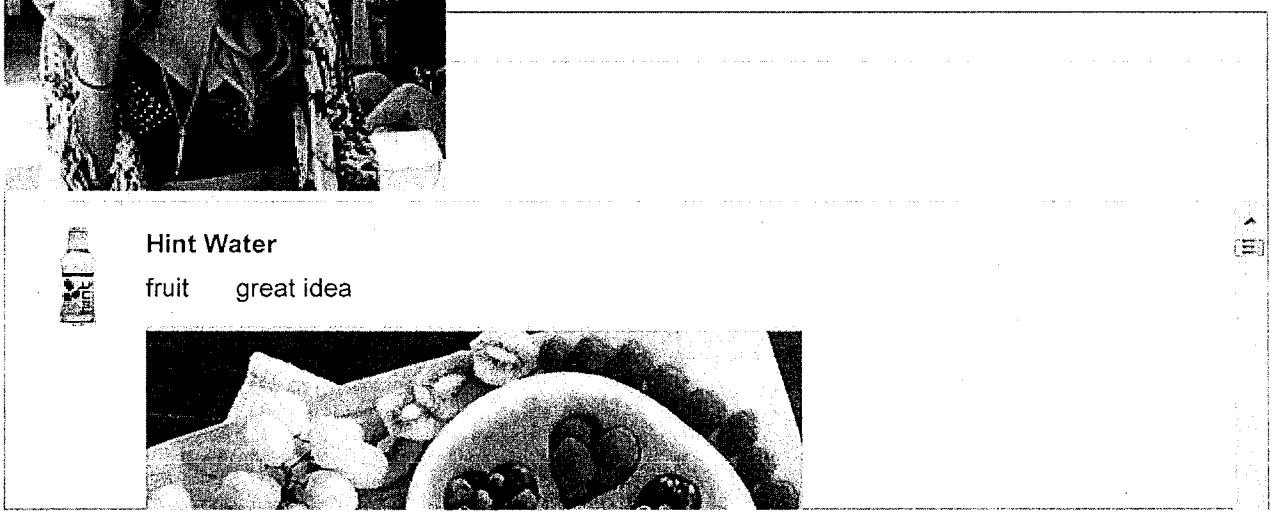

Tweets Follow

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are you living your best life?? buff.ly/1ak6sKr

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SPROUTS FARMERS MARKET | amazon.com | Mother's Market & Kitchen | The Food Emporium | Lowes foods good for you. | WOODLANDS MARKET

Hannaford | D'AGOSTINO | Andronico's | King Kullen | just salad | [illegible]

Wegmans | Albertsons | Bashas' | Cub FOODS | DUANE reade YOUR CITY. YOUR DRUGSTORE | ingles

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