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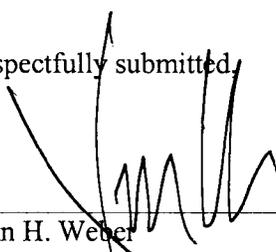
IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

Wal-Mart Stores, Inc.,)	Opposition No. 91/150,278	75977376
v.)	Opposition No. 91/154,632	75302439
Franklin Loufrani)		
Franklin Loufrani,)		
v.)	Opposition No. 91/152,145	
Wal-Mart Stores, Inc.)		

DEPOSITION OF TROY DAVID STEINER

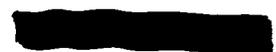
Pursuant to 37 C.F.R. §§ 2.125 and 2.126, Wal-Mart Stores, Inc., by and through its counsel, hereby files the public version of the testimonial deposition of Troy David Steiner. Also enclosed are Exhibits 14 and 15, and 17. This public version includes a number of pages with Trade Secret/Commercially Sensitive information redacted. Exhibit 16 is not included in this public version, because Exhibit 16 is Trade Secret/Commercially Sensitive. Unredacted versions of the transcript pages containing Trade Secret/Commercially Sensitive information, and Exhibit 16 are also filed today, under separate cover and under seal.

Respectfully submitted,



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May 24, 2005



05-24-2005

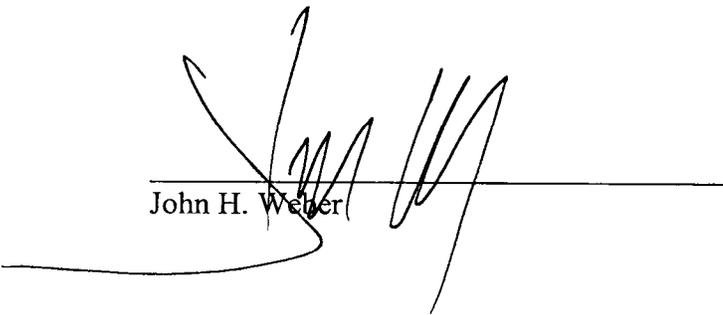
CERTIFICATE OF SERVICE

I hereby certify that a true and complete copy of the foregoing Deposition of Troy David Steiner has been served on Steven L. Baron, counsel for Franklin Loufrani, by mailing said copy on May 24, 2005, via the methods listed below, to:

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John H. Weber



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

WAL-MART STORES, INC.,)
)
vs.) Opposition No. 91/150,278
) Opposition No. 91/154,632
FRANKLIN LOUFRANI,)
_____)
)
FRANKLIN LOUFRANI,)
)
vs.) Opposition No. 91/152,145
)
WAL-MART STORES, INC.,)
_____)

DEPOSITION OF TROY DAVID STEINER

Taken at Embassy Suites Hotel, 3303 Pinnacle Hills
Parkway, Rogers, Arkansas, on April 29, 2005, at 10:08 a.m.

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I N D E X

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E X H I B I T S

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WM-16 (Wal-Mart Invoices) -----	14
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1 TROY DAVID STEINER, having been called upon to
2 testify in the form of a deposition, and having been duly
3 sworn, testified as follows, to wit:

4 MR. RINKERMAN: And before we begin with the
5 proceeding, I'd like to place a few things on the record.
6 I understand that the court reporter has, in fact, signed
7 onto the protective order, and that this transcript will
8 be treated as the other the transcripts have been treated,
9 as trade secret and confidential business information.

10 After we've received the transcript and it's reviewed
11 and signed, we can also indicate which portions are
12 suitable for publication.

13 EXAMINATION

14 BY MR. RINKERMAN:

15 Q. Can you state your full name for the record, please.

16 A. Troy David Steiner.

17 Q. Mr. Steiner, do you currently hold a position with
18 Wal-Mart?

19 A. Yes, I do.

20 Q. And what is that position?

21 A. Senior media director.

22 Q. What are your responsibilities as senior media
23 director?

24 A. I'm responsible for all media for Wal-Mart, both
25 internal and external.

1 Q. And what do you mean by "media"?

2 A. Meaning television advertising, print advertising,
3 circulars, newspaper ads, in-store television, radio, and
4 anything to that effect.

5 MR. RINKERMAN: I'd like to have marked as
6 Exhibit WM-14 a document which is Bates number 1517
7 through 1524.

8 (Wherein, Deposition Exhibit WM-14 was marked.)

9 MR. RINKERMAN: And I'd like to state for the
10 record, I believe that the Wal-Mart trademark application
11 is part of the official record by virtue of the
12 consolidation of the two oppositions. But I thought it
13 would be best to Bates number this portion of it since we
14 will be discussing a few parts of it.

15 Q. (Mr. Rinkerman continued.) Would you take a look,
16 if you will, at the page that is numbered 1521 in the
17 lower right-hand corner.

18 And do you recognize the image on that page?

19 A. Yes, I do.

20 Q. What is that image?

21 A. Smiley face.

22 Q. Is that, in fact, an image that Wal-Mart uses for
23 any purpose?

24 A. Yes.

25 Q. What does Wal-Mart use that image for?

1 A. We use it in our advertising.

2 Q. Okay. Now, I'd like to -- do you know when Wal-Mart
3 began using that image in its advertising?

4 A. 1996.

5 Q. I'd like to go back for a second into your
6 background, and ask what type of college degree do you
7 have, Mr. Steiner?

8 A. Bachelor's in communications.

9 Q. When was your first experience in marketing?

10 A. Shortly after graduation.

11 Q. Which year was that?

12 A. Graduated in '85. So it would have been '86.

13 Q. Can you tell us in '86 whether you held any
14 positions that involved marketing efforts?

15 A. Not directly in '86. But '87 and thereon I was in
16 marketing and public relations.

17 Q. Can you give us a brief history of your experience
18 and employers since 1987 forward?

19 A. Yes. I worked for Little Caesars Pizza based in
20 Salt Lake City. We were a franchise operation. And I did
21 marketing and public relations for them. Did that for
22 about nine years.

23 Opened up my own small advertising agency. Did that
24 for about a year. And then I was recruited by Wal-Mart.

25 Q. Can you tell us a little bit about the specifics of

1 your responsibilities for Little Caesars Pizza?

2 A. I was responsible for the advertising and promotion
3 of goods and services for that company.

4 Q. Were part of your responsibilities to evaluate the
5 effectiveness of -- Yes.

6 Q. Let me finish.

7 -- of such advertising campaigns?

8 A. Yes.

9 Q. Again, just to clarify, how long were you at Little
10 Caesars?

11 A. Nine years.

12 Q. What was your title?

13 A. Marketing director.

14 Q. Now, you said you also had an ad agency for about a
15 year.

16 What was the name of that agency?

17 A. It's been a long time. It was Power Promotions and
18 Marketing.

19 Q. What were your responsibilities for Power Promotions
20 and Marketing?

21 A. I was the chief operating officer.

22 Q. And what were your responsibilities as chief
23 operating officer?

24 A. To meet with clients, develop advertising campaigns
25 and ideas to grow their business.

1 Q. Is this similar to what you also did for Little
2 Caesars?

3 A. Similar, but didn't necessarily meet with clients.
4 We did it for ourselves.

5 Q. When were you recruited by Wal-Mart?

6 A. 1995.

7 Q. And can you give us a brief history of your titles
8 and responsibilities while you were at Wal-Mart?

9 A. When I first joined Wal-Mart, I was basically
10 managing director for our copyrighting team. From there I
11 moved to what we call quality control manager. As quality
12 control manager I was responsible for the evaluation and
13 bidding of the logistics of our circular program. So
14 printing, separations, photography, all of those kinds of
15 aspects. And then from there I moved into a direct media
16 role, and was specifically responsible for printed
17 advertising. And then later on for the entire media
18 program.

19 Q. And when you say "entire media," does that refer to
20 the media as you defined the term earlier in this
21 deposition?

22 A. Correct.

23 Q. You used the term "circular program."
24 What did you mean by that?

25 A. Circular program is the printed inserts that are

1 delivered monthly for Wal-Mart inside of newspapers and
2 also in direct mail.

3 Q. Do your current responsibilities involve activities
4 in which Wal-Mart uses the smiley face logo?

5 A. Yes.

6 Q. And can you explain to us what your responsibilities
7 are with respect to that usage?

8 A. We make sure that the smiley face, as it applies to
9 our business and our services, is used correctly. That it
10 is used in accordance with the rules and parameters by
11 which that we have designed it; and that it is used in all
12 of the media so that we come off with an integrated
13 communications message.

14 Q. As part of your responsibilities, have you become
15 familiar with Wal-Mart's first usage of the smiley face?

16 A. Yes.

17 Q. I think you identified for us earlier that was 1996?

18 A. Correct.

19 Q. Do you recall what type of media the smiley was used
20 in in 1996?

21 A. Yes. It was used in TV advertising and also in our
22 circular advertising.

23 Q. I'd like to show you a copy of a document which I'd
24 like to have marked as WM-15. And it is Bates number 1
25 through Bates number 56.

1 (Wherein, Deposition Exhibit WM-15 was marked.)

2 Q. (Mr. Rinkerman continued.) Mr. Steiner, I'd like
3 you to take a few moments and look through this Exhibit
4 Number 15, and ask you if you can explain to us what is
5 shown in the exhibit.

6 A. These are copies for our circular for February 1996.
7 Looks like one of the first uses of smiley face in regards
8 to Wal-Mart advertising in our services. Also, there's a
9 back page of a circular. And it looks like sign -- what
10 would be a sign inside our stores.

11 Q. The sign inside the store, what page does that
12 appear on?

13 A. The first instance is on -- I guess this is page 4.
14 It's marked WM-0004.

15 Q. And you indicated that you saw something which may
16 have been represented with the first use of the smiley and
17 circulars.

18 And was that Bates number page 1 that you were
19 looking at?

20 A. Yes. I can't confirm that this is the actual first
21 use, but it certainly looks like our first use.

22 Q. Just briefly take a look at the rest of the
23 document, because I have one or two questions about it for
24 you.

25 Now, can you again give us a description of the

1 contents of this particular collection of pages?

2 A. What this is is a representation of our circular
3 program, basically. Many circulars that we have used in
4 the past that have been delivered to homes within the
5 United States.

6 Q. And do you know if these are representative of the
7 type of circulars that have been used since the inception
8 of the smiley used by Wal-Mart?

9 A. Yes.

10 Q. Are they representative?

11 A. Very representative.

12 Q. Has that usage continued from the year 1996 through
13 the present?

14 A. Yes.

15 Q. And would these documents also be representative of
16 the type of uses during that period?

17 A. Yes.

18 Q. I noticed the last few pages, however, is a --
19 page 52 to -- I believe it's 56 is a portion of something
20 that is not a circular. It appears to not be a circular.

21 Do you know what that document is?

22 A. It's an annual report.

23 Q. Is smiley used in that report?

24 A. Yes.

25 Q. Let's return for a second to the issue of print

1 media.

2 Do you know how much has been spent on an annual
3 basis by Wal-Mart for print media using the smiley image?

4 A. Yes.

5 Q. Can you tell us what the numbers are?

6 A. I can, but it's proprietary information. I want it
7 to be held confidential.

8 We have spent
9 year on our circular program and --

10

11 Q.

12 A.

13 Q. And that would be annually from which year through

14 --

15 A.

16

17 Q.

18 A.

19 Q. Take a look again with me, if you will, at the
20 exhibit we looked at earlier, the trademark application.

21 I'd like to ask you: Have you, in fact, seen that
22 document before?

23 A. Yes.

24 Q. Do you know if Wal-Mart is the owner of that
25 trademark application?

1 A. To my knowledge, yes.

2 Q. I'd like to go back with you, if I can, to the year
3 1996, when Wal-Mart first began using the smiley image.

4 Do you have any knowledge as to whether or not the
5 usage was considered a success by Wal-Mart?

6 A. Yes.

7 Q. Can you explain your answer for us?

8 A. We tested several ad adaptations to coincide with
9 our communication strategy. And the one that resounded
10 with our customers -- resonated the most was the smiley
11 face.

12 Q. When you say "resonated the most," what does that
13 mean?

14 A. It was immediately accepted as a happy, fun loving,
15 satisfactory kind of feeling as it related to Wal-Mart and
16 Wal-Mart services.

17 MR. RINKERMAN: Can we go off the record just
18 a second.

19 (Wherein, a break was taken from 10:23 a.m. to 10:24 a.m.)

20 Q. (Mr. Rinkerman continued.) Mr. Steiner, you
21 indicated that you had knowledge about the inception of
22 Wal-Mart's use of smiley.

23 I'd like to ask you if you would take a look at the
24 picture of smiley in Exhibit 14, and ask: Apart from
25 Wal-Mart's use of that image, do you have any

1 understanding as to whether or not that image has any
2 specific type of meaning?

3 MR. BARON: I'm sorry. I didn't hear you.

4 Q. (Mr. Rinkerman continued.) Whether the image has
5 any meaning?

6 A. Just in general?

7 Q. Yes.

8 A. In general, I think it denotes a feeling of
9 happiness, of satisfaction, of joy.

10 Q. Have you ever seen that image used as product
11 ornamentation?

12 A. Yes.

13 Q. Can you explain what you mean by that?

14 A. I've seen a smiley face depicted on many different
15 products.

16 Q. And had you seen a smiley face before you began
17 working for Wal-Mart?

18 A. Yes.

19 Q. Based on your experience in marketing, how would you
20 characterize the uses you've seen of smiley on various
21 products in association with various services?

22 A. I would classify it as a way to ornament products
23 and to display that same kind of happy, joyful feeling.

24 Q. I'd like to show you a document that is a collection
25 of Bates number 952 through 1438. And we'll have this

1 marked as 'Exhibit Number WM-16.

2 (Wherein, Deposition Exhibit WM-16 was marked.)

3 Q. (Mr. Rinkerman continued.) I'd ask you to briefly
4 look through this series of documents, and ask if you've
5 seen them before and can you tell us what they are?

6 A. Yes, I've seen them before.

7 Q. What are they, sir?

8 A. They appear to be invoices and purchase orders for
9 products to be sold at our visitors center.

10 Q. When you say "our visitors center," what do you
11 refer to?

12 A. Wal-Mart's visitors center.

13 Q. Where is that located?

14 A. Downtown Bentonville.

15 Q. Can you tell what types of items are listed in these
16 invoices?

17 A. Most of them appear to be products that carry the
18 smiley face.

19 Q. Are such products, in fact, sold at the Wal-Mart
20 visitors center?

21 A. Yes.

22 Q. Does Wal-Mart keep track of inventories of products
23 in its store that have smiley faces depicted on them?

24 A. Not to my knowledge, to that detail.

25 Q. Now, in fact, is the smiley used in any way inside

1 the Wal-Mart stores by Wal-Mart?

2 A. Yes.

3 Q. Can you explain your answer for us?

4 A. The smiley is used inside Wal-Mart for signing, for
5 our in-store television network, multiple purposes.

6 Q. Do you know if it has been used in stores since
7 1996?

8 A. Yes.

9 Q. How has it been so used?

10 A. In the ways that I described, along with buttons and
11 balloons and those kinds of things.

12 Q. Are you aware of any employee apparel that uses
13 smiley faces?

14 A. Yes. There are vests that carry the smiley face
15 that the associates wear, as well as other items.

16 Q. When you use the term "associate," what are you
17 referring to?

18 A. Employees of Wal-Mart.

19 MR. RINKERMAN: I'd like to mark as
20 Exhibit WM-17 a document that is Bates numbered 1466
21 through 1484.

22 (Wherein, Deposition Exhibit WM-17 was marked.)

23 Q. (Mr. Rinkerman continued.) I'm going to ask you to
24 take a look at that document. If you can describe its
25 contents for us on the record. And once again, I

1 apologize for the poor copy -- quality of the copy.

2 Can you describe this document for us and tell us
3 what its contents are, please.

4 A. Most of them are photographs of people, mainly
5 Wal-Mart associates -- or Wal-Mart employees that are
6 wearing uses of the smiley face. Some are adaptations of
7 the smiley face that are being used as signage and those
8 kinds of things.

9 Q. Do you know if Wal-Mart keeps track of the amount
10 spent yearly on in-store signage use of smiley?

11 A. Yes.

12 Q. Would that be included in the number you gave us
13 earlier, the yearly number of

14 A. No, it's not.

15 Q. Do you have any knowledge as to how much additional
16 monies Wal-Mart might be spending on in-store use for
17 signage and pins and the like?

18 A. I don't have a specific number, but I know it's

19

20 Q. Is that per year?

21 A. Yes.

22 MR. RINKERMAN: I'd like to take a
23 five-minute break, if you don't mind.

24 (Wherein, a break was taken from 10:32 a.m. to 10:33 a.m.)

25 MR. RINKERMAN: I'm finished with my direct

1 examination now. If Mr. Baron would like to begin his
2 cross, we can continue.

3 (Wherein, an off-the-record discussion was had.)

4 EXAMINATION

5 BY MR. BARON:

6 Q. Mr. Steiner, my name is Steve Baron. And I
7 represent Franklin Loufrani in this matter. I'm going to
8 be asking you some follow-up questions.

9 Anytime I ask you something that is unclear or
10 confusing, please let me know. All right?

11 A. Yes.

12 Q. Concerning your background, sir, you've been
13 involved in marketing since 1987; is that right?

14 A. Correct.

15 Q. Just to clarify, you worked for Little Caesars Pizza
16 for about nine years starting in 1987?

17 A. Correct.

18 Q. You mentioned a franchise.

19 Were you working for a specific franchise of Little
20 Caesars or for the company at large?

21 A. I worked for a franchise of Little Caesars that was
22 a dba called Utah Pizza Service. It was based in Salt
23 Lake City. Then I also worked for Little Caesars
24 corporate before I moved on to the other responsibilities.

25 Q. Mr. Rinkerman asked you a question about whether you

1 had to evaluate the effectiveness of campaigns.

2 And I believe you answered yes; is that right?

3 A. That's correct.

4 Q. What goes into the process of evaluating the
5 effectiveness of an advertising campaign?

6 A. Many factors. But one of the most obvious would be
7 sales lift, customer traffic increase.

8 Q. So you look at the actual numbers of customers that
9 come in and sales that the company makes, and you try to
10 determine whether that is attributable to the advertising
11 campaign?

12 A. Correct.

13 Q. Do you engage in that process for Wal-Mart?

14 A. Yes, I do.

15 Q. What role do you play in that regard, sir?

16 A. We are always tracking the advertising effectiveness
17 of the things that we do, and so we look at it almost on a
18 daily basis.

19 Q. Has there ever been an attempt by Wal-Mart to
20 measure the benefit of the logo that is featured in
21 Exhibit 14 that you call smiley?

22 A. Can you clarify your question a little bit?

23 Q. Well, are you aware of any effort internally at
24 Wal-Mart to measure the sales lift, as you say, of the use
25 of the logo, Exhibit 14?

1 A. Not as it relates specifically to the smiley face,
2 no.

3 Q. And speaking of that, if I could turn your attention
4 for a moment to Exhibit 14. That was the application.

5 And just to clarify, sir, I know you're not a lawyer;
6 is that right?

7 A. Correct.

8 Q. You don't have legal training?

9 A. No, sir.

10 Q. And you were not involved in the legal drafting of
11 this document?

12 A. No, sir.

13 Q. Did you participate at all in the decision-making
14 that went into deciding whether to apply for a trademark?

15 A. Not directly, no.

16 Q. Indirectly?

17 A. I participated in meetings where we discussed the
18 use of smiley. And we talked about needing to apply for a
19 trademark for that.

20 MR. RINKERMAN: And I'd like to caution the
21 witness at this point not to get into any information that
22 might have been shared with counsel, which is otherwise
23 covered by attorney-client privilege.

24 Q. (Mr. Baron continued.) Now, I don't see on page
25 1521 of the exhibit -- that's the one with the drawing on

1 it -- any reference to the actual word "smiley," do you?

2 A. No.

3 Q. In fact, I don't see anywhere in Exhibit 14 a
4 reference to the word "smiley."

5 Am I correct about that?

6 A. As far as I can tell.

7 Q. And I take it you're not aware of any efforts by
8 Wal-Mart to seek registration of the word "smiley" in
9 connection with its goods and services?

10 A. That's correct.

11 Q. That's true?

12 A. True.

13 Q. So when you call this design here, this logo,
14 "smiley," that is your own perception or your own decision
15 to use that word, not a corporate decision to call him
16 "smiley"; is that right?

17 A. Correct. But many people inside the organization
18 use that same term.

19 Q. What other phrases, names are associated with this
20 logo, Exhibit 14, internally at Wal-Mart?

21 A. Internally I've heard it called smiley face, smiley,
22 Mr. Smiley, happy face. Those kinds of things.

23 Q. Has he ever been called Mr. Rollback or rollback?

24 A. I can't answer that one.

25 Q. You would acknowledge that from time to time in the

1 advertising, both on television, as well as in the print
2 and the circulars you've described, that the happy face
3 here in this Exhibit 14 has formed the letter O in the
4 word "rollback"; is that right?

5 A. Yes.

6 Q. You've seen that in the advertising in Wal-Mart?

7 A. Yes.

8 Q. Have you ever seen any internal documents at
9 Wal-Mart that discussed the need to call this particular
10 logo "smiley"?

11 A. Not to my knowledge.

12 Q. In connection with the selection of the logo back in
13 the 1990s, I just want to clarify, were you -- did you
14 participate in that process?

15 A. From a very minor basis.

16 Q. Tell me, if you would, about your role specifically
17 in the selection of the happy face logo.

18 A. I sat in meetings where different advertising
19 techniques were discussed, and the better every day or
20 smiley adaptation was discussed at that time.

21 Q. Speaking of "better every day," I noticed that in
22 the early campaigns -- and when I say "early," I'm talking
23 about maybe 1996 by way of example -- that that tag line
24 "better every day" seemed to be used in connection with
25 the design of the happy face; is that right?

1 A. That's correct.

2 Q. And is that tag line of "better every day" still
3 used in connection with the mark?

4 A. No.

5 Q. How long did Wal-Mart use that slogan?

6 A. I don't remember exactly, but it was about a year.

7 Q. And then was there a decision to change or modify
8 the tag line?

9 A. Yes.

10 Q. And what was the new tag line that came in after the
11 "better every day"?

12 A. Rollback.

13 Q. And the "rollback" tag line, is that in continuous
14 use since its inception?

15 A. Yes.

16 Q. In connection with the selection of the design in
17 Exhibit 14, you said you played a minor role. But let me
18 just ask you a follow-up on that.

19 Can you describe with more specificity what your role
20 was in that process?

21 A. Really just act as counsel inside these meetings.

22 Q. When you say "act as counsel," I mean, you're not
23 talking about legal counsel?

24 A. No.

25 Q. There was a team of people, I take it, who were

1 involved in this process?

2 A. Yes.

3 Q. And you also worked with outside agencies?

4 A. Yes.

5 Q. Which agencies did you work with?

6 A. Bernstein-Rein was the main agency we worked with.

7 Q. And what other ones, if you recall?

8 A. GSD and M in Austin, Texas.

9 Q. What role did they play?

10 A. They were advertising agencies for Wal-Mart.

11 Q. Did the company engage -- I take it from your
12 testimony that the company did engage in some sort of
13 focus group work; is that right?

14 A. Yes.

15 Q. And I'm not in advertising, but my lay person's
16 understanding of a focus group is when you get, at times,
17 a room full of people, a test group, if you will, to give
18 perceptions of a particular advertising campaign or a
19 theme that you want to run.

20 Is that a fair summary in general terms?

21 A. Yeah, I think so.

22 Q. So if I understand your testimony, Wal-Mart engaged
23 in this process of testing some various different kinds of
24 campaigns for advertising back in 1995 or '96?

25 A. Yes, through our ad agencies.

1 Q. But you yourself didn't participate directly in
2 those focus groups; is that right?

3 A. That is correct.

4 Q. When you say you were just sort of providing counsel
5 to the group, what specifically do you mean by that?

6 A. Insight, thoughts about the use and which would
7 resonate best with customers.

8 Q. What's your recollection about the other advertising
9 logos that were being promoted as possibilities at that
10 time you were testing Exhibit 14?

11 A. I really can't recall what they are.

12 Q. Just to try to refresh your memory, the design in
13 Exhibit 14, obviously, is a logo of a happy face with eyes
14 and a smiling mouth.

15 Were the other items that were being tested also in
16 the form of designs -- in other words, you had a series of
17 designs you were testing or were there other items you
18 were testing as well? Slogans, themes, et cetera?

19 A. If I remember correctly, it was a combination of all
20 the things you just mentioned.

21 Q. I take it -- just to clarify, you said that the
22 design that forms the basis of Exhibit 14, that was --
23 that resonated with the focus groups, I take it?

24 A. From what I understood at the time, yes.

25 Q. They were pleased with it in a way that Wal-Mart

1 thought would be helpful to its advertising campaign?

2 A. That is correct.

3 Q. Maybe you want to take a break now for your phone
4 call.

5 A. If we could, yeah.

6 (Wherein, a break was taken from 10:45 a.m. to 1:13 a.m.)

7 Q. (Mr. Baron continued.) Mr. Steiner, I just want to
8 go back a little bit more on your background and clarify a
9 couple of things.

10 You mentioned that you worked for a short time -- for
11 one year, I think you said, for -- was it for your own
12 company?

13 A. A friend of mine and I started a company.

14 Q. And you were the chief operating officer. Your
15 friend was the CEO; is that --

16 A. Correct.

17 Q. Since 1995 when you were recruited by Wal-Mart, have
18 you lived here in Arkansas?

19 A. Yes, sir.

20 Q. You mentioned that one of your jobs is to make sure
21 that the logo is used correctly; right?

22 A. (Witness nods head.)

23 Q. You have to give a verbal response.

24 A. Yes.

25 Q. And used in accordance with the rules and parameters

1 of Wal-Mart; is that right?

2 A. That's correct.

3 Q. Does Wal-Mart have printed rules and parameters
4 about the use of the logo?

5 A. There are specific parameters and rules for the use
6 of the Wal-Mart logo. I don't know of any written
7 documentation around the smiley face and/or anything
8 related to it.

9 Q. How about unwritten rules concerning the use of that
10 logo?

11 A. Yes. There are -- yes.

12 Q. What are the unwritten rules?

13 A. The rules that we use in relation to smiley faces,
14 that it is a descriptor to mean happiness, joy,
15 satisfaction. And that it applies to our rollback pricing
16 program.

17 Q. Are there any other rules that govern its usage?

18 A. Not that I know of.

19 Q. And is there any manner in which you communicate --
20 or I should say Wal-Mart communicates to its associates
21 how to use the logo?

22 A. We do not, but associates take great many liberties
23 in the use of it.

24 Q. Can you explain what you mean by that?

25 A. They make buttons and badges and signs and all kinds

1 of different paraphernalia, if you will.

2 Q. And I take it that Wal-Mart encourages that?

3 A. Not necessarily.

4 Q. Does Wal-Mart ever step in and say you cannot use
5 the logo in a certain manner?

6 A. As it relates to some advertising, yes.

7 Q. And can you think of some examples when Wal-Mart
8 might have said to an associate, or anybody for that
9 matter, "You cannot use this logo in the manner you're
10 using it"?

11 A. Yes.

12 Q. Please tell me.

13 A. Whenever an associate would run an advertisement,
14 for instance, and that advertisement might have sale
15 prices on it or something like that, and they would attach
16 the smiley face to that, then we would ask them not to do
17 that.

18 Q. Why?

19 A. Because we did not want to -- first of all, Wal-Mart
20 does not do sales, normally. And we did not want to
21 attach that mark to that type of advertising.

22 Q. Just so I understand, is it correct to say that
23 Wal-Mart wanted to -- or wants to keep that logo in
24 association with the rollback concept, as opposed to a
25 sale or a sales concept?

1 A. Yes. From a marketing perspective, yes.

2 Q. And how do the two things differ? That is, rollback
3 from sales?

4 A. Well, a rollback is part of our everyday low price
5 philosophy. And it is a temporary reduction in price on
6 an item as we receive lower prices from our manufacturers.

7 Q. And in contrast, what in your mind, then, is a sale?

8 A. A sale might be a clearance item that we just drop
9 the price of an item to get it out the door. To get rid
10 of it.

11 Q. So the logo -- and, of course, I'm using the word
12 "logo" to refer to that design in Exhibit 14.

13 The logo is associated with rollback, but not with
14 clearance or sales of that nature?

15 A. Yes, that's correct.

16 Q. Are there any other parameters or rules that you can
17 think of about the use of that logo?

18 A. You're referring to the smiley face?

19 Q. Yes.

20 A. None that I can think of.

21 Q. Can you give me any examples of the use of the logo
22 by itself in any advertising campaign?

23 When I say "by itself," Mr. Steiner, I mean without
24 the use of the word "rollback" or "everyday low prices" or
25 any other tag line that it might otherwise accompany.

1 A. The first one that comes to my mind is that that
2 logo or that mark currently appears on a credit card for
3 Wal-Mart. And there is a subsequent marketing campaign
4 that coincides with that.

5 Q. Are there any others?

6 A. Not that I can think of.

7 Q. And is it safe to say that Wal-Mart has not used the
8 logo in advertising in connection with the word "smiley"?

9 A. To my knowledge, that's correct.

10 Q. I'm taking a look, Mr. Steiner, at Exhibit 15. It's
11 the compilation here. Yes.

12 As I understand your testimony, this is largely a
13 sampling of circulars; correct?

14 A. Correct.

15 Q. And then in the back end of it there is a
16 shareholder report --

17 A. Correct.

18 Q. -- which appears to be dated 1998; is that right?

19 A. That is correct.

20 Q. With respect to the documents that relate to the
21 circulars, I just wanted to get a frame of reference for
22 the time here. I see several of them seem to be dated in
23 1996. There are, however, several pages where it does not
24 appear to me anywhere that there's a date.

25 Are you able to date those items that do not bear a

1 date on them?

2 A. Can you give me a specific page?

3 Q. Yeah. Well, this may help us. If you could turn to
4 the page that bears the number 8 at the bottom. It ends
5 in the number 8. And I'm looking at the control numbers.

6 A. This one (indicating)?

7 Q. It looks like that (indicating).

8 A. Oh, okay. This one (indicating)?

9 Q. Yes. I see at the top below Wal-Mart there is a
10 date range of "Prices good March 31 through April 6,
11 1996."

12 Is the next page after that part of the same
13 circular?

14 A. Yes.

15 Q. And if we go to the page after that, page 10 -- I
16 guess that one has a date on it. Maybe you can help me
17 out here.

18 I take it that circulars are frequently multiple
19 pages in length; is that right?

20 A. Yes. Usually 16 plus pages.

21 Q. I notice these circulars -- several of these
22 circulars here in Exhibit 15, the logo bears the
23 description below it of "Happy days are here again."

24 Was that a tag line that Wal-Mart at one time used in
25 connection with the logo? If you look on the first page.

- 1 A. Yeah, that was one of the initial identities of it.
- 2 Q. Wal-Mart no longer uses that tag line?
- 3 A. Not that I'm aware of.
- 4 Q. And do you know when they ceased using it?
- 5 A. Not the exact date.
- 6 Q. Approximately what year?
- 7 A. Late '96, early '97.
- 8 Q. Do you recall why they made the decision not to use
9 it?
- 10 A. I don't.
- 11 Q. And if you turn to page 12, it's the page that says
12 "Savor the selection" at the top.
- 13 A. This one (indicating)?
- 14 Q. Yes. Is this an example of the use of the logo in
15 connection with the tag line "Better every day"? I see a
16 couple --
- 17 A. Yes.
- 18 Q. And that also is no longer in use, that tag line;
19 correct?
- 20 A. Correct.
- 21 Q. And I believe you -- and you said that was in use
22 for about a year, 1996 or so?
- 23 A. Correct.
- 24 Q. And do you recall why Wal-Mart made a decision to
25 stop using that tag line?

1 A. I do. The words in combination didn't really stand
2 for anything, didn't really resonate with customers. And
3 so that's why we changed it.

4 Q. If you bear with me here, turn to the page that ends
5 in number 44. It looks like this (indicating).

6 A. Okay.

7 Q. I take it this is an example of the use of the logo
8 in connection with the rollback message; right?

9 A. Correct.

10 Q. And in this particular page we see the logo in the
11 word "rollback" itself; right?

12 A. Correct.

13 Q. We see it in the place where the O would be;
14 correct?

15 A. Yes. For that time frame, that is correct.

16 Q. Is Wal-Mart still using the logo in the letter O
17 position in its advertising?

18 A. Are you asking if we're still using the word
19 "rollback" with an O in it?

20 Q. No. No. I'm sorry. Let me clarify. I took from
21 your answer that perhaps Wal-Mart no longer uses the logo
22 of the happy face in the word "rollback" itself.

23 Am I right about that?

24 A. That is correct.

25 Q. And when did Wal-Mart cease using the design in the

1 actual word "rollback"?

2 A. I don't recall.

3 Q. Has it been years or less than years?

4 A. I don't recall.

5 Q. Why did Wal-Mart make a decision to stop using the
6 logo in the word itself?

7 A. I don't recall. I'd just be speculating.

8 Q. Did you ever participate in any meetings to discuss
9 whether to take it out of the word?

10 A. I'm sure I did. I just don't remember the specific
11 direction that was given.

12 Q. Who at the company has the ultimate say on a
13 decision such as this, which is how to use the logo?

14 A. It would have been either our senior vice president
15 or executive vice president of marketing.

16 Q. And who are they?

17 A. At this time, I believe it was Paul Higham. But
18 he's no longer with Wal-Mart. He retired. And then,
19 until Monday, Bob Connolly is the executive vice
20 president.

21 Q. What position did Mr. Higham have?

22 A. Senior vice president of marketing.

23 Q. When did he leave?

24 A. Approximately three years ago.

25 Q. I'm sorry. Bob, what was his last name?

1 A. Connolly.

2 Q. And you indicated he is leaving the company or his
3 position?

4 A. He has announced his retirement, and he is being
5 replaced as of Monday in that position.

6 Q. And he has been serving as senior vice president of
7 marketing?

8 A. Executive vice president.

9 Q. So would he have been involved with Mr. Higham in
10 the hierarchy?

11 A. When Mr. Higham left, then Bob Connolly, who was an
12 executive vice president, took his leadership spot.

13 Q. Just to clarify, it would be your testimony that one
14 of those two men, Mr. Higham or Mr. Connolly, would have
15 had the ultimate decision-making in whether to take the
16 logo out of the word "rollback"?

17 A. Yes, along with a consortium of people and ad
18 agencies. But yes.

19 Q. But that didn't involve you, per se?

20 A. I was in the meetings, but I don't recall the
21 specific direction that was given and why it was taken out
22 of the logo.

23 Q. In connection with some other testimony in this
24 case -- not yours, but other testimony, we've seen some
25 exemplars of television ads that incorporate the logo.

1 MR. RINKERMAN: Can you clarify for the
2 record which logo you're speaking of.

3 Q. (Mr. Baron continued.) When I use the word "logo,"
4 I'm avoiding the use of the word "smiley" or "happy face"
5 or whatever it is. I'm trying to refer to it in a neutral
6 way. So when I use the word "logo," my questioning --
7 unless I tell you otherwise, I'm referring to the design
8 mark that is featured in Exhibit 14, page 1521 of that
9 exhibit.

10 Okay?

11 A. Which is the face itself?

12 Q. Yes. So when I say "logo," this is what I'm
13 referring to.

14 A. Okay.

15 Q. In any event, we've seen some television advertising
16 that features the logo or a character built upon the logo.

17 Have you had a role in the development of the
18 television advertising that uses the logo?

19 A. Yes.

20 Q. And what has your role been in the development of
21 that advertising?

22 A. Basically, again, as a counselor. Not a legal
23 counselor, but an opinion maker as to what would resonate
24 best with our customers and what would fit the Wal-Mart
25 brand and culture best.

1 Q. You would agree with me that from time to time the
2 television advertising features the logo in different
3 costumes, different roles, if you will?

4 A. Yes.

5 Q. I recall seeing one involving the logo dressed up as
6 Zorro.

7 Does that ring a bell with you?

8 A. Yes.

9 Q. I recall another one where the logo was wearing a
10 cowboy hat playing the role of a cowboy.

11 Do you remember that one?

12 A. Yes.

13 Q. I think I remember one where the logo was featured
14 in kind of a James Bond setting with music from a James
15 Bond movie, as I recall.

16 Do you recall that?

17 A. That is correct, yes.

18 Q. So did you have a role in helping to develop those
19 different settings for this logo?

20 A. Yes.

21 Q. And what was the idea, if you will, in creating this
22 kind of a theme or varied themes with the logo?

23 A. Basically, the thought was how can we make people
24 more positive about and receptive to the logo itself.

25 Q. And I take it one of the methods that you concluded

1 that would be helpful was to put the logo in these various
2 settings and costumes and the like; is that right?

3 A. That is correct.

4 Q. You talked a little bit about -- in your direct
5 testimony about the feeling that the logo denotes, which
6 as I recall, is a feeling of happiness or satisfaction or
7 joy.

8 Is that fair?

9 A. That's correct.

10 Q. I take it that you would agree with me that those
11 types of feelings are, I'll say, universal in nature; that
12 people feel those things in all kinds of different
13 situations.

14 A. Sure.

15 Q. Would you agree with me that other retailers,
16 besides Wal-Mart -- let's take Wal-Mart out of the
17 equation -- might have a desire to impart those same kinds
18 of feelings to their customers?

19 A. Sure. I would assume so.

20 Q. And some of them, in fact, may want to do that using
21 the same kind of a logo, a smiling face?

22 A. They might.

23 Q. And if they did, is it your intention that Wal-Mart
24 would oppose such a thing?

25 A. Yes.

1 Q. I live in Chicago. Actually, in the city, on the
2 north side of Chicago. And not far from my house is a
3 little independent grocery store called the Divon Market.
4 And I went there two or three weeks ago and I bought some
5 groceries, and they were put in a little plastic bag. And
6 lo and behold on the plastic bag was a yellow circular
7 face with two eyes and a smile.

8 Is that kind of activity, say, by a local grocer in
9 Chicago, something that Wal-Mart would find troublesome
10 for its campaign?

11 MR. RINKERMAN: I'd like to object to this
12 line of questioning. It's a hypothetical. We don't have
13 the bag in front of us. We have no idea if your
14 description comports to the actual image on any particular
15 bag. And I'm going to say it's inappropriate to ask the
16 witness that question. So I object.

17 Q. (Mr. Baron continued.) Counsel has made his
18 objection. You can answer the question. It ultimately
19 will be up to the Trademark, Trial and Appeal Board as to
20 whether or not it's a proper question.

21 So would you like to have it read back to you?

22 A. Please.

23 Q. Okay.

24 (Wherein, the reporter read the record as requested.)

25 THE WITNESS: I don't think so. When used in

1 that type of manner, I don't think we would find it
2 troublesome. I'm not sure, if I was that grocery store,
3 that I would do that because people identify this logo
4 very much with Wal-Mart.

5 MR. RINKERMAN: And also, again object and
6 state that the witness is not an attorney, and you may be
7 asking him for a legal conclusion as to whether or not
8 there is infringement action appropriate in that
9 circumstance; and that's certainly not within the scope of
10 this witness' expertise.

11 Q. (Mr. Baron continued.) Are you aware of other
12 retailers, besides Wal-Mart, that use the happy face in
13 any capacity?

14 A. I've seen adaptations before, yes.

15 Q. Can you give me some examples of what you've seen by
16 other retailers?

17 A. I can't give you specifics off the top of my head.

18 Q. Nothing comes to mind?

19 A. They would use it as a mark inside their
20 advertising. I've seen that before. But I can't recall
21 specifics.

22 Q. Are you aware of whether Wal-Mart has taken any
23 action at all against any other retailers who use any kind
24 of a happy face design in their promotions?

25 A. Not specifics, no.

1 Q. Are you aware that a company called Joe Boxer which
2 makes, among other things, boxer shorts, uses a
3 configuration of the happy face?

4 A. I am aware of that.

5 Q. You've seen that before?

6 A. I have.

7 Q. Does Wal-Mart, in fact, sell any Joe Boxer products,
8 that you're aware of?

9 A. I do not believe so.

10 Q. And has Wal-Mart, to your knowledge, taken any steps
11 to request that Joe Boxer cease and desist from using the
12 happy face or any kind of a happy face in connection with
13 its products?

14 A. Not that I know of.

15 Q. Are you aware of whether another large retailer,
16 Kmart, has ever used the happy face -- or a happy face in
17 its advertising or promotions?

18 A. I know that they carry Joe Boxer, and they have used
19 it in association with that. I can't think of specific
20 instances, other than that.

21 Q. To your knowledge, has Wal-Mart taken any action
22 against Kmart in that regard?

23 A. Not that I know of.

24 Q. Mr. Rinkerman asked you some questions about the
25 amount of money spent on in-store signage and advertising.

1 Do you recall being asked those questions?

2 A. Yes.

3 Q.

4

5

6 Does that sound accurate?

7 A. Yes.

8 Q. I want to just clarify.

9 When you gave that answer, you were talking about all
10 kinds of in-store advertising, not just advertising
11 relating to the logo; correct?

12 A. Yes. But I would guess that it would also amount to
13 that, just related to the logo in question.

14 Q. You would guess that that amount relates solely to
15 the logo or it doesn't relate solely to the logo?

16 A. It would be both, to the logo itself and to all
17 other signs.

18 Q.

19

20

21 A.

22 Q.

23

24

25 A.

1

2 Q. Wal-Mart, I take it, based on Exhibit 16, acquires
3 from time to time items that have the logo on it: Buttons,
4 stickers, and those types of things; correct?

5 A. That is correct.

6 Q. And buttons are worn by the associates at Wal-Mart?

7 A. Yes. Predominantly, yes.

8 Q. Is there a requirement that associates wear the
9 button or is it just something that an associate can
10 choose to do if he or she wishes?

11 A. It is not a requirement.

12 Q. How about the stickers, is it a requirement that
13 associates give out stickers to children at Wal-Mart?

14 A. Associates that have the position of greeter, which
15 is the person that greets you when you walk into the
16 store, do use stickers to give to children and other
17 purposes.

18 Q. Are you aware -- let me just turn your attention for
19 a moment to Exhibit 16, which is, of course, many, many
20 pages. But if we look at the first page that bears the
21 number in the lower right-hand corner of 952.

22 A. Yes.

23 Q. This appears to be an invoice.

24 Now, I take it you didn't prepare this invoice;
25 right?

1 A. I did not.

2 Q. Are you aware of who prepared the invoice?

3 A. The signature at the bottom says Boo Randolph. And
4 I know her.

5 Q. Does she work for Wal-Mart?

6 A. Yes.

7 Q. Is this -- this page we're looking at specifically,
8 is this a Wal-Mart created document?

9 A. I would assume so, but I do not know that for sure.

10 Q. And do you know who

11 A. Not -- no.

12 Q. And I take it you don't know who David is next to
13 the name

14 A. No.

15 Q. Are you involved in any way, Mr. Steiner, in the
16 processing of requests for goods to

17 A. Not directly, no.

18 Q. Have you ever dealt with anybody at

19 A. Personally, no.

20 Q.

21

22

23 A. Not that I'm aware of.

24 Q.

25

1

2

3 A.

4 Q.

5

6

7 A.

8

9

10 Q. Now, the visitors center is located here in
11 Bentonville; is that right?

12 A. That is correct.

13 Q. There are no other visitors centers around the
14 country?

15 A. Not that I'm aware of.

16 Q. What's the purpose of the visitors center?

17 A. It's basically a museum that shows how Wal-Mart
18 began and denotes the changes and history of the company.

19 Q. So if I went down there, I could kind of get a tour
20 through the history of Mr. Walton's development of the
21 company from the 1950s onward?

22 A. Yeah. The company started in 1962. So from then,
23 yes.

24 Q. And I take it that visitors to the museum are able
25 to receive items that bear the logo on them; is that

1 right?

2 A. Yes, they can purchase items there.

3 Q. Stickers -- I mean, pins?

4 A. Yes.

5 Q. What other items that bear the logo are for sale
6 there?

7 A. I don't have an inventory, but I've seen buttons and
8 pins and badges and those kinds of things.

9 Q. Am I correct, these are for sale? They're not just
10 given away?

11 A. Some may be given away. But they are for sale, yes.

12 Q. Are you aware of which ones are given away versus
13 which ones are sold?

14 A. I am not.

15 Q. Other than the visitors center here in Bentonville,
16 I take it these items are not for sale in other locations
17 around the country at Wal-Mart?

18 A. There is also a building that belongs to Wal-Mart.
19 It's called the David Glass Technology Center -- I'm
20 sorry. It is our training facility in Bentonville that
21 also has a small gift shop where people can buy T-shirts
22 and pens and pencils and those kind of things with the
23 smiley -- with this logo.

24 Q. Any other locations where these items are available
25 for sale?

1 A. Our store sells some items like this, but not
2 directly, that I know of.

3 Q. Are you aware of whether Wal-Mart carries items for
4 sale of either the logo as we see in Exhibit 14 or any
5 other form of a happy or a smiley face that -- I'll leave
6 it at that.

7 A. Yes. I have seen products in our stores sold with
8 that ornamentation.

9 Q. Can you give me some examples?

10 A. I have seen erasers and, I believe, pencils and
11 those kinds of products.

12 Q. Anything else?

13 A. I believe I've seen T-shirts and apparel items with
14 that logo on it.

15 Q. I just want to exhaust your memory.

16 Is there anything else you recall being sold at
17 Wal-Mart that bears the logo or any kind of a happy face
18 or smiley face logo?

19 A. Not that I can recall.

20 Q. Let me ask you the same question, but this time
21 let's take the logo out of it, the actual design.

22 Are you aware of any items being sold at Wal-Mart
23 that bear the word "smiley"?

24 A. Not to my knowledge.

25 Q. Do you know who Julie Lyle is?

1 A. Yes.

2 Q. She works at Wal-Mart?

3 A. Yes.

4 Q. What is her position?

5 A. She's vice president of marketing.

6 Q. Do you work with her?

7 A. Yes.

8 Q. Here in Bentonville?

9 A. Yes.

10 Q. Do you report to her or does she report to you?

11 A. I report to her.

12 Q. I'm going to show you, Mr. Steiner, a document that
13 was prepared and produced in this case by Wal-Mart through
14 its counsel. It's identified as Wal-Mart's supplemental
15 response to Franklin Loufrani's Interrogatories Number 3,
16 14, 25, and 29.

17 All I want you to do is -- I'm going to turn your
18 attention, in particular, to page 3 of that document. It
19 has on page 3 the description of the goods and services in
20 my client's trademark applications for which we are
21 seeking a registration. And you'll also see on pages 3,
22 4, 5, 6, and on to 7, that from time to time there is a
23 strike through of various listings of goods and services.

24 All I want you to do -- and you can take your time --
25 and we can go off the record and you can just look at it

1 -- is review the description of the goods and services
2 here, and explain or tell me if you can recall Wal-Mart
3 offering any of the goods or services here that actually
4 bear the logo on it; the logo itself as placed on the
5 good. That's what I'm looking for.

6 And just to further clarify here -- sorry for the
7 lengthy question. Where you see the strike throughs,
8 counsel for Wal-Mart has indicated that those are not
9 goods or services that are being offered in any way in
10 connection with a happy face or the logo. So that's a
11 starting point.

12 What I'm looking for, though, is with respect to
13 everything else, do any of these goods, to your
14 recollection, actually bear the logo itself?

15 A. Okay.

16 Q. I'm distinguishing that from being offered at
17 Wal-Mart which uses a happy face. I'm talking about the
18 logo being on the good or service.

19 MR. RINKERMAN: And I'd ask the witness to
20 please read the question as well that's being asked in the
21 document so you have a good feeling as to what was
22 specifically asked for and what the response was.

23 MR. BARON: Yes. Absolutely.

24 Q. (Mr. Baron continued.) If you want to start on
25 page 2, the Interrogatory Number 3 is there. And then the

1 supplemental response starts below that. And then you get
2 into the categories of goods and services.

3 So tell you what, why do we go off the record. You
4 can take a few minutes to familiarize yourself.

5 A. Okay.

6 (Wherein, a break was taken from 11:45 a.m. to 11:56 a.m.)

7 Q. (Mr. Baron continued.) So, Mr. Steiner, now that
8 you've had a chance to read Interrogatory Number 3, the
9 supplemental response, and take a look at the lengthy list
10 of goods and services that form part of my client's
11 application, are there any that come to mind where
12 Wal-Mart has actually put the logo actually on the product
13 itself?

14 A. To say that Wal-Mart's put it on, I think, is
15 incorrect. But manufacturers that supply Wal-Mart
16 probably have, yes.

17 Q. Without breaking down the manufacturers, I'm more
18 interested in what products actually bear the logo itself.

19 So I'll hand you back the interrogatory answer.

20 MR. RINKERMAN: I'd like to ask counsel to
21 clarify.

22 Are you asking what products are used by Wal-Mart
23 with the logo on it for any purpose or -- I think there's
24 a little ambiguity as to what you're asking.

25 Q. (Mr. Baron continued.) Let me try to clarify it.

1 I am interested in identifying on that list of
2 products and goods which products are available at
3 Wal-Mart that actually have the logo embossed on the
4 product?

5 A. I am not an expert in merchandising, nor is that
6 what I do. But I recall seeing it on Band-Aids, bandages,
7 those kinds of things. All the items that are listed in
8 this section -- this supplemental response to
9 Interrogatory Number 3, I do recall seeing it on coffee
10 mugs and T-shirts and pencils and frames and those kinds
11 of things. I can't give you specifics, but I am pretty
12 sure I've seen it on soaps before.

13 Do you want me to go through this entire list and
14 tell you the ones that I remember and not remember?

15 Q. Yeah. I want to know which products -- which goods
16 that are listed there, Wal-Mart has had on the shelf in
17 your tenure that actually have the logo on it.

18 A. Other than the ones I just said, I couldn't be sure
19 to tell you for sure or not.

20 Q. That's fine. Mr. Rinkerman asked you some questions
21 about whether you had seen the use of the logo or a happy
22 face design in other context outside of Wal-Mart.

23 Do you remember being asked those questions?

24 A. Yes.

25 Q. And I believe you indicated that yes, you had seen

1 such; is that right?

2 A. Yes.

3 Q. Taking you back now to the point in time when
4 Wal-Mart was considering selecting the logo, were there
5 discussions within the company about its prior use, that
6 happy face's use out in American culture?

7 A. Yes, there were discussions.

8 Q. Did you participate in those discussions?

9 A. Yes.

10 Q. And what was the nature of the discussions, as you
11 recall them?

12 A. As I recall it, we discussed whether that mark was
13 owned by some other individual or company.

14 Q. And were there any conclusions drawn within the
15 company about that?

16 A. After some due diligence, it was learned that it was
17 a very ubiquitous logo or mark, and that it was not owned
18 by any particular individual or group.

19 MR. BARON: That's all I have. Thank you
20 very much, sir.

21 MR. RINKERMAN: I have a few follow-up
22 questions.

23 FURTHER EXAMINATION

24 BY MR. RINKERMAN:

25 Q. I'd like to direct your attention, Mr. Steiner, to

1 Exhibit 16 again.

2 And ask you: Do you know Boo Randolph?

3 A. Yes. I've met her before.

4 Q. Do you know what her -- does she work in the
5 visitors center?

6 A. To my knowledge, she does.

7 Q. And do you know why Wal-Mart may retain records such
8 as the ones that comprise Exhibit Number 16?

9 A. I would say to keep track of the inventory that they
10 have at that location.

11 Q. Do you know why, in fact, smiley products are sold
12 or provided at the Wal-Mart visitors center?

13 A. People respond to it. It resonates well with
14 consumers, and they like to have them.

15 Q. You were asked by Mr. Baron, had the smiley image
16 been used with words such as "Better every day" and then
17 with "Happy days are here again" and then with the term
18 "rollback."

19 Do you recall that series of questions?

20 A. I do.

21 Q. Do you know if in those uses, whether or not there
22 was any consistent visual element in each of those uses?

23 A. For Wal-Mart's purposes?

24 Q. Yes.

25 A. Yes.

1 Q. Can you explain your answer for us?

2 A. Is the smiley face, the circle with the -- yellow
3 circle with the eyeballs and the smile.

4 Q. And Mr. Baron also asked you about various
5 television uses of -- by Wal-Mart, including, for example,
6 a use with a Zorro type outfit and then with a James Bond
7 type outfit.

8 With respect to Wal-Mart's advertising on television
9 that may have involved smiley, has there been any
10 consistent visual element in all of those commercials?

11 A. Yes. The one consistent element was the
12 domination -- or the dominant smiley face.

13 Q. And would that same answer be true with respect to
14 the printed circular use of the -- by Wal-Mart?

15 A. Yes.

16 Q. You've described for Mr. Baron what Wal-Mart means
17 by the term "rollback."

18 Can you again explain briefly what that means in the
19 Wal-Mart context?

20 A. Rollback at Wal-Mart means a temporary reduction in
21 price that is then passed along to consumers.

22 Q. Is that -- how would you characterize that in terms
23 of what Wal-Mart offers to consumers as a retailing
24 service?

25 A. I'm not sure I understand the question.

1 Q. Is that part of the Wal-Mart philosophy, retailing?

2 A. Yes.

3 Q. Can you elaborate -- can you describe what that
4 means in the context of the Wal-Mart philosophy?

5 A. Wal-Mart builds its business on having the best
6 prices and being able to give customers those best prices
7 as we receive them. So if a supplier lowered a cost to
8 Wal-Mart, Wal-Mart would then potentially lower the price
9 of that product to them under the guise of rollback.

10 Q. And is the smiley image always used in conjunction
11 with the word "rollback" by Wal-Mart?

12 A. Not necessarily.

13 Q. Have you ever seen it used outside of the use with
14 the term "rollback" spelled out?

15 A. Yes.

16 Q. Now, you mentioned greeters at one point in one of
17 your responses to Mr. Baron's question.

18 What is a Wal-Mart greeter?

19 A. A greeter is the person inside the store that stands
20 near the entrance, hands out stickers or buttons. They
21 provide carts to customers. They also mark returned items
22 so that they can be returned properly through the system.

23 Q. On the stickers that are handed out, do you know if
24 the word "rollback" appears on the stickers that are
25 handed out by greeters at Wal-Mart?

1 A. Not that I know of.

2 Q. Do you know of any unique garb that greeters wear
3 when they're serving a function as Wal-Mart greeters?

4 A. Yes. Most wear a vest that many times would carry
5 the mark in question, the smiley face. And also buttons
6 and lapel pins and any number of things like that.

7 Q. Are you aware of whether or not the vests have the
8 word "rollback" on them or not?

9 A. I don't believe it does.

10 Q. Would you take a look at Exhibit 17.

11 And I'm going to ask you again: Are those examples,
12 to your knowledge, of the use of the smiley image without
13 the term "rollback" associated with it?

14 A. Yes.

15 MR. RINKERMAN: I have no further questions.
16 Thank you, Mr. Steiner.

17 FURTHER EXAMINATION

18 BY MR. BARON:

19 Q. I'm just going to show you a button and ask if you
20 can identify that (indicating).

21 A. Looks like a button with a smiley face on it.

22 Q. Is that the logo?

23 A. Looks very much like it.

24 Q. Can you tell one way or the other?

25 A. I mean, there is subtle differences, but -- no.

1 (Wherein, an off-the-record discussion was had.)

2 MR. BARON: I'd like to have this marked as
3 LF-1.

4 (Wherein, Deposition Exhibit LF-1 was marked.)

5 MR. BARON: I'm done.

6 (Wherein, at 12:09 p.m., the deposition was concluded.)

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I, Troy Steiner, hereby certify that the above and foregoing deposition is a full, true, correct and complete transcript of the proceeding (mark the appropriate box):

() Had at the time of the taking of my deposition.

() Subject to the notations on the attached

Errata Sheet made by me or at my direction.

Troy Steiner
(Name)

5/19/05
(Date)

STATE OF ARKANSAS }
COUNTY OF BENTON }

SUBSCRIBED AND SWORN TO before me on this 19th day of MAY, 20 05.

MY COMMISSION EXPIRES:
11-8-2013

Joanna Faulkinberry
Notary Public

JOANNA FAULKINBERRY
NOTARY PUBLIC-STATE OF ARKANSAS
BENTON COUNTY
My Commission Expires 11-08-2013

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

APPLICATION FOR SERVICE MARK REGISTRATION

Mark: Miscellaneous Design
Class: International 35

TO THE COMMISSIONER OF PATENTS AND TRADEMARKS:

Wal-Mart Stores, Inc., a corporation organized under the laws of the State of Delaware, with its principal place of business at 702 SW 8th Street, Bentonville, Arkansas 72716-8095.

The above-identified Applicant has adopted and is using the SERVICE MARK shown in the accompanying drawing for:

Retail department store services, in International Class 35

and requests that said mark be registered in the United States Patent and Trademark Office on the Principal Register established by the Act of July 5, 1946.

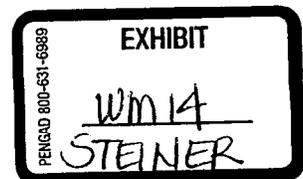
The mark was first used in connection with the service at least as early as January 31, 1996, was first used in interstate commerce at least as early as January 31, 1996, and is now in use in such commerce.

The service mark consists of a yellow circle with two eyes and a smiling shaped mouth. Color is integral to the mark.

The service mark is used the advertisements, promotional materials, and in others manners customary in the trade. One (1) specimen, per class, showing the mark as actually used is presented herewith.

Applicant hereby appoints Barbara L. Waite, Janet F. Satterthwaite, Mark B. Harrison and William D. Coston of the law firm of Venable, Baetjer, Howard & Civiletti, L.L.P., 1201 New York Avenue, NW, Suite 1000, Washington, D.C. 20005, members of the Bar of the District of Columbia, to prosecute the application to register the service mark described herein, to transact all business in the Patent and Trademark Office in connection therewith, and to receive the Certificate of Registration.

Wal-Mart Stores, Inc. v. Franklin Loufrani
Wal-Mart Exhibit No.: 14
Opps. Nos.: 91/150,278; 91/154,632; and 91/152,145



WM/LOUFNI00001517

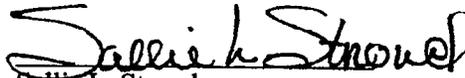
Declaration of the Applicant

I, Sallie L. Stroud, Vice President of the Applicant, declare that I believe that Wal-Mart Stores, Inc. is the owner of the service mark sought to be registered; that to the best of my knowledge and belief no other person, firm, corporation or association has the right to use said mark in commerce, either in identical form or in such near resemblance thereto as may be likely, when applied to the services of such other person, to cause confusion, or to cause mistake, or to deceive; that all statements made herein of my own knowledge are true; that all statements made herein on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of this application and any registration resulting therefrom.

Signed at Bentonville, AR, this 26 day of September in the year 2001.

Sen

WAL-MART STORES, INC.



Sallie L. Stroud
Vice President

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

APPLICATION FOR SERVICE MARK REGISTRATION

Mark: Miscellaneous Design
Class: International 35

TO THE COMMISSIONER OF PATENTS AND TRADEMARKS:

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The above-identified Applicant has adopted and is using the SERVICE MARK shown in the accompanying drawing for:

Retail department store services, in International Class 35

and requests that said mark be registered in the United States Patent and Trademark Office on the Principal Register established by the Act of July 5, 1946.

The mark was first used in connection with the service at least as early as January 31, 1996, was first used in interstate commerce at least as early as January 31, 1996, and is now in use in such commerce.

The service mark consists of a yellow circle with two eyes and a smiling shaped mouth. Color is integral to the mark.

The service mark is used the advertisements, promotional materials, and in others manners customary in the trade. One (1) specimen, per class, showing the mark as actually used is presented herewith.

Applicant hereby appoints Barbara L. Waite, Janet F. Satterthwaite, Mark B. Harrison and William D. Coston of the law firm of Venable, Baetjer, Howard & Civiletti, L.L.P., 1201 New York Avenue, NW, Suite 1000, Washington, D.C. 20005, members of the Bar of the District of Columbia, to prosecute the application to register the service mark described herein, to transact all business in the Patent and Trademark Office in connection therewith, and to receive the Certificate of Registration.

PRINT

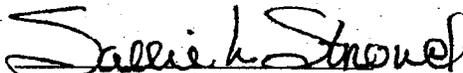
Declaration of the Applicant

I, Sallie L. Stroud, Vice President of the Applicant, declare that I believe that Wal-Mart Stores, Inc. is the owner of the service mark sought to be registered; that to the best of my knowledge and belief no other person, firm, corporation or association has the right to use said mark in commerce, either in identical form or in such near resemblance thereto as may be likely, when applied to the services of such other person, to cause confusion, or to cause mistake, or to deceive; that all statements made herein of my own knowledge are true; that all statements made herein on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of this application and any registration resulting therefrom.

Signed at Bentonville, AR, this 26 day of September in the year 2001.

By:

WAL-MART STORES, INC.



Sallie L. Stroud
Vice President

10-03-2001

U.S. Patent & TMOs/TM Mail Rpt Dt 13'

DRAWING PAGE

Applicant:
Address:

Wal-Mart Stores, Inc.
702 SW 8th Street

Bentonville, Arkansas 72716-8095

First Use Date:

At least as early as January 31, 1996

First use in commerce:

At least as early as January 31, 1996

Goods/Services:

Retail department store services, in International Class 35



PUBLISHED
03/05/02

76320901

#316906

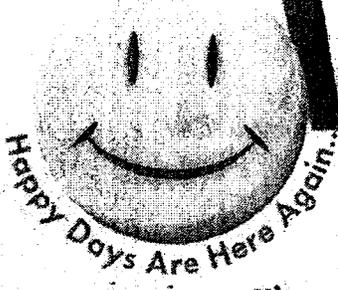
WM/LOUFNI00001521

SPECIMEN OF USE

Applicant: Wal-Mart Stores, Inc.
Mark: Miscellaneous Design
Int. Class: 35
First Use Date: at least as early as January 31, 1996
First Use in Commerce:
at least as early as January 31, 1996

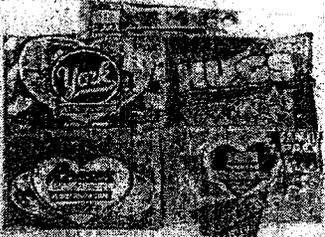
WAL★MART

Prices Good January 31 - February 6, 1996



10-03-2001

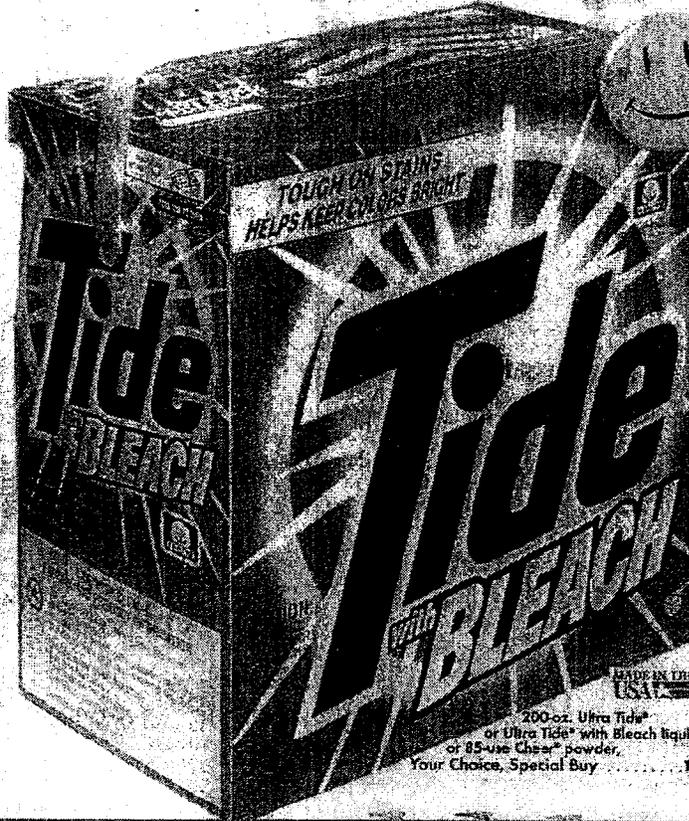
U.S. Patent & TM Off/TM Mail Reg'Dt 13/



278
Your Choice

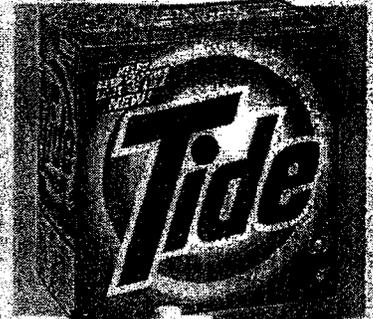
Hershey's Valentine's Chocolate Family Packs

- 16.7-oz. Hugs to Hugs with Almonds or Kisses, Kisses with Almonds, Milk Chocolate Reese's® Marshmallows or York® Peppermint Patties
- Festive holiday packages



BETTER EVERY DAY
10.50
Was 13.65

Ultra Tide® Powder Laundry Detergent
• 85-use regular or 67-use with bleach



200-oz. Ultra Tide® or Ultra Tide® with Bleach liquid, or 85-use Cheer® powder, Your Choice, Special Buy 10.50



4.97
Your Choice

Mentadent® Value Pack

- 5.2-oz. Tarter Control, Fresh Mint or Cool Mint toothpaste plus 5.2-oz. refill
- 20-oz. mouthwash with toothbrush



5.97
Your Choice
Was 6.97

Extra Strength Tylenol® Bonus Pack

- Gelscaps or gellots
- 125 for the price of 100



2 for 3.50
Your Choice

Salon Selectives® Hair Care

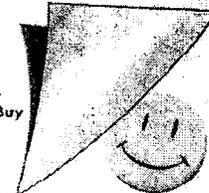
- 22-oz. Shampoo or Conditioner
- 10.5-oz. Spritz or Extra-Hold Hair Spray



2 for \$7
Your Choice

- Dove® or Caress® Soap
- Four 4.75-oz. bars of Dove or Caress, Special Buy
- 10-oz. Caress Moisturizing Body Wash with Bonus Puff, Bonus Buy
- 10-oz. Dove Moisturizing Body Wash with Bonus Puff, Bonus Buy, Was 3.87

Exciting New and Only at Wal-Mart! Look inside for... our new Mermaids® and McBaby® brands plus a sampling of our new line from the Kathie Lee® Collection for spring 1996!



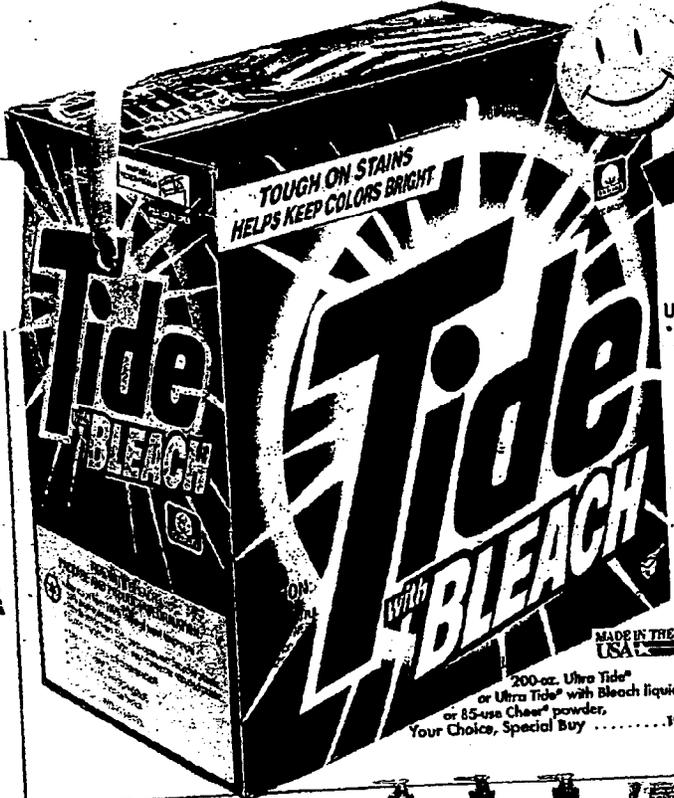
WAL★MART

76320901

WM/LOUFNI00001523

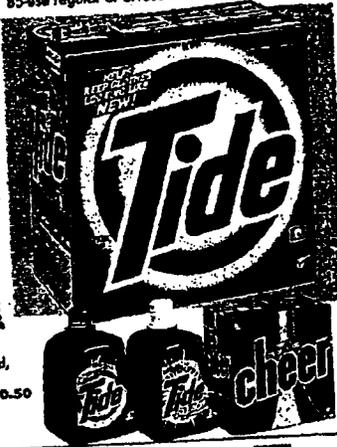
WAL★MART

Prices Good January 31 - February 6, 1996



BETTER EVERY DAY
10.50
Was 13.68

Ultra Tide® Powder Laundry Detergent
• 85-use regular or 67-use with bleach



200-oz. Ultra Tide® or Ultra Tide® with Bleach liquid, or 85-use Cheer® powder, Your Choice, Special Buy 10.50

PLEASE PRINT NAME AND ADDRESS ON THE BOTTOM OF THIS CARD

10-03-2001

U.S. Patent & TM/Otc/TM Mail Rept Dt #31



2.78
Your Choice

MADE IN THE USA

Hershey's® Valentine Chocolate Family Packs
• 16.7-oz. Hugs or Hugs with Almonds or
• 18-oz. Kisses, Kisses with Almonds, Miniatures, Reese's® Miniatures or York® Peppermint Patties
• Festive holiday packages



4.97
Your Choice

Mentadent® Value Pack
• 5.2-oz. Tartar Control, FreshMint or CoolMint toothpaste plus 3.2-oz. refill
• 20-oz. mouthwash with toothbrush



5.97
Your Choice
Was 6.97

Extra Strength Tylenol® Bonus Pack
• Gelscaps or gels
• 125 for the price of 100



2 for 3.50
Your Choice
Salon Selectives® Hair Care
• 22-oz. Shampoo or Conditioner
• 10.5-oz. Spritz or Extra-Hold Hair Spray



2 for \$7
Your Choice
Dove® or Caress® Soap
• Four 4.75-oz. bars of Dove or Caress, Special Buy
• 10-oz. Caress Moisturizing Body Wash with Bonus Puff, Bonus Buy
• 10-oz. Dove Moisturizing Body Wash with Bonus Puff, Bonus Buy, Was 3.87

Exciting, New and Only at Wal-Mart! Look inside for our new **Wendy** and **McBride** brands plus a sampling of our new line from the **Kathie Lee** collection for spring 1996!

76320901

WALMART

Prices Good January 31 - February 6, 1996

and they're getting better Every Day — just like our prices.

York
Kisses Family Packs
278
Your Choice
MADE IN THE USA

York's®
Fine Chocolate Family Packs
12-oz. Hugs or Hugs with Almonds or
12-oz. Kisses, Kisses with Almonds,
12-oz. Kisses, Reese's® Miniatures or
12-oz. Peppermint Patties
in holiday packages

Tide
BLEACH
TOUGH ON STAINS
HELPS KEEP COLORS BRIGHT
MADE IN THE USA

BETTER
EVERY DAY
10.50
Was 13.68

Ultra Tide® Powder Laundry Detergent
• 85-use regular or 67-use with bleach

Tide
Cheer

200-oz. Ultra Tide®
or Ultra Tide® with Bleach liquid,
or 85-use Cheer® powder,
Your Choice, Special Buy 10.50

Mentadent
97
Your Choice

Mentadent® Value Pack
• 2 Tartar Control, FreshMint or CoolMint
paste plus 5.2-oz. refill
• mouthwash with toothbrush

TYLENOL
EXTRA STRENGTH
25% MORE GELCAPS FREE
EVERY DAY
5.97
Your Choice
Was 6.97
MADE IN THE USA

Extra Strength Tylenol® Bonus Pack
• Gelcaps or gellabs
• 125 for the price of 100

Salon Selectives
21.97
3.97
Your Choice
MADE IN THE USA

Salon Selectives® Hair Care
• 22-oz. Shampoo or Conditioner
• 10.5-oz. Spritz or Extra-Hold Hair Spray

Dove
Caress
Your Choice
2 for \$7

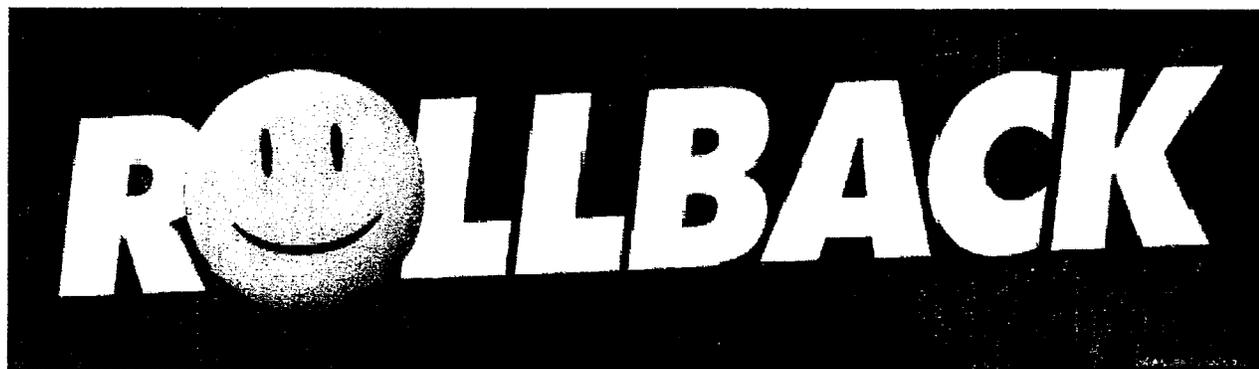
Dove® or Caress® Soap
• Four 4.75-oz. bars of Dove
or Caress, Special Buy
• 10-oz. Caress Moisturizing Body
Wash with Bonus Pouch, Bonus Buy
• 10-oz. Dove Moisturizing Body
Wash with Bonus Pouch,
Bonus Buy, Was 3.87

Exciting,
New and Only
at Wal-Mart!
Look Inside
for . . .
our new McKids® and
McBaby® Brands plus
a sampling of our
new line from the
Kathie Lee® Collection
for spring 1996!

TTAB Opp. # 91/150,278
WM/LOUFNI000001

EXHIBIT
JAN 15
STETNER

Wal-Mart Stores, Inc. v. Franklin Loufrani
Wal-Mart Exhibit No.: 15
Opps. Nos.: 91/150,278; 91/154,632; and 91/152,145



TTAB Opp. # 91/150,278
WM/LOUFNI0000004

ROLLBACK

ROLLBACK

WALMART

Prices good March 31 through April 6, 1996.

Earth Day is April 22nd!

Join in the celebration! Find out what our associates and vendor-partners are doing to help keep the earth safe and beautiful. See how you can help by reading our special environmental section and by looking for our earth tips throughout this circular!

We want to thank our associates from New Mexico for modeling our great spring fashions!



Terrance
son of Lisa
Customer Service
Manager

Jonathan
son of Collette
Associate

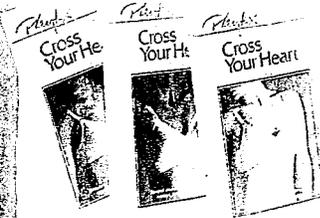
McKIDS

Always Quality. Always Fun.™

794

Your Choice
Every Day

Boys' McKids® Tops or Shorts
Mix-and-match separates for several different looks. Short-sleeved, crew-neck tops feature one front embroidered pocket. Assorted solid colors. Pleated shorts are available in various plaids. 100% cotton. Sizes 4-7.



788

Each

Playtex® Cross Your Heart Bras
Choose from selected styles.
Style Nos. 173, 966, 4770, 4684, 4980.



2 for \$5

Your Choice

Bath Soap Assortment
• 6, 5-oz. bars Dial, Dial Spirit or Irish Spring; 4, 4.5-oz. bars Moisturizing Dial Plus;
• 32-oz. Light or Extra Moisturizing Soft Soap; or 24-oz. Liquid Dial, Special Buy
• 10-oz. Moisturizing Dial Body Wash.
Was 2.97



BETTER EVERY DAY



2 for \$3

Richa Fat Fr
• 20.5 oz.

MADE IN THE USA

Was 1.97

TTAB Opp. # 91/150,278
WM/LOUFN10000008

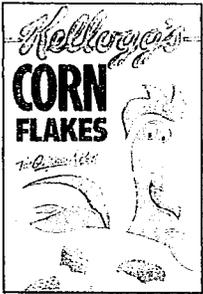


MADE IN THE USA

1297

Semi-Gloss
Gallon, Every Day

Wal-Mart® ColorPlace® Exterior House Paint
Mildew- and chalk-resistant, fade- and blister-resistant. Available in a variety of colors. Manufacturer's 15-year warranty.
Flat, Gallon, Every Day 9.97
Satin, Gallon, Every Day 11.97



2 for \$3

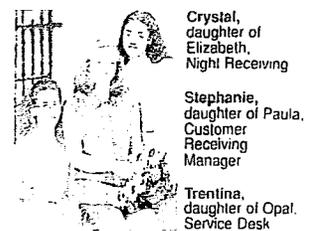
MADE IN THE USA

Kellogg's® Corn Flakes
• 18 ounces

MADE IN THE USA
 Wisk® Laundry Detergent
 2 for \$9
 • 42-use Wisk Power Scoop, 33-use Wisk with Color-Hold Bleach or 90-oz. Ultra Wisk Re-fill



Thank You for Shopping at Wal-Mart

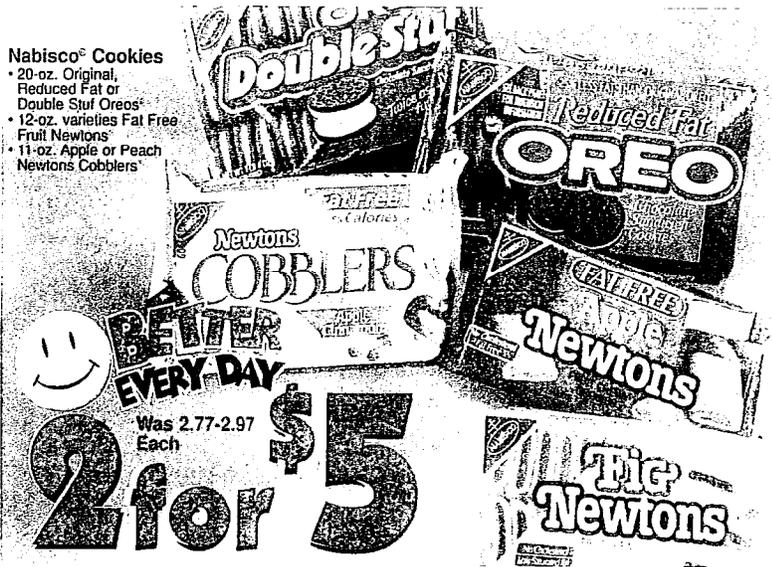


Crystal, daughter of Elizabeth, Night Receiving
 Stephanie, daughter of Paula, Customer Receiving Manager
 Trentina, daughter of Opal, Service Desk

494 MADE IN THE USA
 Your Choice
 Playtex® or Stayfree® Feminine Products
 • Playtex tampons twin-pack, Special Buy
 • Stayfree packs include 3 for the price of 2, Bonus Buy
 • Assorted sizes and absorbencies



Nabisco® Cookies
 • 20-oz. Original, Reduced Fat or Double Stuf Oreos®
 • 12-oz. varieties Fat Free Fruit Newtons®
 • 11-oz. Apple or Peach Newtons Cobblers®



Special \$5
 MADE IN THE USA
 Pack
 Scope® Mouthwash Twin-Pack
 • Original, Peppermint or Baking Soda
 • 2, 36-oz. bottles per pack



Smiley Face
 BEVER EVERY DAY
 Was 2.77-2.97 Each
 2 for \$5

BONUS
 397 MADE IN THE USA
 Each
 Extra Strength Tylenol®
 • Gelcaps or gellabs
 • 2, 50-cl. bottles for the price of 1



Special Your Choice \$5
 2 for \$5
 Farley's Candy Tubs
 • 48-oz. Spice Drops, Orange Slices, Fruit Slices or Giant Jellies;
 • 26-oz. Butterscotch Discs, Starlight Mints or Party Mix or
 • 23-oz. Gummy Bears
 • Made In the USA



\$1 MADE IN THE USA
 Your Choice
 Medallion® Tortilla Chips
 • 10-oz. Restaurant Style White or 14.5-oz. Nacho Cheese, Every Day
 • 8-oz. Low Fat Baked or Reduced Fat White Salsa, Special Buy



Shop at SAM'S Club and Save

Clip out this special one-day trial membership and shop at any of the over 430 SAM'S Club locations nationwide. See how membership at SAM'S Club can mean paying less for the things you use most in your business or home.

SAM'S CLUB Membership Warehouse FOR BUSINESS & HOME

Name: _____
 Phone: _____

Member #176938074— Exp. 04/30/96
 5% upcharge applies on all purchases when shopping with this One-Day Trial Membership. Cash or Discover Card only (no checks). You may apply for membership, subject to qualifications, while visiting any SAM'S Club.

©1996, SAM'S Club, a division of Wal-Mart Stores, Inc.

Wal-Mart Stores, Inc.
 P.O. Box 116
 Bentonville, AR 72716

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 Stores, Inc.

ALEXANDRIA • 5800 Kingstowne Blvd. •
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 ALEXANDRIA VA 22304

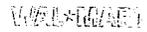


Visit Wal-Mart on the Internet! World Wide Web: <http://www.wal-mart.com>
 Prices good March 31 through April 6, 1996.

WAL-MART'S ADVERTISED MERCHANDISE POLICY - It is our firm intention to have every advertised item in stock. Occasionally, however, an advertised item may not be available. If this happens, Wal-Mart will issue you a Rain Check (at your request) so you may purchase the item at the advertised price when it becomes available. Or, if comparable price for reduction in price if the item is on sale. We reserve the right to limit quantities to normal retail purchases. Limitations void in New Mexico. 1996 Wal

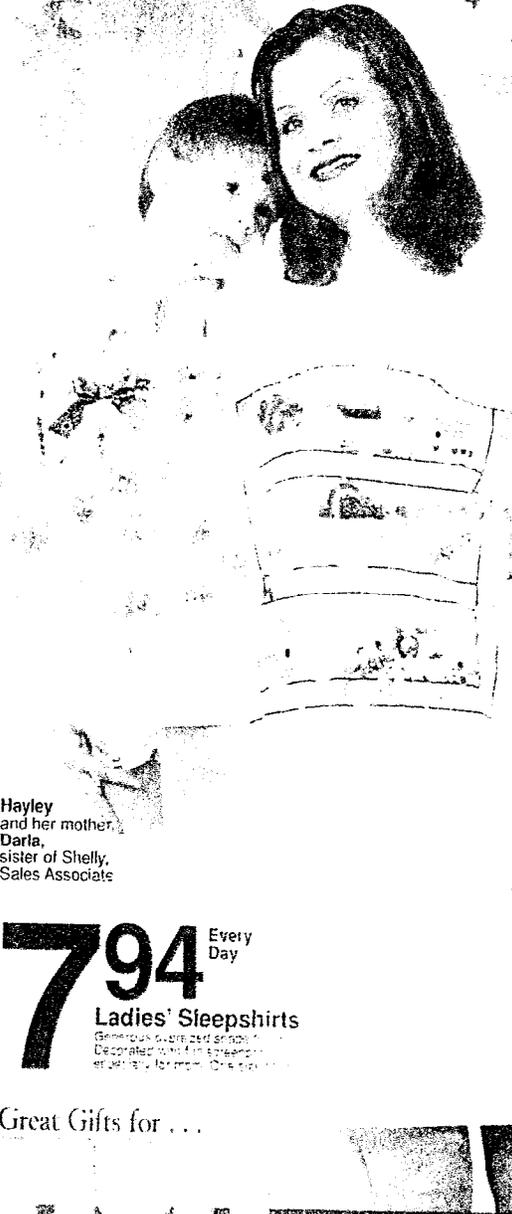
TTAB Opp. # 91/150,278
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Printed in the USA on Recycled Paper Containing 60% Post Consumer Fiber

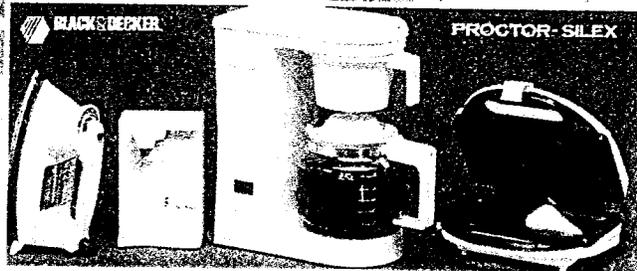


WALMART

Happy Mother's Day



Hayley and her mother, Darla, sister of Shelly, Sales Associate



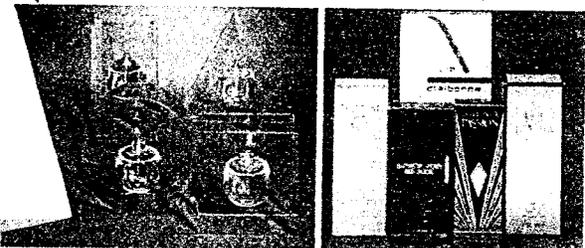
9.96
Your Choice

Black & Decker® Light and Easy Iron
Steam and dry, No. F3627H, Special Buy.

Proctor-Silex® Can Opener with Knife Sharpener
White or black, Nos. T5626 T, Every Day.

Proctor-Silex® 12-Cup Automatic Drip Coffeemaker
No. A957A, Every Day.

4-Slice Sandwich Maker
White or black, Nos. TSM245 TSM245S, Special Buy.



6.97
Your Choice
Every Day

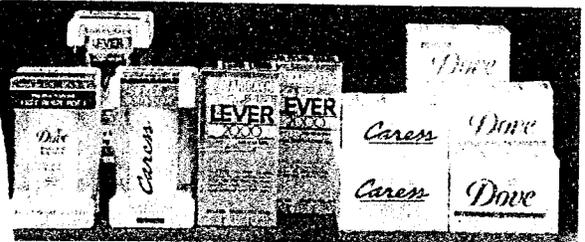
Lamplight Oil Candle Assortment
Choose triangular, round, rectangular or square.
Lamplight 4-Pack Lamp Oil.
Special Buy 2.97



19.97
Your Choice

Assorted Prestige Fragrances
• Edit recays include 1.7oz. Ls.
1.7oz. True Love or White Diamonds
or 8.5oz. Pass on or Red Door

7.94 Every Day
Ladies' Sleepshirts
Generous sized and snuggly.
Decorated with fun sleeping
activities for more. One size fits all.



Your Choice
2 for \$7

Bath Soap Assortment
Special Buy
• 6.5 oz. bars Lever 2000 or 4.475 oz. bars Dove or Carefree
• 12 oz. Lever 2000 or 19 oz. Carefree
• 12 oz. Carefree Moisture Bonus Buy
• 12 oz. Dove Moisture Bonus Buy

TTAB Opp. # 91/150,278
WM/LOUFNI000010

Prices good May 17, 1996

Gift of Love

There truly is nothing more touching or miraculous than a group of caring people banding together to come to the aid of someone in desperate need.



Our associates at one store in Anchorage, Alaska, can serve as a testimony to the power of family.

When it was recently discovered the 11-year-old son of Kim, an associate, required open-heart surgery, our family of Alaskan associates wasted little time in raising money.

Many associates began donating large amounts of their pay to help fund Josh's surgery.

Hassan was one associate who contributed his entire paycheck, representing two weeks of work.

"Last year I didn't have enough money to have a Thanksgiving meal for my family," Hassan said. "My Wal-Mart family helped me out then."

"Now this year, I had enough money for my Thanksgiving, and I had enough to help save a life. I'd heard so much about the boy, and I kept thinking, 'This could be my son.'"



"Everyone at Wal-Mart is family to me. I'm here to help my family."

Hassan

The associates donated their Christmas Party fund to the surgery, and put together several fund-raising drives including an auction, a bake sale, and gift packages for donations.

As it turned out, the boy had a successful surgery and is now back in school with good grades. \$12,000 was raised for the surgery.



5.94 MADE IN THE USA
BONUS

Armor All® Rain Dance Liquid Wax and Spot & Wash Bonus Pack
 • Easy on and off
 • Clear-coat safe
 • Long lasting shine
 • 16-oz. Rain Dance
 • 8-oz. Spot & Wash

4.97 MADE IN THE USA
Every Day

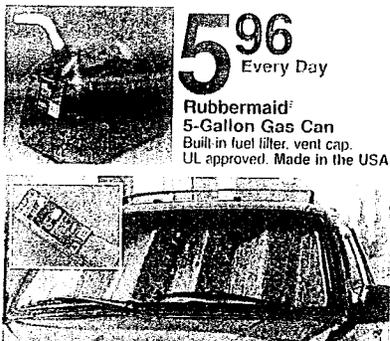
Armor All® Armor Plate® Paint Protectant
 • Streak-free shine
 • Easy to use
 • Spray on, wipe off
 • Safe for all finishes
 • 14 ounces

5.96 MADE IN THE USA
BONUS

Turtle Wax® 2001 Super Protectant® with Bonus Tire Foam 'n Shine
 • 32-oz. protectant for advanced shine and protection of rubber, vinyl and leather
 • 21-oz. Foam 'n Shine cleans, shines and protects tires



42.87 **Uniden® CB Radio with Antenna**
 • 40-channel CB radio with microphone
 • Powerful 7-watt output
 • No. PR0510AXL



5.96 Every Day
Rubbermaid® 5-Gallon Gas Can
 Built in fuel filter, vent cap. UL approved. Made in the USA.

5.94 Every Day
Max Reflector Auto Sunshade
 • Protects your vehicle's interior
 • Blocks heat build-up and 100% of UV rays
 • Double-sided silver reflection
 • Double thick, double strong

4 Great Ways to Save

Better Every Day ...
 It's our ongoing commitment to pass even more savings on to you by making our every day low prices even better whenever we can. Look for the smiley face throughout this ad as well as in your store. You'll smile as you discover prices that get Better Every Day!

Bonus Buy & Special Buy ...
 When you see merchandise tagged Bonus Buy and Special Buy, you'll know you're getting an exceptional value. These added values are our way of saying "Thank you for saving with us!"
BONUS A Bonus Buy features an item we carry every day that includes an additional amount of the same product or another product for a limited time.
SPECIAL BUY A Special Buy is an item we carry while supplies last, at a very special price.

Every Day Low Price ...
 Because you work hard for every dollar, you deserve our very best price every time you make a purchase. You deserve our Every Day Low Price. It's not a sale, it's our Every Day Low Price. It's a great way to save.



WAL-MART

TTAB Opp. # 91/150,278
 WM/L.OUFNI0000011

Savvy Selections

Your Choice

BETTER EVERY DAY
278
 Bonus Buy
 Was 2.48

Koebler's Cookies or Crackers
 • 24-oz. Chips Deluxe
 • 22-oz. Pecan Sandies
 • 16-oz. Vanilla Wafers or
 Town House Crackers
 Made in the USA



278
 Your Choice
Kraft Family-Sized Salad Dressing
 • Assorted varieties as pictured
 • 24 ounces
 • Made in the USA



BETTER EVERY DAY
188
 Your Choice
 Was 1.66-1.88
Deodorant
 • Choose 1.7-oz. Secret or Sure, Wide Solid or 2.25-oz. Old Spice
 • High Endurance
 • Assorted scents
 • Made in the USA

Every Day
2 for \$4

Sam's American Choice™ Fruit Drinks
 • Assorted cranberry cocktails or grape juices
 • 64 ounces
 • Made in the USA



BETTER EVERY DAY
397

Each Was 4.27
Planters' Nuts
 • 18.5-oz. mixed nuts or 18.25-oz. cashew halves



697

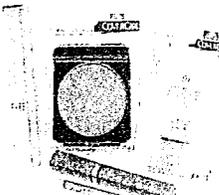
4-Pack T-120 Video Tapes
 • For general-purpose recording
 • Up to 6 hours recording time
 • No. 4T120VE/MS



BETTER EVERY DAY

2 for \$3
 Your Choice
 Was 1.67 Each

Frito Lay Chips
 • 8-oz. Doritos or Ruffles or 10.6-oz. Fritos
 • Assorted flavors

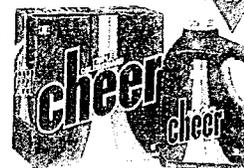


547
 Your Choice

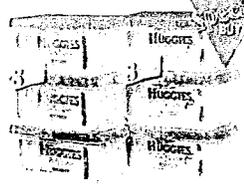
Selected Makeup
 • L'Oréal Color Endure with Bonus Precision Lip Liner. Bonus Buy
 • CoverGirl Continuous Wear Natural or Simply Powder Makeup. Every Day
 • Made in the USA



986
Alcon Opt-Free™ Twin-Pack
 • 2, 12-oz. bottles per pack for a total of 24 ounces
 • Made in the USA



997
 Your Choice
Cheer Laundry Detergent
 • Regular formula
 • 85 use powder or 200-oz. liquid
 • Made in the USA



697
 Pack
Huggies' 3-Pack Baby Wipes
 • Scented or unscented
 • 240 count
 • Made in the USA



1688
 Each
Jumbo Pack Huggies' Disposable Diapers
 • Styles for boys or girls
 • Step 3, 96 diapers
 • Step 4, 72 diapers
 • Made in the USA

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 Bentonville, AR 72716

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 Containing 70% Post



WAL★MART®

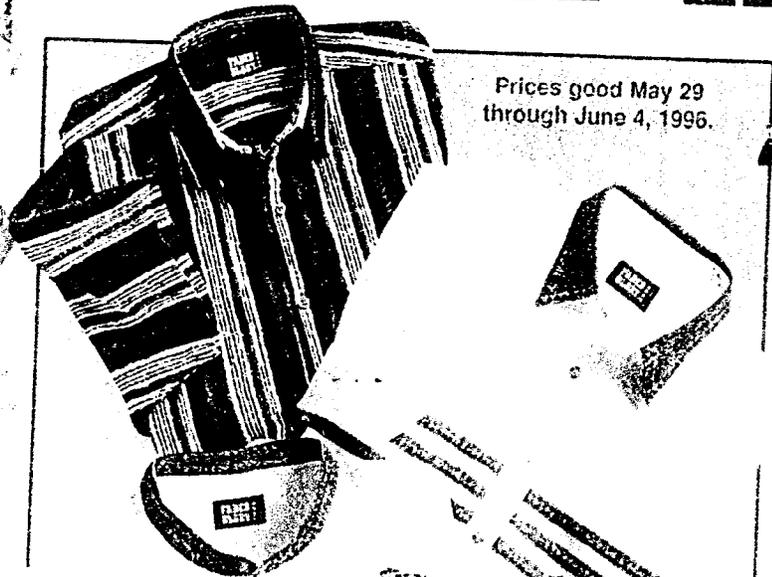


BETTER EVERY DAY

2 for 8.88

Your Choice Was 4.96 Each
100% Cotton
Novelty Beach Towels
Choose from 29 x 59-inch or 48 x 60-inch printed or
some of today's most popular fabric designs. In-
credible 29 x 59 inch jacquards.

Tiffany.
A beautiful new
collection of
beach towels.



Prices good May 29
through June 4, 1996.

BETTER EVERY DAY

9.94

Your Choice
Was 13.94

Men's Sport Shirts

Great with jeans! Choose spread collar or now band collar styles.
Cut full for a comfortable fit, 100% cotton. Sizes M-XL.

Men's Textured Sport Shirts

Short-sleeved styles in updated textured fabrics.
Various prints, 100% cotton. Sizes M-XL.

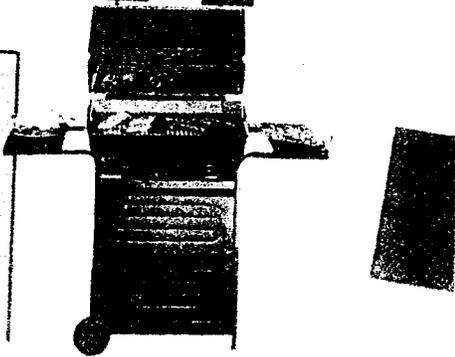
FADED GLORY

Save On Something Nice For
DAD

Carlos,
Support
Manager



Brad,
Assistant
Manager



\$156 Every Day

Char-Broil MasterFlame
Gas Grill

• 200 sq. in. cooking surface
• 4 burners, 15,000 BTUs
• 170 sq. in. warming rack
• Made in the USA

Electric Rotisserie
Every Day \$24.96



2 for \$5

Cereal Favorites

• Cinnamon Toast Crunch
• Corn-on-the-Cob
• Honey Nut Oats
• Made in the USA



Jumanji
The greatest
movie
adventure you
will ever take!

Available At Wal-Mart's
Every Day Low Price.

TTAB Opp. # 91/150,278
WM/LOUFNI0000013

Shop at **WAL★MART** Always!

Outfitting Dad In Style *Always*

Save On Something Nice For **DAD** *Low* **LOW PRICES**



BETTER EVERY DAY
99¢

Each Was 11.99

Men's Rayon Shirts

Contemporary short-sleeved styles feature 1 chest pocket. Prints may vary by store. 100% rayon. Sizes M-XL.

John, Assistant Manager

Chris, Stocker

Bobby, Department Manager

Duxbak
Sizes 32-42
15.96
Each Every Day

Men's Wrinkle-Resistant Twill Pants

Wrinkle resistant 100% cotton for easy care and natural comfort. Choose plain or pleated front.

Sizes 44-48, Every Day 18.96



Wal-Mart Leading the Battle Against Child Abduction

Child abduction is more than reality. It is commonplace.

It seems we hear about it every day. That's why Wal-Mart and the National Center for Missing and Exploited Children (NCMEC) have teamed up to form "The Missing Children's Network," a program designed to combat this community problem.

Together with vendors and customers, we hope to create a

national effort for the recovery of missing children and the education of children and families in basic safety rules.

This program centers around in-store abduction prevention and display boards featuring photos and information of missing children.

"Missing child photos work!" said Ernie Allen, the President of NCMEC.

"One in seven children featured in our photo distribution program is recovered as a direct result of the photograph. We regularly update the displays, and already missing children are being found.

"Wal-Mart is a positive symbol in hometowns and the ideal vehicle through which we can provide essential child-safety information," Ernie continued.

Code Adam, an emergency system launched by Wal-Mart to respond to reports of lost or missing children

in their stores, was a ground-breaking initiative to promote child safety.

"Clearly, Wal-Mart continues to be ahead of its time and a national industry leader in the protection of our most valuable resource — our children," Ernie said.

"In the upcoming months and years, there will be many more happy endings to report. I want to personally thank Wal-Mart and every single Wal-Mart associate for the role they play in seeing to our children's safety."

See related stories, pages 9, 10, 12 and 26.



Let's People Greeter, with (from left) Justin, Askew and Oliver, Customers

TTAB Opp. # 91/150,278
WM/LOUFN1000014

Gifts for Dad at **WAL-MART** *Always*

True Values *Always*

9.94
Your Choice
Sizes 32-42
Every Day

Save On Something Nice For
DAD

Men's Putter Shorts

Back-elastic waist for an easy fit. Features 2 oversized back pockets with button-through flaps. Choose plain or pleated front styles. Easy care fabric is lightly sanded for a broken-in softness. Polyester/cotton. Colors vary by store.

Men's Putter Shorts,
Sizes 44-48, Every Day 11.94

**Men's Puritan[®]
Walk Shorts**

Dress up or down with this comfortable classic. Detailed with front pleat. Styles vary by store. Easy care Polyester/cotton.

PURITAN

Thank you,
Central Oklahoma
Associates who modeled
our summer apparel.
*Have a great
summer!*

Great ways to save ...

Every Day Low Price ...

Because you work hard for every dollar, you deserve our very best price every time you make a purchase. You deserve our Every Day Low Price. It's not a sale, it's our Every Day Low Price. It's a great way to save.

Better Every Day ...

It's our ongoing commitment to pass even more savings on to you by making our Every Day Low Prices even better whenever we can. Look for the smiley face throughout this ad as well as in your store. You'll smile as you discover prices that get Better Every Day!

Bonus Buy & Special Buy ...

When you see merchandise flagged Bonus Buy and Special Buy, you'll know you're getting an exceptional value. These added values are our way of saying "Thank you for saving with us!"

BONUS BUY A Bonus Buy features an item we carry every day that includes an additional amount of the same product or another product for a limited time.

A Special Buy is an item we carry while supplies last, at a very special price.



David,
Department
Manager

Wayne,
Sales
Associate



David,
Department
Manager

Wayne,
Sales
Associate

11.94 Your Choice
Sizes M-XL
Every Day

Men's Knit Shirts

Styles by Faded Glory, Puritan, Special Edition and Chip Beck. Fashion styles in updated colors. Easy care fabrics. Assortment may vary by store.

14.94
Every Day
Sizes 2XL-3XL

13.94 Each
Sizes 32-42
Every Day

Men's Casual Pants

Pleated or plain front with side-elastic waist for a comfortable fit. Features 2 oversized back pockets with button-through flaps. Fabric has a soft broken-in feel. Various colors.

16.94
Every Day
Sizes 44-48

Men's Fashions at **WAL-MART** *Always*

TTAB Opp. # 91/150,278
WM/LOUFN1000015

Father's Day Gift Ideas *Always*

Save On Something Nice For... **DAD** BETTER BUYER LOW PRICES!

BETTER EVERY DAY

Tim, Stocker

Each
Sizes 32-42
Was 19.84

Men's Stretch Jeans

Comfortable flex-fit waistband. Easy-care stretch fabric.
Assortment may vary by store.

Sizes 44-50 Was 22.84 ... 18.96

Wrangler
BRAND

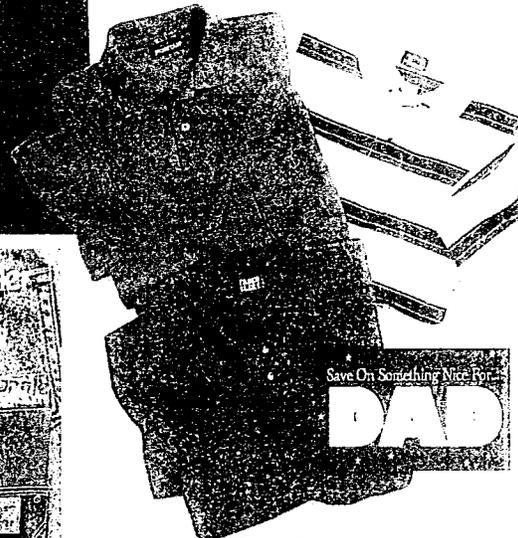


6.96

Pack
Was 7.96

Men's Select Edition 2-Pack Boxers

Your choice of great looking prints or tartan plaids. Sizes S-XL. Made in the USA.



Save On Something Nice For... **DAD**

8.94

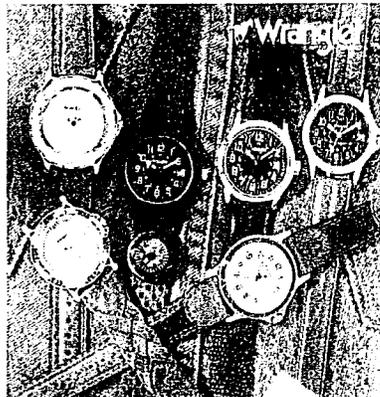
Your Choice
Sizes M-XL
Every Day

Men's Knit Shirts

A wonderful selection by Puritan and Faded Glory including crew-neck, henley, polo and plique styles. Choose from stripes and solids in easy care fabrics. Assortment may vary by store.



Sizes 2XL-3XL Form 1 Day 10.94

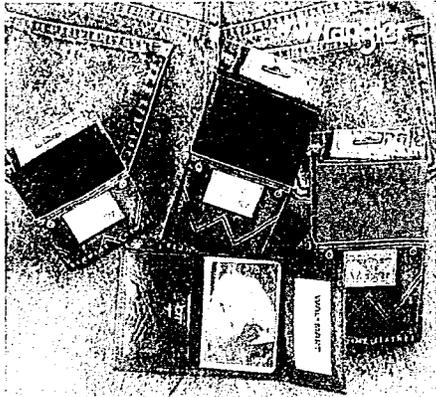


18.86

Your Choice
Every Day

Men's Watches

A great selection of name brand styles with features including calendars, luminescent hands and nylon, leather or polyurethane bands.



14.97

Your Choice
Every Day

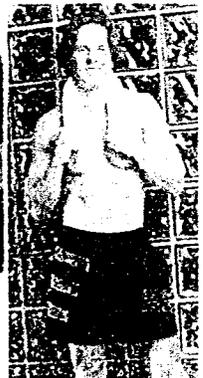
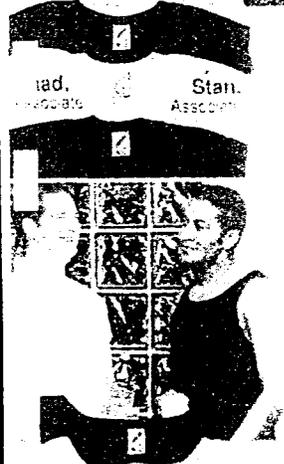
Men's Wallets

Choose from an assortment of Wrangler styles by Amity that make a perfect gift for Dad. Made in the USA.

Gifts for Dad at **WAL-MART** *Always*

TTAB Opp. # 91/150,278
WM/LOUFN10000016

Dad's No. 1 at Wal-Mart *Always*



693
Each
Every Day

Men's Swimwear

Choose from solid colors or plaid. Features 100% cotton tank top and matching shorts. For a built-in, lined and 2-pocket athletic shorts. Sizes S-XL.



Garry,
husband
of Donna,
Sales Clerk



JERZEES
American Active Wear

Your Choice

493
Each
Every Day

Ink Tops or Muscle Shirts
100% cotton. Made in the USA.



Dale,
Photo
Lab
Technician

Kreg,
Garden
Center
Associate

794
Each
Every Day

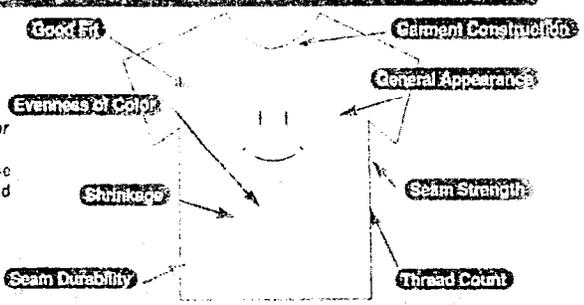
Men's Nylon Shorts

Lightweight, cool and comfortable. Soft elastic waistband with drawstring for a snug fit. Pockets, including a large pocket. Soft and stretchy fabric. Sizes S-XL.

ATHLETIC
WORKS

Quality Through and Through

To ensure the quality of our merchandise, Wal-Mart has teamed with Consumer Testing Laboratories, a group of independent commercial testing groups. Consumer Testing Laboratories tests approximately 35,000 Wal-Mart items annually for quality. Apparel items are tested for fit, durability in use, washing, colorfastness, stitching quality, and workmanship and appearance. So, know your next Wal-Mart T-shirt, jeans or other apparel item has been tested for maximum quality.



593
Each
Every Day

Men's Novelty Print T-Shirts

Just for Dad! 100% cotton. Prints may vary by store. Made in the USA.

Size 2X

TTAB Opp. # 91/150,278
WM/LOUFNI0000017

Men's Fashion at WAL-MART's *Always*

Everything You Need *Always*

BETTER EVERY DAY

118 Pack Every Day

Was 2.27 Each

Nabisco® Snack Crackers

- 8-oz. Chicken in a Biskit
- 10-oz. Wheat Thins
- Reduced Fat varieties of 6.75-oz. Better Cheddars, 8.5-oz. Triscuit or 9.5-oz. Wheat Thins
- Made in the USA

118 Pack Every Day

Sam's American Choice™ 6-Pack Soft Drinks

- Assorted flavors
- Some states may charge a deposit fee
- Made in the USA

Your Choice Every Day

5.97

Melatonin

- 60-ct. 3-mg. strength, regular
- 120-ct. 1-mg. strength, regular or sublingual
- Made in the USA

Your Choice

2 for \$5

Assorted Soaps

- 6.5-oz. bars Coast Blue, Safeguard® Beige Zest Regular or Whitewater, or Irish Spring Original or Waterfall Blue. **Special Buy**
- 32-oz. Light or Extra Moisturizing Antibacterial Softsoap. **Special Buy**
- Softsoap starter kit with body sponge and 6-oz. body wash. Was 2.67 Each

BETTER EVERY DAY

Was 1.78 Each

Famous Amos® Cookies

- Chocolate Chip
- Oatmeal Raisin or Chocolate Chip Pecan
- 12 oz.
- Made in the USA

BONUS BUY

347

Your Choice

Ajax Ultra® Laundry Detergent

- Regular or with bleach
- 122-oz. powder or 125-oz. liquid
- Made in the USA

Special Buy

2 for \$5

Hi-C® Fruit Drink

- Ecto Cooler, Grape, Fruit Punch, Orange or Boppin' Berry
- 1 gal.
- Made in the USA

BETTER EVERY DAY

97¢

Your Choice Was 1.38

Bonus-Sized Twizzlers®

- 15.4-oz. Pull-n-Peel in peach, grape, wild berry or cherry
- 17.6-oz. strawberry twists or cherry bites
- Made in the USA

BONUS BUY

797

Special Kitty® Gourmet Cat Food

- 100% complete and balanced for all life stages
- 25 lbs. for the price of 20
- Made in the USA

BETTER EVERY DAY

Was 2.78

Your Choice

Vidal Sassoon® Hair Care

- Shampoo
- conditioner
- hair spray
- styling gel or mousse
- 7.1-13 oz. (size varies by item)
- Made in the USA

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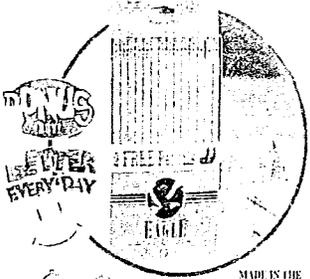
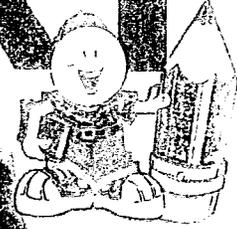
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Containing 70% Post
Consumer Fiber

Thanks for shopping for Dad at **WAL-MART** *Always*

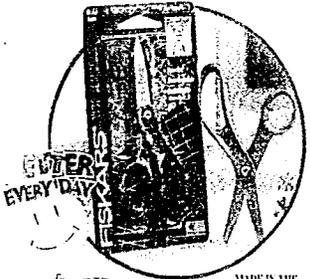
WAL★MART®



14-Pack
No. 2 Yellow Pencils
 * 12-ct plus 2 bonus pencils make 14 per pack

MADE IN THE USA

\$1
 for
 14 76c
 Each Pack



Fiskars®
For Kids Scissors
 • Choose blunt or pointed tip
 • For left- or right-handed use
 • Nos. 9416, 9430

MADE IN THE USA

\$3
 for
 1.88
 ch

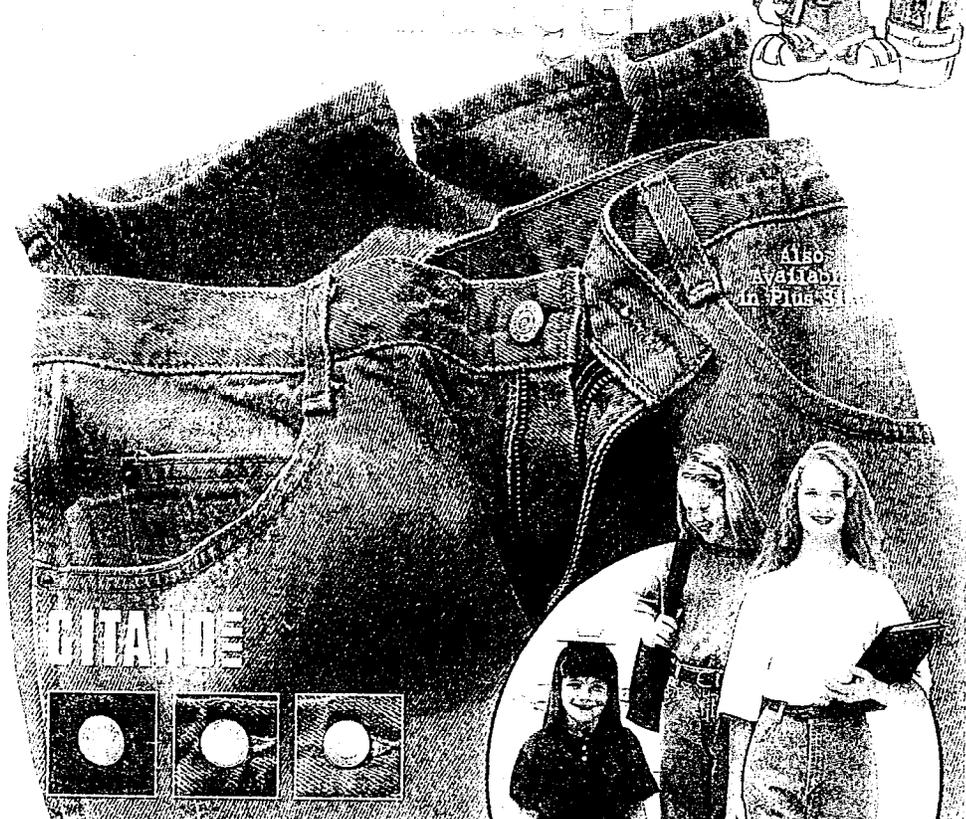


Post Cereals
 • 13-oz. Fruity or Cocoa Pebbles
 • 11.5-oz. Honey-Comb or 18-oz. Golden Crisp

MADE IN THE USA

Your Choice

\$5
 2 for



Also Available in Plus Size

BETTER EVERY DAY
10.99
 Ladies' Sizes 6-18
 Was 12.92

Ladies' 5-Pocket Jeans

Black vintage wash or stonewash. Washes and sizes may vary by store.
 100% cotton. Sizes 6-18 Petite or Average, 8-18 Tall.
 Ladies' Sizes 18W-26W, Was 15.94
 Girls' Sizes 4-16, Assorted fabric washes, Was 10.96

12.94 (Left to right) Danielli
 9.96 Shelley and Amanda,

TTAB Opp. # 91/150,278
 WM/LOUFN1000019

1
 pager
 jet



4 Great Ways to Save

BETTER EVERY DAY

BONUS BUY

SPECIAL BUY

Every Day Low Price ...
 Because you work hard for every dollar, you deserve our very low price every time you make a purchase. You deserve our Every Day Low Price. It's not a sale. It's our Every Day Low Price. It's a great way to save.

Better Every Day ...
 It's our ongoing commitment to pass even more savings on to you by making our Every Day Low Prices even better whenever we can. Look for the smiley face throughout this ad as well as in your store. You'll smile as you discover prices that get Better Every Day!

Bonus Buy & Special Buy ...
 When you see merchandise flagged Bonus Buy and Special Buy, you'll know you're getting an exceptional value. These added values are our way of saying "Thank you for saving with us!"

BONUS BUY A Bonus Buy features an item we carry every day with an additional amount of the same product or another product for a limited time.

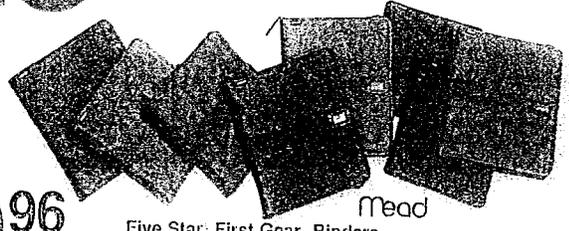
SPECIAL BUY A Special Buy is an item we carry while supplies last at a very special price.

WALMART

School Supplies Bound to Save



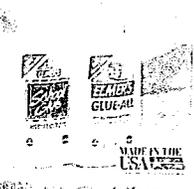
13.88 Your Choice
Assorted School Binders
 • Heavy duty construction
 • Choose from a wide variety of fun school patterns
 • Nos. 94112, 26022, 29219, 29357, 29233
 Looney Tunes Zipper Binder, No. 68200.
 Every Day ... 13.88



9.96 Your Choice Every Day
Five Star® First Gear Binders
 • Durable, light-weight nylon
 • 1" inch rings
 • Handy features
 • Assorted colors and styles
 • Nos. 29614, 29058
 36



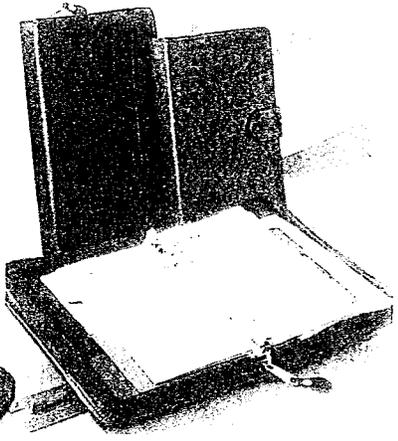
97¢ Each Was 1.17
Spacemaker Box
 • Various colors
 • Durable construction



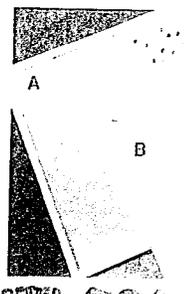
48¢ Your Choice Was 78¢
Elmer's® 4-Oz. School Glue or Glue-All
 • Safe, non-toxic



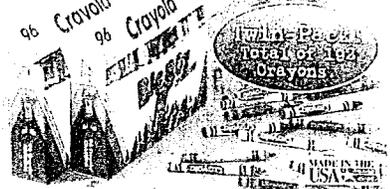
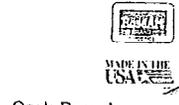
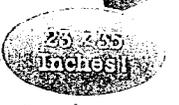
39¢ Was 4.97
36 Colored Pencils
 • Pre sharpened
 • No. 68-4036



12.97 Your Choice
Cambridge Day Planners
 • Personal size
 • Zipper or snap closure
 • Zipper Planners, No. 47122, Was 16.97
 • Snap Planners, No. 47104
 Every Day ... 12.97

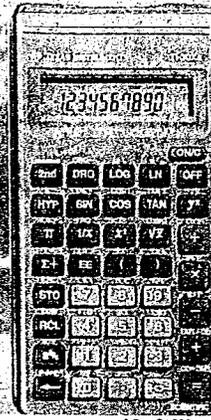
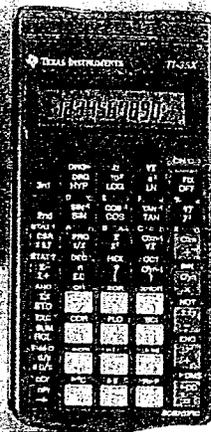
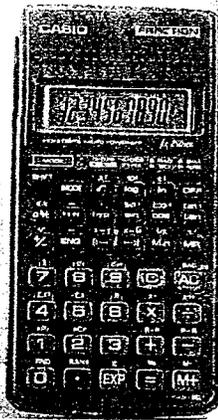
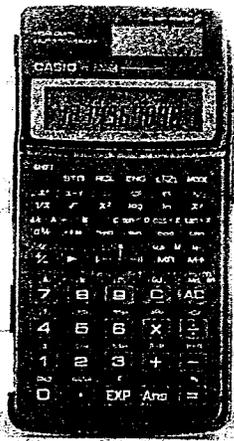


6.96 Your Choice Was 7.96
A. Cork Board
 • Superior fine grain cork
B. Dry Erase Board
 • Erases like magic
 Includes hardware for easy mounting.



\$5
Twin-Pack 96 Big Box Crayola Crayons
 • Bright, vivid colors
 TTAB Opp. # 91/150,278
 WM/LOUPNI000020

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New Novels!
178 Each
Precious Gem Romance

1483 CASIO
 Every Day
K-300 Scientific Calculator
 Features visually perfect algebraic method, fraction functions, standard deviations and regression analysis. FX3001IW.

1293 CASIO
 Every Day
FX-250 Scientific Calculator
 Features fraction functions, standard deviations, permutation and combinations. No. FX250HAG-W.

1787
 Every Day
Texas Instruments® 35X Scientific Calculator
 For advanced algebra, trigonometry, chemistry, computer science and statistics. 1 and 2 variable statistics include results for linear regression. 3 memories, 10 English metric conversions and 8 physical constants. Battery powered. Slide case included. No. TI 35X.

1293
 Every Day
Texas Instruments® 30X Scientific Calculator
 A solid solution for general math, algebra, trigonometry and statistics. Handles fractions entered in traditional numerator denominator form. Performs log functions, logarithms, roots, powers, reciprocals and factorials. Battery powered. Slide case included. No. TI30X.

2996
Drawer Eurofile
 2 side drawers, no file frames required. Quadra-roll drawer system. Easier drawer movement. File folders sold separately.

Bonus Hanging 3.5-Inch Diskette Holder

4456
Security File with Bonus
 • 6 hanging file folders included
 • 1-hour T.L. rated up to 1500 lb.
 • Inside dimensions: 12" W x 10" H x 8" D
 • No. 11707300

BONUS 3.5-Inch Diskette Holder

197 Your Choice
 Every Day
Ultra Ink Jet or Laser Paper
 • Extra bright white
 • 150 sheets, 8.5 x 11 inch letter size

2976 Was 2.93
Home Office Pros® Paper
 • Use for copiers, ink jet/laser printers or plain paper fax machines
 • 500 sheets, 8.5 x 11 inch letter size

74
 Was 79.87
Memory Correct 600
 • Full-line memory feature
 • Flight ribbon system, snap-in cassettes
 • 3 pitch settings, 10, 12 and 15
 • Worderaser, bold and decimal tab features
 • No. 08300

SMITH-CORONA

Stock up on **TTAB Opp. # 91/150,278** and correct **WM/LOUFN10000021**
 Every Day

WALMART

WALMART

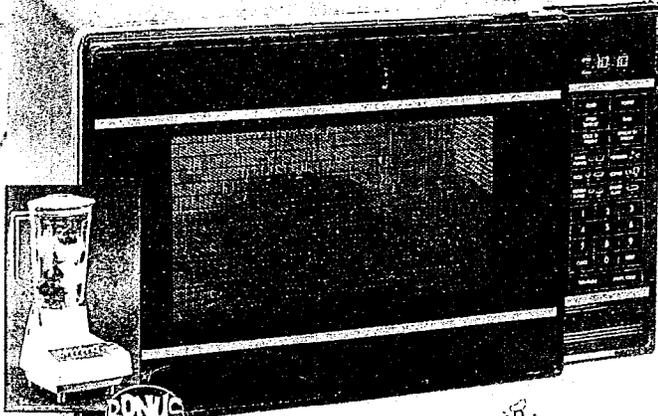
Celebrating 34 Years of Savings!

Prices good September 29 - October 5, 1996



Sale!
4.44
 Reg. 5.47

Prestone®
Advanced Formula
Antifreeze/Coolant
 Patented dual-action formula
 Protects against freeze-up, boil-over
 1-gal. container



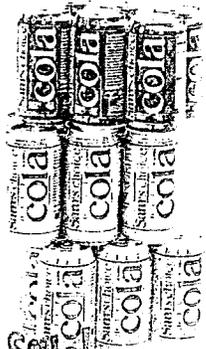
BONUS

Magic Chef

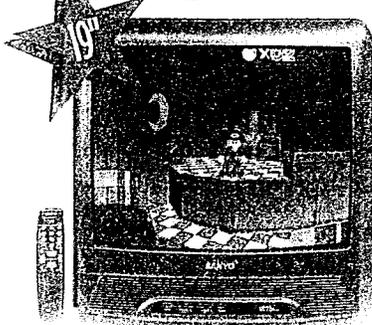
\$119

Magic Chef® Microwave Oven

.8 cubic feet and 900 watts of cooking power. Exclusive Cook by Pictures™ and recessed turntable with stirrer for better cooking. Includes cook and defrost by weight function and popcorn button. Bonus Hamilton Beach 7-Speed Blender is a \$14.96 value. No. M85KB



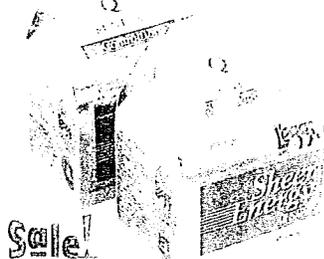
Sale!
97¢
 Each Pack
Sam's American Choice™
5-Pack Soft Drinks
 Assorted Flavors
 Plus deposit where applicable



Sale!
169.64
 Reg. 179.64

Sanyo® 19-Inch Color TV
with Remote
 Features 181-channel cable compatible tuner, on-screen display, tri-lingual menu system, channel recall and sleep timer. No. DS19630/630.

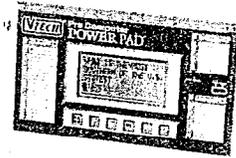
SANYO



Sale!
1.97
 Each, Reg. 3.17-3.87

L'eggs® Panty Hose
 Choose Reliance Control Top (Sizes A,B,C,D), Sheer Energy Regular or Control Top (Sizes A,B,C), or Silken Mist Control Top (Sizes A,B,C). Sizes and colors vary by store.

Check Out Wal-Mart's
10% OFF



VTECH®



Sale!
76.97
 Reg. 86.97

V-Tech® Pre Computer Power Pad™
 Features 35 activities including spelling, vocabulary and math. Also includes an 80,000-word spell check. Ages 9 and up. No. 80-1913.

the BIRTHDAY

TTAB Opp. # 91/150,278
 WM/LOUFN10000023

Sporting Great Looks

Sale!
Reg. 16.94
12.94 Each Set

Boys' Athletic Works Windsuits
2-piece set with jacket and pants. 100% nylon with jersey lining. Sizes 8-16

Matthew, Customer

Timmy, Customer

Nearby Customer

Random Customer

Sale!
Reg. 15.94
11.94 Each Set

Boys' Athletic Works Windsuits
2-piece set with jacket and pants. 100% nylon with jersey lining. Sizes 4-7

Henry, Customer

Sale!

7.44
Your Choice, Reg. 8.94-10.94

Boys' FTNY Long-Sleeved Hockey-Style Knit Top or Twill Pull-On Pants
Tops in crew or v-neck styles with screenprints. 60% cotton/40% polyester. Pants with drawstring and elastic cuffs. 100% cotton. Both in sizes 4-7.



Sale!
7.96 Each

Boys' Rustler Relaxed Fit Jeans
Made of 100% cotton denim. Stonewashed indigo or overdyed black. Sizes 4-7 Reg./Slim. Reg. 10.84

Sizes 8-16 Reg./Slim or 8-18 Husky, Sale, Reg. 12.84-14.84. 9.96
Shirts sold separately

RUSTLER

Reg. 9.94

7.44 Each

Boys' Athletic Works Long-Sleeved Knit Tops

Choose from crew and v-neck styles. Some with mesh trim. Sizes S-XL. Pants sold separately.



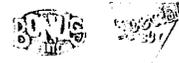
Every Day Low Price ...

Because you work hard for every dollar, you deserve our very best price every time you make a purchase. You deserve our Every Day Low Price. It's not a sale, it's our Every Day Low Price. It's a great way to save.



Better Every Day ...

It's our ongoing commitment to pass even more savings on to you by making our Every Day Low Prices even better whenever we can. Look for the smiley face throughout this ad as well as in your store. You'll smile as you discover prices that get Better Every Day!



Bonus Buy & Special Buy ...

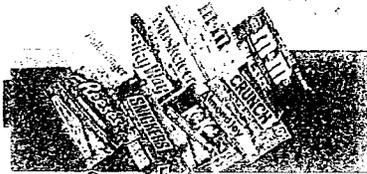
When you see merchandise flagged Bonus Buy and Special Buy, you'll know you're getting an exceptional value. These added values are our way of saying "Thank you for saving with us!"

A Bonus Buy features an item we carry every day that includes an additional amount of the same product or another product for a limited time.

A Special Buy is an item we carry while supplies last, at a very special price.

TTAB Opp. # 91/150,278
WM/LOUFNI0000024

Low-Priced Treats!



188 Sale

Your Choice
Candy Selection
• Assorted varieties as pictured



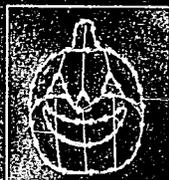
Your Choice
2 for \$5
Candy Selection

• Assorted varieties as pictured



547
Your Choice
Every Day

Lite-Up Realistic Pumpkins
Assorted designs.
Nos. 20127, 20544, 20598.



497 Sale
Your Choice
Reg. 5.74

**Halloween Silhouette
Light Sculptures**
Assorted styles
Nos. 79893, 79890, 79891



188 Sale

Your Choice
Sam's American Choice™ Fruit Drinks
• Assorted grape juices and cranberry
or fruit cocktail combinations
• 64 oz.



Your Choice
2 for \$5
Cereal Selection

• 19-oz. Bite-Size Frosted Mini-Wheats
• 14.8-oz. Rice Krispies Treats, 19-oz. Rice Krispies,
• 15-oz. Corn Pops or 20-oz. Raisin Bran

Your Choice **2 for \$3**
Snack Bars

8-oz. Sam's American Choice™ Crisp
Rice Bars, 6.5-oz. SnackWell's™ Chocolate
Cherry, Banana or Golden Snack Bars or
Low Fat Brownies, Oreo™ Brownie Bars or
Chips Ahoy!™ Snack Bars



Your Choice
3 for \$4 Sale!
Frito-Lay Snack Assortment

• 6-oz. Original Lays™, 5-oz. Baked Lays™,
• 7.5-oz. Reduced Fat Nacho Cheese Doritos™,
• 10.5-oz. Original Fritos™, 8-oz. Baked Tostitos™,
• 15-oz. Fat Free Rold Gold Pretzel™, 9-oz. Dip-Style
Ruffles™, 8.75-oz. Original Reduced Fat Ruffles™
or 9-oz. Nacho Cheese Doritos™

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Always™

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circumstances. If this happens, Wal-Mart will issue you a "Plan Check" for your convenience so you may purchase the item at the advertised price through a later date. Or, if you prefer, we will sell you a similar item at a
comparable price. Our products are priced at the lowest possible price. We reserve the right to limit quantities to maintain retail purchase. Locations and dates may vary. ©1996 Wal-Mart Stores, Inc. Printed in the USA.

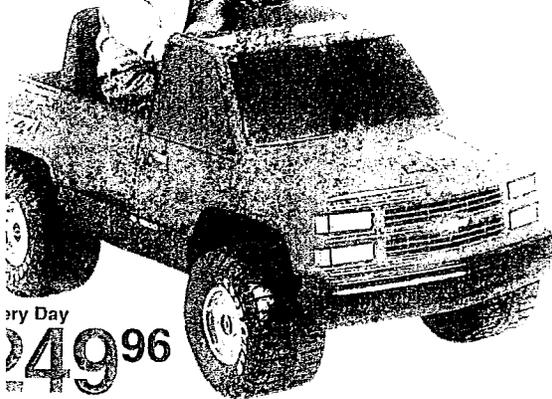
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Consumer Fiber

36B WALMART

TTAB Opp. # 91/150,278
WM/LOUFN10000025

ica,
ghter of Lisa,
stomer Service
nager

Blake,
son of Sue,
Accounting
Associate



Every Day
\$499

Power Drivers® Chevy® 1 Pick-Up Truck
 Equipped with features, including
 sliding stick shifts with high/low
 gears and forward/reverse,
 analog dashboard with turning
 clicking knobs and controls,
 all-road tires, pretend running boards, glove box that opens for secret
 storage and heavy duty blow-molded frame for added durability. 2 speeds
 (5 mph forward/2½ mph reverse). 12-volt power. Ages 3 to 7. No. 4210.

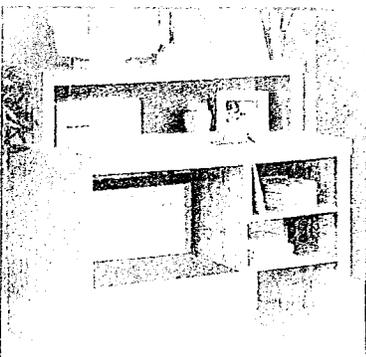
\$6.88

**Walmart®
 Dinnerware Set**
 Includes 4 dinner plates,
 soup/cereal bowls and
 cups in new, Wal-Mart
 exclusive designs!



\$19.96
 Was 54.84

**Windswood®
 Computer Desk**
 Storage for feed slot in rear
 for easy accessibility
 adjustable floor levelers
 easy to assemble
 1 hidden fasteners
 richmoor oak finish
 60"W x 24"D x 36"H
 16347



Audio/video
input/output
jacks
MTS
Broadcast
Stereo

\$469 **Was \$499**

Sanyo® 31-Inch Stereo Color TV with Universal Remote
 A tremendous value packed with plenty of features, including MTS broadcast stereo, on-screen display,
 tri-lingual menu system, sleep timer and channel recall. No. DS31650.

\$16.95
 Every Day

Toy Story
 A must for your movie collection!
 Toy Story Read-Along
 24-Page Story Book and Tape,
 Every Day 5.36
 Toy Story Audio Cassette,
 Every Day 9.46
 Toy Story CD Soundtrack,
 Every Day 15.96
 All from Disney



Planters® Nuts
 Your Choice
\$3.97
 Was 4.27
 • 17-oz. Cashew Halves
 or Mixed Nuts

TTAB Opp. # 91/150,278
 WM/LOUFN10000026

Erica,
daughter of Lisa,
Customer Service Manager

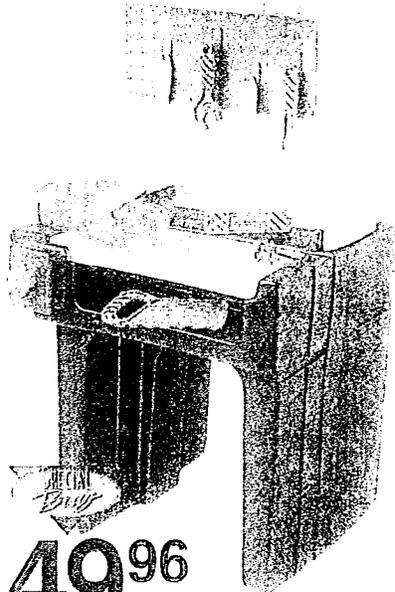


69888
Was 74.88

EVERY DAY

Playskool® Cook 'n Play Kitchen Center

Fully equipped pretend kitchen with a complete set of appliances and 11 accessories. Has microwave with opening door and bell, doll high chair and breakfast bar. Folds in a snap to only 11 inches wide! Ages 2 and up. No. 50750.



49.96

Little Tikes® Deluxe Workshop

Tools and hardware included, along with a project work desk that has a smooth drawing surface. 18-piece accessory set with hammer, saw, wrench, screwdriver, level, chisel, T-square, 2 nails, 2 screws, tool caddy and 6 hooks. Work surface has a working vice, plus holes for attaching screws and nails. Also has lots of roomy storage shelves. Ages 2 and up. No. 4601.

Blake,
son of Hannalaura,
Stocker

1888
Was 21.97

Hasbro® Sit 'n Spin
Turn the wheel and around you go! Base remains stationary on flat surfaces. Ages 1½ to 5½. No. 34640.



1497
Your Choice
Was 19.97

Disney's® Touch 'n Crawl Babies

3ft infant toys that crawl at the touch of baby's hands. Crawls for 8 to 10 seconds ... designed to encourage your own little one to crawl towards it. No. 14734.

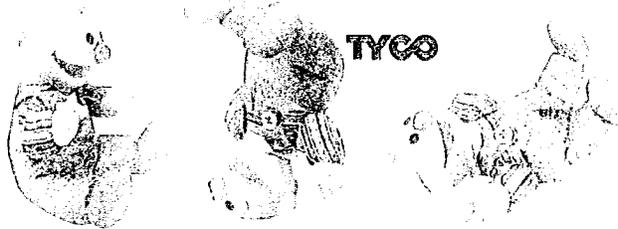


Kenyon,
grandson
of Wes,
Stocker

EVERY DAY

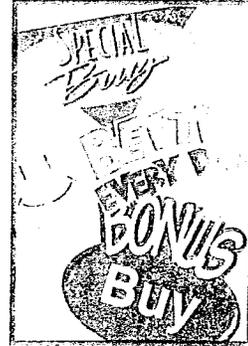
997
Was 11.97

Sesame Street® Tumbling Ernie
Real tumbling action! Push him forward and he tumbles all by himself. Ages 2 to 5. No. 62211.



TYCO

4 Great ways to save ...



Every Day Low Price ...

Because you work hard for every dollar, you deserve our very best price every time you make a purchase. You deserve our Every Day Low Price. It's not a sale, it's our Every Day Low Price. It's a great way to save.

Better Every Day ...

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A Special Buy is an item we carry while supplies last, at a very special price.

TTAB Opp. # 91/150,278
WM/L.OUFN10000027

mmm ... Snack on Savings



2 For \$4 Your Choice
Frito-Lay® Assortment
 • 14.5-oz. Doritos® Nacho Cheese Tortilla Chips,
 14-oz. Ruffles® Original Potato Chips,
 16-oz. Tostitos® Restaurant Style Medium or Mild Salsa

Your Choice
2 For \$3
Nabisco® Snack Crackers
 • 8-oz. Sociables or Chicken in a Basket
 • 9.5-oz. Triscuit®
 • 10-oz. Wheat Thins®
 • Reduced Fat varieties of 8.5-oz. Triscuit®, 9.5-oz. Wheat Thins® or 6.75-oz. Bitter Cheddars

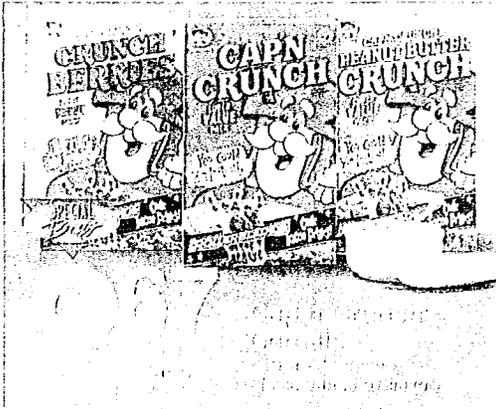
Your Choice
2 For \$3
Famous Amos® Cookies
 • Choose 12-oz. bags of Chocolate Chip & Pecans, Oatmeal Raisin, Cinnamon or Chocolate Chip



118
 Your Choice
Comstock® Pie Filling or Topping
 • 20- to 21-oz. can (size varies by flavor)



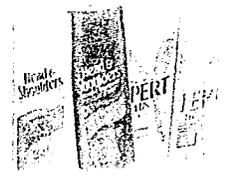
Was 8.47
Pepcid® AC® Acid Controller™ Tablets
 • Package of 40 tablets for the price of 30



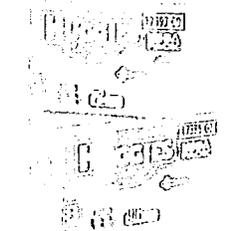
Your Choice
2 Packs For \$3
Twin-Pack Pepsodent® or Aim® Toothpaste
 • Regular or tartar control
 • 2, 6-oz. tubes • Special Buy
Twin-Pack Oral-B® Indicator Toothbrushes
 • Assorted styles • Was 1.97 Each Pack



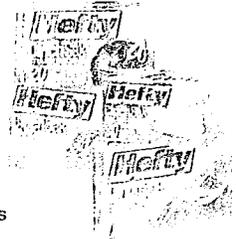
\$5 Pack
 Your Choice
Bath Soap Assortment
 • Choose 12, 5-oz. bars of Coast® Original Scent, Safeguard® Beige, or Zest® Original Aqua or Whitewater Fresh



Your Choice
2 For \$5
Was 3.28-3.78 Each
Head & Shoulders® or Pert Plus® Shampoo Plus Conditioner in One
 • Assorted formulas
 • 15-oz. bottle



1644
 Your Choice
Huggies® Disposable Diapers
 • Choose Step 2, 3, 4 or 5 for boys and girls
 • Soft, quilted cover
 • Improved leak-lock system



Your Choice
297
Every Day
Hefty Cinch Sak® Trash Bags
 • 13-gal., 30-ct.
 • 30-gal., 20-ct.
 • 33-gal., 15-ct.
 • 39-gal., 12-ct.

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28-60



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WAL-MART®

electronic wonderland

\$997

Every Day

✓ DX4/100 MHz CPU
 ✓ 8 MB RAM
 ✓ 635 MB Hard Drive
 ✓ Quad-Speed CD-ROM

AST

AST® Adventure 4100 Multimedia Computer with 14-inch SVGA Color Monitor

Outstanding quality, performance and the computing power needed to run today's demanding computer software.

Includes 14,400 fax modem. Monitor has 13.1-inch view field. No. 650041.

Software package includes:

Microsoft® Windows '95 Installed, Microsoft® Works 4.0, Microsoft® Money 4.0, Microsoft® Encarta '96, Microsoft® Golf 2.0 Multimedia version and more!

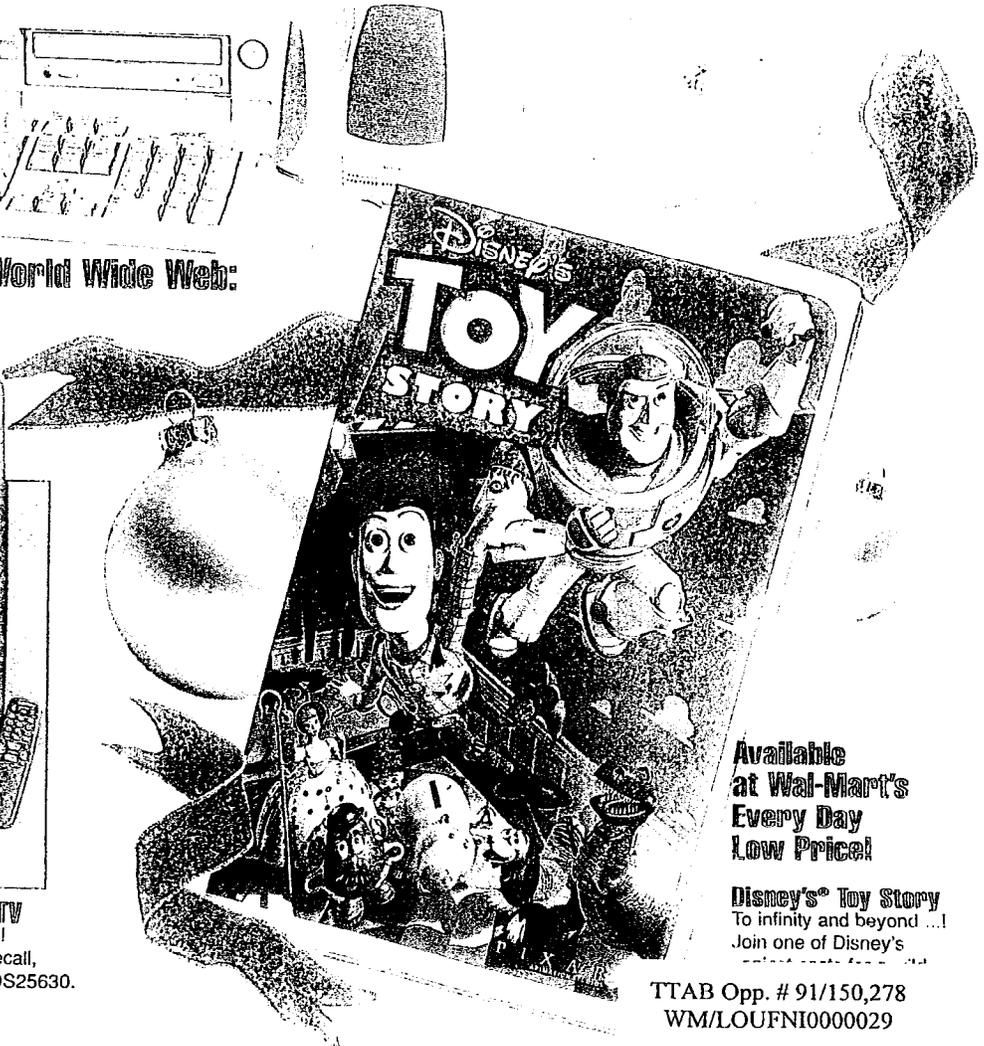


Visit Wal-Mart on the Internet! World Wide Web:
<http://www.wal-mart.com>



BETTER EVERY DAY
\$229
 Ultra \$299

Sanyo® 25-inch Color TV
 A must for any couch potato!
 On screen menu, channel recall, sleep timer and more. No. DS25630.



Available at Wal-Mart's Every Day Low Price!

Disney's® Toy Story
 To infinity and beyond ...!
 Join one of Disney's

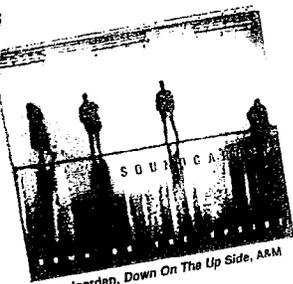
TTAB Opp. # 91/150,278
 WM/LOUFNI0000029

Physical stocking stuffers!

1188



Pearl Jam, No Code, Epic



Soundgarden, Down On The Up Side, A&M



Journey, Trial By Fire, Columbia



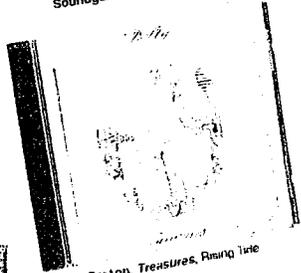
Kenny G, The Moment, Arista



Mannheim Steamroller, Christmas In The Air, American Gramophone



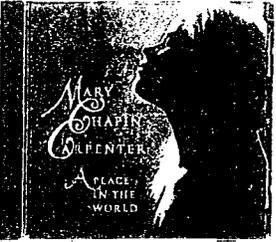
New Edition, Home Again, MCA



Dolly Parton, Treasures Among Us



Terri Clark, Just The Same, Mercury-Nashville



Mary Chapin Carpenter, A Place In The World, Columbia



Tina Turner, What If It's You, MCA

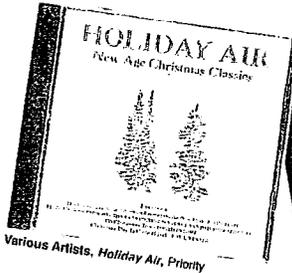


Alan Jackson, Everything I Love, Arista

1088



Kenny Rogers, The Gift, Magnatone



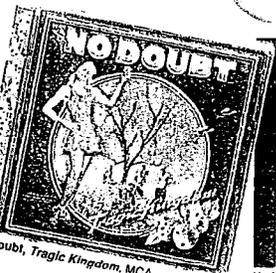
Various Artists, Holiday Air, Priority



LeAnn Rimes, Blue, Curb



Donna Lewis, Now In A Minute, Atlantic



No Doubt, Tragic Kingdom, MCA



Various Artists, Jock Jams Vol. 2, Tommy Boy



Various Artists, Dance Mix '96, Priority



Mindy McCready, Ten Thousand Angels, MCA



Tracy Lawrence, Time Marches On, Atlantic/Nashville

Layaway
Holidays
10% DOWN - NO SERVICE CHARGE

Prices good
Nov. 16, 1996 thru Jan. 1, 1997.

MART'S ADVERTISED MERCHANDISE POLICY - It is our firm intention to have every advertised item in stock. Occasionally, however, an advertised item may not be available for purchase due to unforeseen difficulties. If this occurs, Wal-Mart will issue you a Rain Check (at your request) so you may use the item at the advertised price when it becomes available. Or, if you prefer, we will sell you a similar item at a comparable price (or reduction in price) when it is on sale. We reserve the right to limit quantities to normal retail quantities. Limitations void in New Mexico. © 1996 Wal-Mart Stores, Inc. Printed in the USA. #0503

Wal-Mart Stores, Inc.
P.O. Box 116
Bentonville, AR 72716

ECR
Bulk Rate
U.S. Postage
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By Wal-Mart
Stores, Inc.

Local

TTAB Opp. # 91/150,278
WM/LOUFNI0000030

Four Great Ways to save



Every Day Low Price ...

Because you work hard for every dollar, you deserve our very best price every time you make a purchase. You deserve our Every Day Low Price. It's not a sale, it's our Every Day Low Price. It's a great way to save.

Better Every Day ...

It's our ongoing commitment to pass even more savings on to you by making our Every Day Low Prices even better whenever we can. Just look for the smiley face throughout this ad as well as in your store. You'll smile as you discover prices that get Better Every Day!

Bonus & Special Buy ...

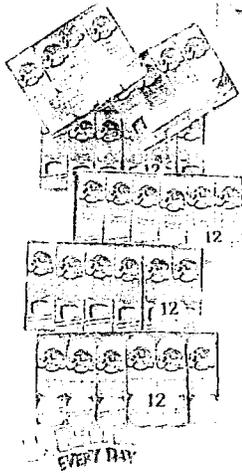
When you see merchandise flagged Bonus and Special Buy, you'll know you're getting an exceptional value. These added values are our way of saying, "Thank you for saving with us!"

A Bonus features an item we carry every day that includes an additional amount of the same product or another product for a limited time.

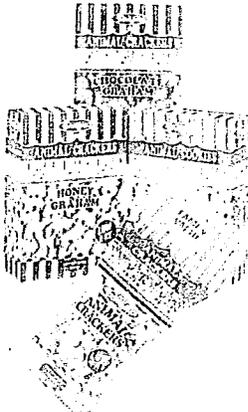
A Special Buy is an item we carry while supplies last, at a very special price.



STACKS of snacks you'll love



Was 1.78 Each
2 packs for \$3
Crackers Assortment Austin*
 • 12 ct. Cheese on Peanut Butter, Toasty Peanut Butter, Cheese on Cheese or Wheat 'n Cheddar
 • 8 ct. Cheese Favorites or Reduced Fat variety



Every Day
2 packs for \$3
Stauffer's® Animal Crackers or Cookies
 • Choose 20-oz. box (assorted flavors) or 2-lb. bag (original)



3 packs for \$4
6-Pack Act II® Popcorn Assortment
 • Choose Butter, Butter Lover's®, Natural, Light Butter or Reduced Fat Butter Lover's



197 Each, Every Day
Assorted Nabisco® Snack Crackers
 • 7-8.5 oz. Air Crisps™
 • 6.75-10 oz. Reduced Fat and Regular Crackers



58¢ Your Choice
 Was 68¢
Sam's American Choice™ 2-Liter Soft Drinks
 or 1-Liter Free & Clear Beverages
 • Assorted flavors



178 Each, Every Day
Hershey's® Sweet Escapes Assortment
 • Various flavors
 • 5.9- to 6.3-oz. bag (size varies by flavor)

NABISCO BRANDS
197
 Your Choice

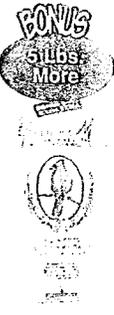
Assorted Nabisco® Snacks
 • 5.5- to 7.75 oz. SnackWell's assortment (size varies by flavor), 6.5-oz. Oreo® Brownie Bars or Chips Ahoy!® Snack Bars, Every Day
 • 20 oz. Oreo® Cream Sandwich or Double Stuf® Cookies, Was 2.50

EXTRA EXTRA SUGAR SAVINGS AT WALMART

TTAB Opp. # 91/150,278
 WM/LOU/FNI0000032



Each Every Day 297
Hefty® Trash Bags
 CinchSak®
 • 13-gal., 30-ct.
 • 30-gal., 20-ct.
 • 33-gal., 15-ct.
 • 39-gal., 12-ct.



697
Gourmet Mix Wild Bird Feed with Bonus
 • 25 lbs. for the price of 20 lbs.
 • 50% sunflower seed/10% safflower seed
 • Enriched with Pennington's bird-tote
 • Added nutrients, vitamins and minerals



827
Special Kitty™ Cat Food with Bonus
 • 25 lbs. for the price of 20 lbs.
 • 100% complete and balanced nutrition for all life stages



\$2
Twin-Pack ColorPlace® Satin Spray Paint
 • Safe for all household use
 • Dries fast
 • Indoor/outdoor use
 • Assorted fashion colors
 • 2, 11-oz. cans



Picture This!
 Includes a mini photo album

1997

Teledyne® Instapure® Water Filter and 4-Pack Cartridges Value Pack
 • Designed to help reduce chlorine taste and odor
 • Filters 1,000 gal. of water for less than 2¢ per gal.
 • Easy to install
 • A 28.58 cost if purchased separately
 • No. F2CBP



2
Cereal
 Various varieties
 (20-26 oz. each)



Your Choice Every Day 548
TDK® Blank Tapes Assortment
 • Choose 3-pk. T-120 standard grade videos, 2-pk. T-160 standard grade videos, 2-pk. T-120 hi-grade videos, 5-pk. 90-min. audio or 6-pk. 60-min. audio

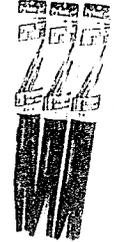
Your Choice 249
Armstrong Floor Cleaner with Bonus
 • 40 oz. includes 8 bonus oz. at no additional cost
 • Was 3.87 Each



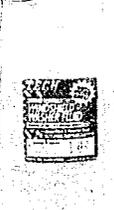
Brite® Floor Cleaner
 • 32 oz.
 • Was 4.17 Each



Every Day 2 for \$3
Scott® Shop Towels
 • Each roll contains 55 towels
 • Ideal for garage, auto or around the home
 • Tough towels absorb grease and oil



397
Pylon® 2-Pack Plus Premium Wiper Blades
 • Stainless steel flexors
 • Natural rubber
 • Aerodynamic design
 • Exact fit for domestic and import
 • Available in 16-, 18- or 20-in. lengths



117
Tech 2000™ Windshield Washer Fluid
 • A total of 1 gal., 26 oz. for the price of 1 gal.
 • Winter formula
 • Cleans glass and removes frost

WALMART®
 ALWAYS LOW PRICES. ALWAYS WAL-MART.

Always™

Wal-Mart Stores, Inc.
 P.O. Box 116
 Bentonville, AR 72716

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 Bulk Rate
 U.S. Postage
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52N Printed by Century Graphics; Winchester, VA

TTAB Opp. # 91/150,278
 WM/LOUFNIO000033

Shop at Wal-Mart on the World Wide Web: <http://www.wal-mart.com>
 Prices good January 29-February 4, 1997
 Prices and items available only in the USA.

WAL-MART'S ADVERTISED MERCHANDISE POLICY: It is our firm intention to have every advertised item in stock. Occasionally, however, an advertised item may not be available for purchase due to unforeseen difficulties. If this happens, Wal-Mart will sell you a similar item at a comparable price (or reduction in price if the item is on sale). Or, if you prefer, we will issue you a Rain Check (at your request) so you may purchase the item at the advertised price when it becomes available. We reserve the right to limit quantities to normal retail purchases. Limitations void in New Mexico. ©1997 Wal-Mart Stores, Inc. Printed in the USA.

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 Containing 60%
 Post Consumer Fiber

EXTRA, EXTRA! Special Savings at WALMART

24-60

Four Great ways to save ...

SPECIAL Buy

BETTER EVERY DAY

BONUS



Take Comfort in QUALITY



SPECIAL Buy

2 for \$5

Impulse 100% Cotton Bath Towels

Matching Coordinates Special Buy

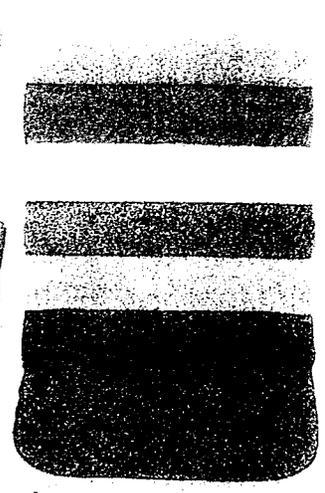
Washcloth	1.76
Hand Towel	2.26



SPECIAL Buy

\$5

20 x 30
30 x 30
30 x 60
Reg. 5.96



SPECIAL Buy

\$5 Each

Bath Rug Assortment
20 x 30 inches in 6 colors
100% nylon

Every Day Low Price ...

Because you work hard for every dollar, you deserve our very best price every time you make a purchase. You deserve our Every Day Low Price. It's not a sale. It's our Every Day Low Price. It's a great way to save.

Better Every Day ...

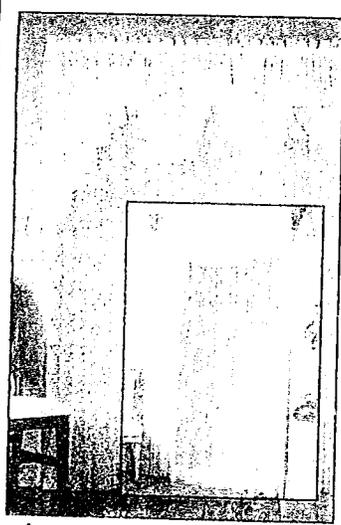
It's our ongoing commitment to pass even more savings on to you by making our Every Day Low Prices even better whenever we can. Just look for the smiley face throughout this ad as well as in your store. You'll smile as you discover prices that get Better Every Day!

Bonus & Special Buy ...

When you see merchandise flagged Bonus and Special Buy, you'll know you're getting an exceptional value. These added values are our way of saying "Thank you for saving with us!"

A Bonus features an item we carry every day that includes an additional amount of the same product or another product for a limited time.

A Special Buy is an item we carry while supplies last, at a very special price.



SPECIAL Buy

\$5 Your Choice

Jacquard Lace Panels, Swags, Valances and Scarfs

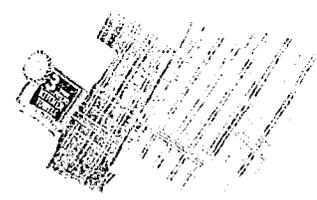
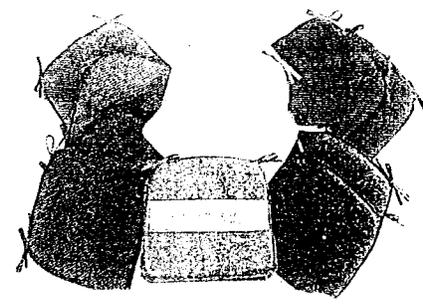
Choose from 46 x 81- and 46 x 63-inch panels, 50 x 38-inch swags, 40 x 21-inch valances, and scarfs. Available in egg shell or white.

Country Braided Oval Rug
20 x 30 inches.

Country Braided Rug,
30 x 50 inches,
Every Day 15.96

Country Braided Oval Rug,
24 x 66 inches,
Every Day 18.96

Country Braided Oval Rug,
5 x 8 feet,
Every Day 59.96



SPECIAL Buy

2 for \$5

3-Piece Kitchen Towel Sets
Assorted color

TTAB Opp. # 91/150,278
WM/LOUFNI000035

SPECIAL Buy

\$5 Your Choice

2-Pack Toss Pillows or 2-Pack Chair Pads

16 inch eyelet toss pillows are available in white, ivory, pastel pink, pale blue, ice green and yellow. 2-pack chairpads available in assorted patterns.

Active
and
Casual



BASICS

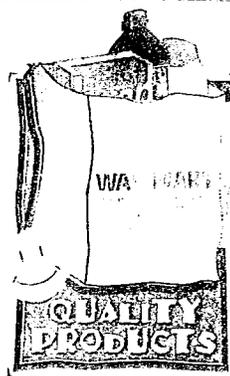
5.96
Every Day

White Stag
Sport Bra
Sizes S-XL. No. 4400.

BETTER
EVERY DAY

1.97
Was 2.26

Soft Cup Bra
Assorted styles and sizes



Quality
Through and
Through

To ensure the quality of our merchandise, Wal-Mart has teamed up with Consumer Testing Laboratories, a leading independent commercial testing group.

Consumer Testing Laboratories tests approximately 35,000 Wal-Mart items annually for overall quality.

Apparel items are tested for fit, durability in use and washing, colorfastness, stitching quality, overall workmanship and appearance. So, know your next Wal-Mart T-shirt, jeans or other apparel item has been tested for maximum satisfaction.

Always

TTAB Opp. # 91/150,278
WM/LOUFNI0000036



2 for \$3 Every Day

Simply Basic Tunnel Panties
100% cotton panties in fashionable colors. Choose bikini or thong. Colors may vary by store. Sizes 5-8.



BETTER
EVERY DAY

2 for \$7 Was 3.96 Each

Soft Cup Bra
Classic soft cup styling that even provides support for full figures. Sizes 34-40B, 34-42C & 36-44D.

\$6 Each Pack
Every Day

2-Pack Cupid Light Control Briefs
Soft and comfortable control briefs or hi-cuts in attractive styles. Available in white, pink, black or beige. Color selection may vary by store. Sizes S-XL. Nos. 2103, 2104 & 2106.

2-Pack Deal

\$5 Each
Every Day

Cupid Moderate Control Brief
Moderate level control in attractive styles. Available in white or beige. Color selection may vary by store. Sizes S-XL. Nos. 2200, 2201 & 2202.

LEAF **Doritos** **Doritos**

2 for \$4

Walmart Potato Chips

Frito-Lay Assortment

• Choose 14-oz. Lay's regular potato chips or 14.5-oz. Doritos, nacho cheese or cool ranch chips

Was 2.99 Each

Every Day

118

Sam's American Choice®

6-Pack Soda Assortment

• Choose cola, diet cola, diet dietal, green lightning, southern lightning, diet southern lightning, root beer, orange, grape or lemon lime.

Every Day

2 for \$5

Nabisco Assortment

• Choose 18-oz. Chips Ahoy! Cookies, 16-oz. Honeymaid Honey Grahams (regular or low fat), Oatmeal Crunch (regular) or Cinnamon (low fat) or 16 oz. Ritz crackers



Join **SAM'S Club** in '97

Celebrate Extraordinary

WALMART CLUB

Merchandise at Extraordinary Values.

Clip out this One-Day Guest Membership and shop with us for the day! Experience the quality and values we have to offer. We're certain you will want to become a SAM'S Club member and shop all year long.

Name: _____

Street: _____

City/State: _____

Zip: _____

Phone: _____

Expiration Date: 2/01/97

Member No.: 176939197

WALMART CLUB

5% purchase apply on all purchases. The One-Day Guest Membership Card is good for one shopping trip to SAM'S Club. Cash, Discover or all News Cards - only the check! You may apply for membership subject to qualifications, which become a SAM'S Club.

You Surf, You SAVE!

4.77

Your Choice Was 5.78

Surf Laundry Detergent

• Choose 42-use Surf, 33-use Surf with bleach, 100-oz. Surf liquid or Surf with bleach

2.97

Your Choice

10-Pack Full-Size Bars

• Choose Hershey's, Reese's Peanut Butter Cups, Kit Kat, Milk Chocolate or Milk Chocolate with Almonds or Nestle's Baby Ruth, Crunch or Butterfinger.

1.97

BONUS 50 Bags

Ruffies Colorscents Trash Bags

• 50 bags plus bonus 50 bags for total of 100 bags

4.77 Your Choice

Snuggle Fabric Softener

• 60-oz. Ultra Snuggle regular or green liquid, Every Day

• 120 ct. Snuggle Dryer Sheets.

Was 5.27

WALMART

ALWAYS LOW PRICES. ALWAYS WAL-MART.

Always

Wal-Mart Stores, Inc.
P.O. Box 116
Bentonville, AR 72716



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EQUATE

42 Printed by RRD; Newton, NC

TTAB Opp. # 91/150,278
WML/OUFNI0000037



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Prices good December 29 - January 4, 1997. Prices and items available only in the USA.

WAL-MART'S ADVERTISED ITEM FAVORITE POLICY - It is our firm intention to have every advertised item in stock. Occasionally, however, an advertised item may not be available for purchase due to unforeseen shortages. If this happens, Wal-Mart will issue you a Rain Check (at your request) so you may purchase the item at the advertised price when it becomes available. Or, if you prefer, we will sell you a similar item at a comparable price (or replacement of such if the item is on sale). We reserve the right to limit quantities to normal retail purchases. Limitations apply in New Mexico. ©1997 Wal-Mart Stores, Inc. Printed in the USA.

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Special Buy
1286
Each

Hike® Binder
Contoured, zippered,
trapper or extensible style.
One Time Offer.

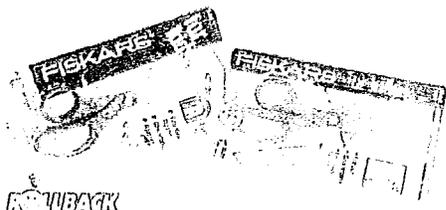
The HIKE name and SW90011 name and design are trademarks of DIVE, Inc.



ROLLBACK
2 for \$5
Was 2.68
Each
Mead® Five-Star™
1-Subject Notebook or Themebook
Two pocket inserts, 100 sheets.



ROLLBACK
\$1.67-1.97
Each
Attitude Themebook or Folder
1-subject, 90-count themebook or
2-pocket poly folder. Assorted colors.



ROLLBACK
2 for \$3
Was 1.80
Each
Fiskars® Scissors
Blunt or pointed tip.



Special Buy
2 for \$5
3-Pack
Composition
Books with
Mini Book
One Time Offer.

Gellyz
Black Paper
Notebook with
Gel Pen
One Time Offer.

Always Low Prices

Rollback Because you won't find for every dollar, you deserve the best price we can offer every time you make a purchase. You know our Every Day Low Price. It's the same, it's great, and it's on every day to make your dollar go further at Wal-Mart.

Rollback This is our commitment to you. It means we're opening our doors to you for the lowest Every Day Low Price. When our costs get really high, it allows us to lower our prices for you just for the smile face throughout this ad as well as in our store. You'll smile, too.

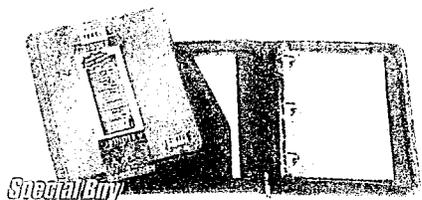
Special Buy When you see Special Buy items, you'll know you're getting an exceptional value. It may be an item we carry every day that includes an additional amount of the same product or another product for a limited time. Or, it could be an item we carry with

TTAB Opp. # 91/150,278
WM/LOUFNI0000039

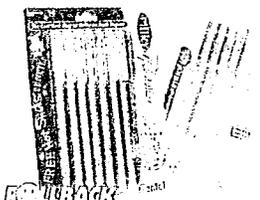
WAL-MART
ALWAYS LOW PRICES



ROLLBACK
\$1.97
Was 12.97
Boston®
Electric Pencil Sharpener
Solid-steel cutter. Non-skid
rubber feet. No. W19210

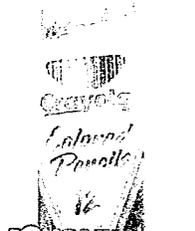


Special Buy
4 for \$9.96
Each
ClassGear Zipper Binder
Includes 25 sheets of filler paper.
Assorted colors. One Time Offer.

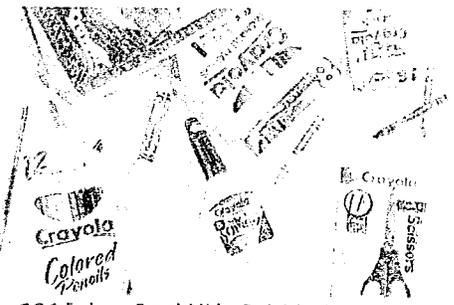


ROLLBACK
2 for \$9.96
Was 5.47-5.97
Each Pack
7-Pack Milky Gel Pens
with Bonus
Includes bonus
mechanical pencil

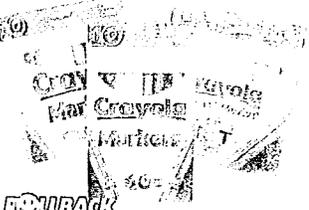
5-Pack Metallic Gel Pens
Writes on white
and dark paper.



ROLLBACK
\$1.97
Was 1.97
12-Count Crayola®
Colored Pencils
Sturdy, colored leads



Special Buy
6 for \$9.96
Each
Crayola® Value Pack School Pouch
Includes 1 canvas zippered pouch, 16 crayons,
4-ounce washable glue, 8 washable markers,
12 colored pencils, 1 pair of pointed-tip scissors
and 1 washable highlighter. One Time Offer.



ROLLBACK
97¢ Each
Was 2.67
10-Count Crayola® Markers
Classic thin line, classic broad line
or techno brite broad line.



Each Pair • Every Day
19.83

Men's No Boundaries Athletic Shoe
Leather uppers and man-made material.



Each Pair • Every Day
16.83

Ladies' No Boundaries Athletic Shoes
Leather uppers and man-made material.



Each Pair • Every Day
14.83

Children's No Boundaries Athletic Shoes
Leather uppers and man-made material.



ROLLBACK
14.83 Each Pair • Was 16.97

Men's No Boundaries' Casuals
Available in brown or black.
Man-made materials.



ROLLBACK
9.83 Each Pair • Was 12.57

Ladies' No Boundaries' Wedge or Mule Casuals
Man-made materials.



12.97 Each Pair • Every Day
Ladies' No Boundaries' Fashion Clogs
Man-made materials.



ROLLBACK
7.83 Each Pair • Was 9.97

Girls' No Boundaries' Casuals
Man-made materials.

Shop Online!
Have it delivered straight to your dorm room.

Off to College?

wal-mart.com

Available in the Automotive Department

Key Cutting

97¢ Each Every Day

Color Plus Key
Each, Every Day . . . 1.37

R17-50 Printle TTAB Opp. # 91/150,278
WM/LOUFN1000040

WAL-MART Always
ALWAYS LOW PRICES.
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least 10% Post
Consumer Fiber

For the store location nearest you,
please call 1-800-881-9189

To order merchandise online,
shop at www.wal-mart.com
*Some items may not be available online.

Prices good through August 8, 2000. Prices and items available only in the USA.

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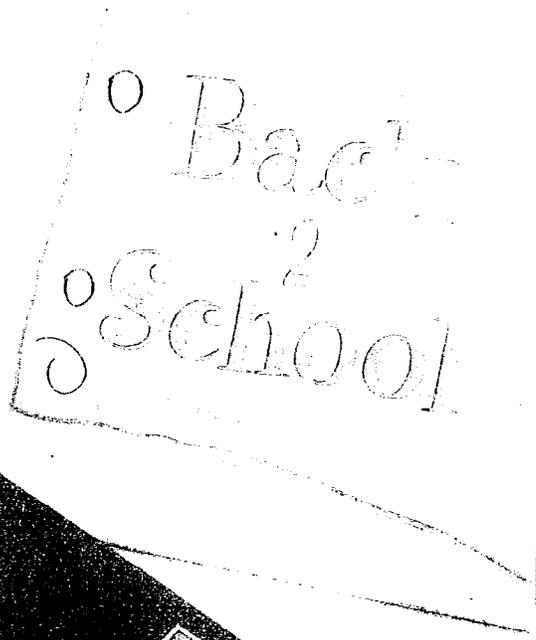
239⁹⁹

Every Day
Boys' Raystare® Clock Watch
Gold-tone stainless steel

Girls' Raystare® Clock Watch
Metallic
Every Day \$6.99

Jewelry is enlarged to show detail.

*Customize your class ring with your year, activity, school colors, bell curve and theme colors (maps may be available in gold or 14k yellow or white gold). Prices vary by style based on options. Prices shown reflect 14k gold or platinum with synthetic stones.



187

Every Day
GelInk™ Notebook
Makes taking notes fun!

50 Sheets • Solid Color • Wide Ruled
8-1/2" X 11" (21.6 X 27.9 cm)

Dark paper for
Gel Pens

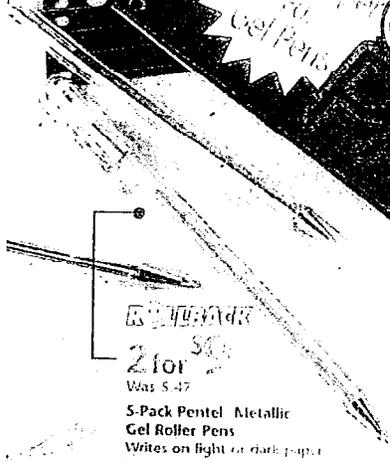
GelInk™
Notebook

ACID FREE



447

Every Day
6-Pack Pentech™ Fireworks!
Pastel Gel Roller Pens



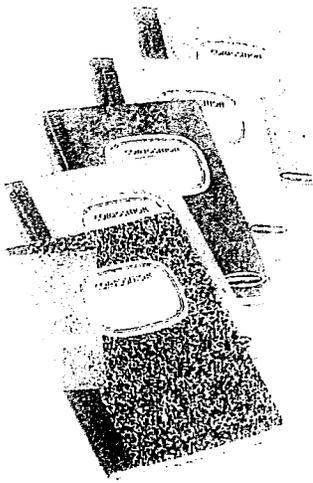
Pentech

2 for \$5.99
Was \$ 4.97

5-Pack Pentel Metallic
Gel Roller Pens

Writes on light or dark paper

TTAB Opp. # 91/150,278
WM/LOUFN1000044



ROLLBACK

Composition Book
Assorted colors.

79¢
Every Day
Pooh® Phone
& Address Book



ROLLBACK

Crayola® Colored Pencils
12-count box.

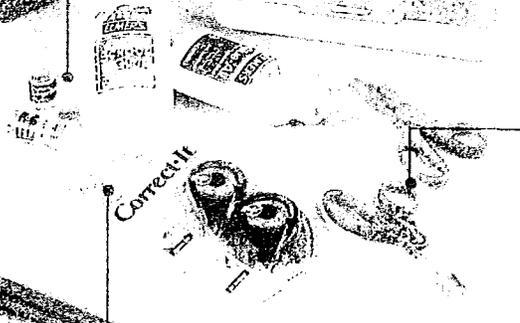


19¢
Each • Every Day
Scooby-Doo® or Looney Tunes®
Spacemaker Box



ROLLBACK

4 for \$1
Was 70¢ 98¢ • Each.
Elmer's® Glue Assortment
4-ounce School Glue,
4-ounce Glue-All® or twin-pack
School Glue Stick. Non-toxic.



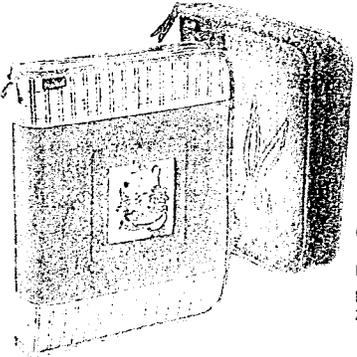
ROLLBACK

2 for \$1
Was 1.89 • Each
Fiskars® Scissors
Blunt or pointed tip.

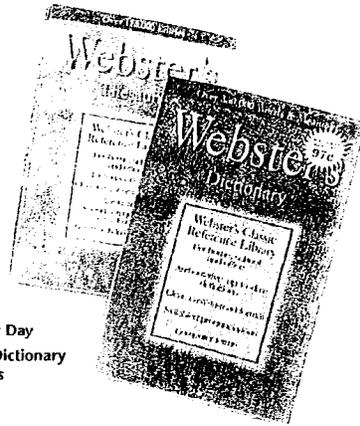


ROLLBACK

2 for \$1
Was 59¢
2-Pack Correct-It™
Applies dry for shadow-free copies.



99¢
Each • Every Day
Pooh™ or Looney Tunes®
Zipper Binder

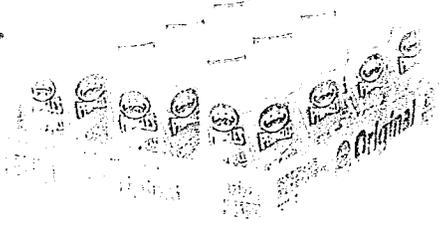


97¢
Each • Every Day
Webster's® Dictionary
or Thesaurus

TTAB Opp. # 91/150,278
WM/LOUFNI0000045

4.97

Every Day
12-Pack Pringles®
Original or sour
cream and onion.
12, 5-oz. cans.



ROLLBACK

2 for \$3
Was \$3.99
Doritos® or Cheetos®
12-Sack

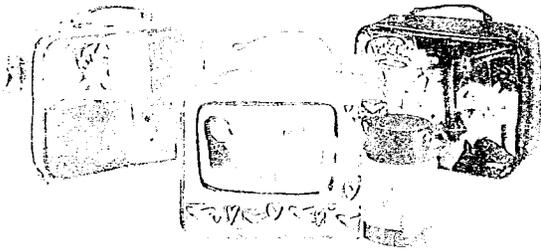


ROLLBACK

2 for \$3
Was \$4.99
Frito-Lay Snacks
Variety Pack
27 bags per pack.

ROLLBACK

2 for \$3
Was \$3.99
Doritos®
14.5 ounces.
Assorted flavors.



ROLLBACK

2 for \$3
Each \$1.99
Soft-Sided Lunch Kit
Barbie®, Pokémon™
or Pooh™. Kit includes
Thermos® beverage holder.

2 for \$3
Every Day
Great Value®
Fruit Smiles
9 ounces.



TTAB Opp. # 91/150,278
WM/LOUFN10000046

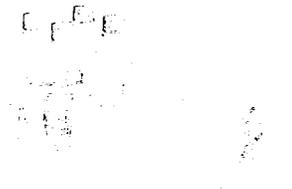
ROLLBACK

199
10-Pack Hi-C®
All flavors.



ROLLBACK

199
4-Pack
Sam's American Choice™
Clear American Sparkling Beverage
4 pack. Assorted flavors.



ROLLBACK

179
Each 16.9 oz
Gatorade®
All flavors. 64 ounces.



ROLLBACK

199
Kellogg's™ Snackums®
4.8 ounces. Assorted flavors.

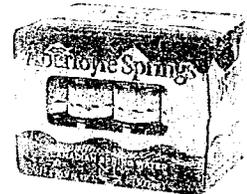


ROLLBACK

177
Each 3.5 oz
Act II® Popcorn
All flavors. 3-8 count.

197

Every Day
Kellogg's®
Rice Krispies Treats®
All flavors. 6-8 count.



297

Every Day
Aberfoyle Springs Water
12 pack.

2 for \$5

Every Day
Little Debbie® Big Nutty Bars
or Big Oatmeal Creme Pies
25-36 ounces.

97¢

Every Day
Hunt's® Snack Pack® Pudding
Assorted flavors. 4 pack.

Back
to
School



ROLLBACK

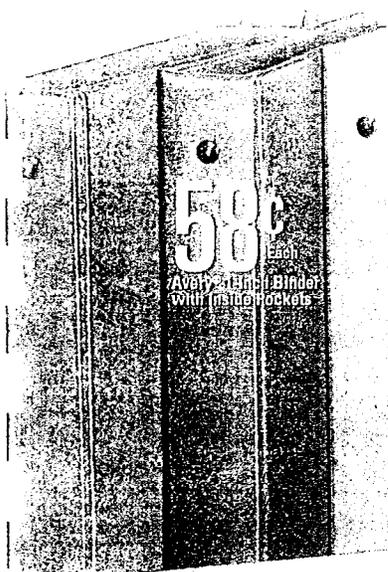
187
10-Pack
10-Pack Capri Sun®
All flavors.



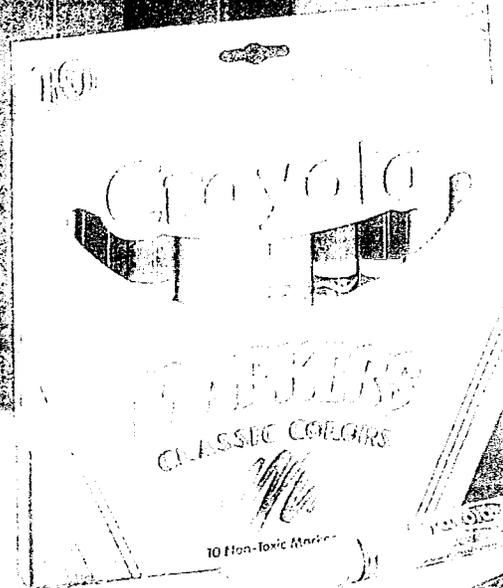
Shop www.wal-mart.com

TTAB Opp. # 91/150,278
WM/LOUFN10000047

Prices good July 7 - August 31, 2000. WAL-MART'S ADVERTISED MERCHANDISE POLICY - It is our firm intention to have every advertised item available for purchase due to unforeseen difficulties. If this happens, Wal-Mart will sell you a similar item at a... Item is on sale). Or, if you prefer, we will issue you a Rain Check at your request so you may purchase the item (excluding Special Buy items) at the advertised price when it becomes available. We reserve the right to limit quantities to normal retail purchases. Offer and/or limitations void where prohibited by law ©2000 Wal-Mart Stores, Inc. Printed in the USA.



58¢ Each
Alloy Binder
With 3 Rings



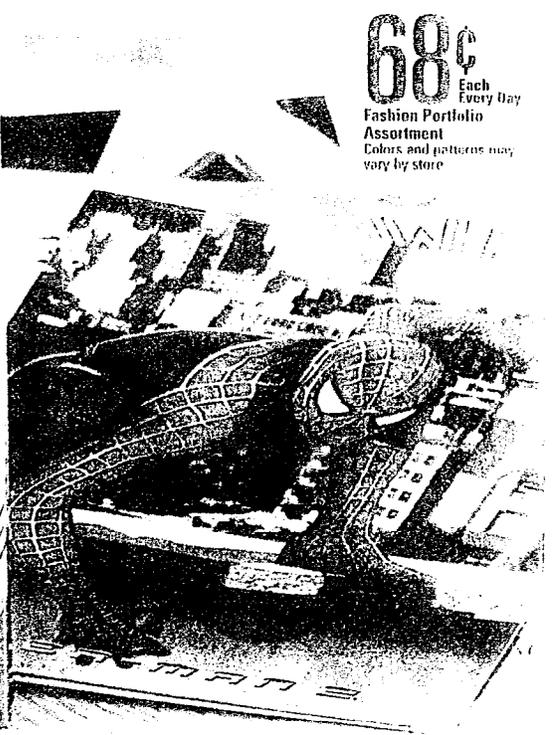
10-Count
Crayola
MARKERS
CLASSIC COLORS

10 Non-toxic Markers

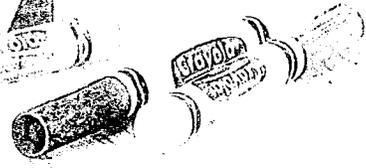


12-Count
Crayola
COLORED
PENCILS

12 Non-toxic Pencils



68¢ Each
Every Day
Fashion Portfolio
Assortment
Colors and patterns may
vary by store



\$1

Each

Crayola® 10-Count Markers
or 12-Count Colored Pencils

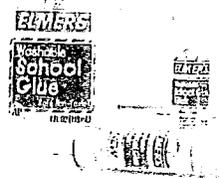
TTAB Opp. # 91/150,278
WM/LOUFNI0000048



33¢

Elmer's® Glue All™ or School Glue
Washable. Non-toxic.
4 ounces.

2-Pack Glue Sticks
0.42 ounces.



42¢

Crayola® 24-Count Crayons
Assorted colors.



58¢

No Boundaries™ Composition Notebook
Wide-ruled, 100 pages.



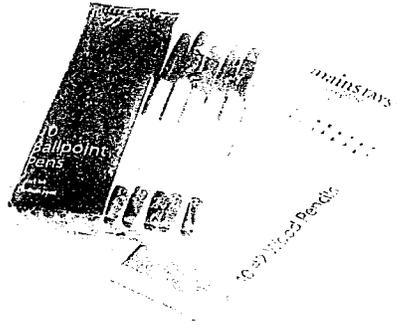
Because you work hard for every dollar, you deserve the lowest price we can offer every time you make a purchase. You deserve our Every Day Low Price. It's not a sale; it's a great price you can count on every day to make your dollar go further at Wal-Mart.

ROLLBACK

This is our ongoing commitment to pass even more savings on to you by lowering our Every Day Low Prices whenever we can. When our costs get rolled back, it allows us to lower our prices for you! Just look for the Rollback smiley face throughout this ad as well as in your store.

SPECIAL BUY

When you see items with the Special Buy logo, you know that you're getting an exceptional value. It may be an item that we carry every day that includes an additional amount of the same product or another product for a limited time. Or, it could be an item that we carry while supplies last, at a very special price.



48¢ Each Every Day

Mainstays™ 10-Count Ballpoint Pens or Pencils
Black, blue or red ink pens or #2 lead pencils with eraser tips

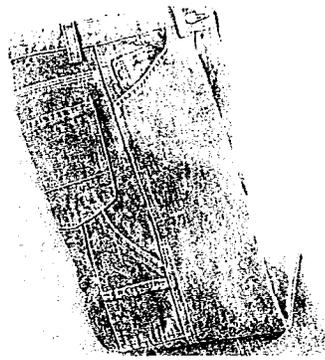
TTAB Opp. # 91/150,278
WM/LOUFNI0000049

Wal-Mart.com

Shop Online With Wal-Mart.com or Antares Online



673 Every Day
Boys' Bugle Boy®
 Screen-Printed T-Shirt
 Assortment
 Sizes 4-18.



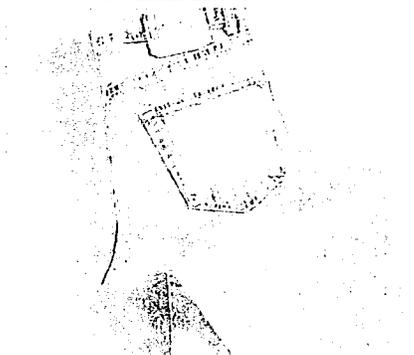
ROLLBACK
1144 Was 11.93
Boys' Bugle Boy®
 Carpenter Jeans
 Adjustable waist. Assorted
 finishes. Sizes 4-18
 8-18H • Was 14.93, Now 13.44



976 Each
 Every Day
Men's Levi Strauss
 Signature Series™
 Graphic T-Shirt Assortment
 Sizes S-XL
 2X-3X • Every Day, 11.76



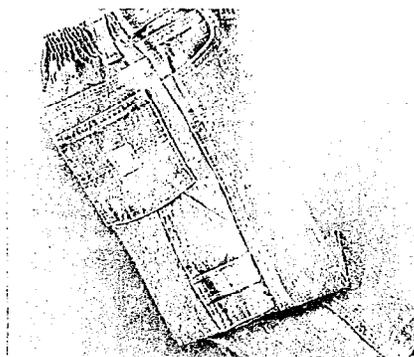
2982 Every Day
Men's Levi Strauss
 Signature Series™
 Trucker Jacket
 Sizes S-XL
 2X-4X • Every Day, 34.82



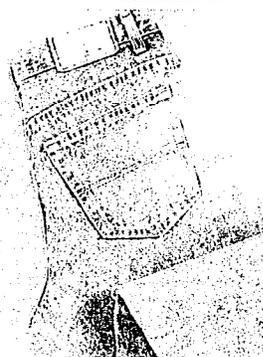
ROLLBACK
1968 Was 22.68
Men's Levi Strauss
 Signature Series™ Jeans
 Regular or relaxed fit.
 Assorted finishes. Sizes 30-42



ROLLBACK
1968 Was 29.68
Men's Levi Strauss
 Signature Series™
 Carpenter Jeans
 Assorted finishes. Sizes 30-40.
 Days' Sizes
 4-7 • Every Day, 13.68
 8-18 • Every Day, 15.68
 8-18H • Every Day, 16.68



ROLLBACK
884 Was 10.52
Boys' Faded Glory®
 Carpenter Jeans
 Assorted finishes. Sizes 8-18.
 4-7 • Was 9.52, Now 7.84
 8-18H • Was 12.52, Now 9.84



ROLLBACK
984 Was 10.77
Men's Faded Glory® Jeans
 Original or relaxed fit. Assorted
 finishes. Sizes 30-42

TTAB Opp. # 91/150,278
 WM/LOUFNI000050

Zane,
son of Ronnie,
Maintenance
Associate

1.97 Each
Every Day

Hawaiian Punch® Drink
• Assorted flavors
• 126 fl. oz.



ROLLBACK

\$5 Was
5.49

Pringles® 10-Pack
Snack Stack Chips
• 10, 0.81-oz. stacks



Special Buy
3.98

General Mills® 2-Pack
Cereal Assortment
• Reduced Sugar Cinnamon Toast
Crunch® and Cocoa Puffs®, or original Kit
• 24, 27.5 total oz.
One Time Offer

2.50 Every
Day

Sam's Choice®
12-Pack Water
• 12, 20-oz. bottles



97¢ Each Pack
Every Day

10-Pack Miniature
Candy Bar Assortment

Boxed Candy Assortment
• 5.5-9.2 oz.

1.78 Every
Day

Sam's Choice™
Clear American™
4-Pack Flavored Water
• Assorted flavors
• 4, 20-oz. bottles



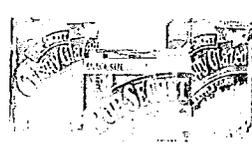
80¢ Each
Every Day

Great Value™
Cookie Assortment
• Assorted flavors
• 9, 1.8 oz.



1.99 Each Pack
Every Day

Although Cereal Bars or Pop-Tarts™
are sold in packs,
they are sold individually.



2.50 Each Pack
Every Day

Pop Secret® Multi-Pack
Microwave Popcorn
• 8-pack regular-sized or
10-pack snack-sized
• Assorted flavors



Special Buy

2.96

Kid Connection™
15-Count Salty Snack
Variety Sack
One Time Offer

**Things to know when you
are offered and/or
use credit for the first time:**

1. Understand that credit is not free. Interest charges are added every month if you do not pay your bill in full.
2. It is important to pay your bill on time every month. And always pay at least the minimum amount due.
3. Know what's on your credit report. Get yours today from TrueCredit™ at www.walmart.com.

WAL-MART
Financial Services

WAL-MART'S ADVERTISED MERCHANDISE POLICY - It is our firm intention to have every advertised item in stock. Occasionally, however, an advertised item may not be available for purchase due to unforeseen difficulties. If this happens, Wal-Mart will sell you a similar item at a comparable price (or reduction in price if the item is on sale). Or, if you prefer, we will issue you a Rain Check at your request so you may purchase the item (excluding Special Buy - One Time Offer items) at the advertised price when it becomes available. We reserve the right to limit quantities to normal retail purchases. Offer and/or limitations void where prohibited by law. ©2004 Wal-Mart Stores, Inc. Printed in the USA.

Wal-Mart Stores, Inc.
P.O. Box 116
Bentonville, AR 72716

ECH
PRESORTED
STANDARD
U.S. POSTAGE
PAID
ADVO, INC.

TTAB Opp. # 91/150,278
WM/LOUFN10000051

Prices good August 1-7, 2004. Prices and items available only in the USA (may vary in AK and HI). For the store location nearest you, please call 1-800-881-9180.

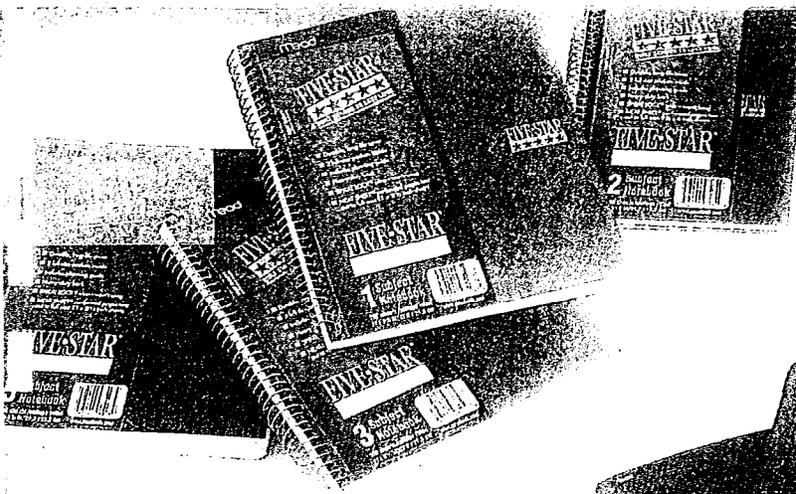


Call toll-free to apply for the Wal-Mart
Credit Card, 1-877-969-3668.



24B/16HTB (ADVO)

R17-1278 ADVO Printed by Veritas, Charlotte, NC

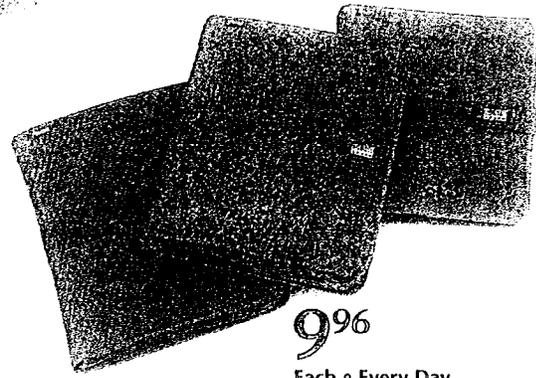


ROLLBACK

950

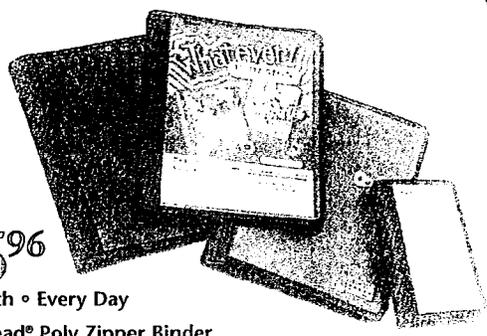
Mead® Five-Star™ 1-Subject Notebook

	Every Day
2 Subject	1.97
3 Subject	3.57
5 Subject	4.97



996

Each • Every Day
Mead® Five-Star™ First Gear Binder
Zipper or ensemble style.



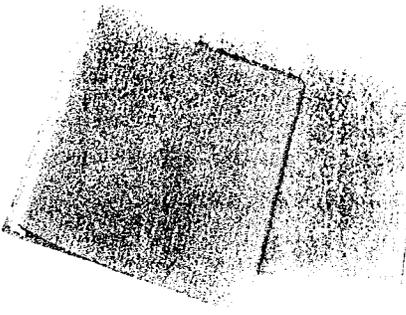
596

Each • Every Day
Mead® Poly Zipper Binder
Assorted styles.



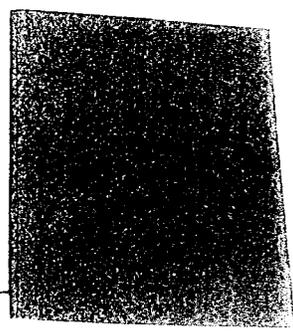
977

Every Day
Mead®
Fat Little Planner



974

Each • Every Day
Mead® Slicker Binder



ROLLBACK

5109

Was 4.26 each

Mead® Portfolio Folder
2 pockets. 3 prongs.



ROLLBACK

450

Was 5.47

Pentel® Metallic Gel Roller Pens
5 pack.



447

Every Day
Pentech™ Fireworks®
Pastel Gel Roller Pens
6 pack.

TTAB Opp. # 91/150,278
WM/LOUFNI0000042



239⁹⁷

Every Day
Boys' Keychain Watch
Girls' Keychain Watch
Date: 11/11/99 \$5.00



187

Every Day
Gel-ink™ Notebook
Makes taking notes fun!

90 Sheets • Solid Color • Wide Ruled
8-1/2" X 11" IN (21.6 X 27.9 cm)

Includes 6
Gel Pens

Gel-ink™ Notebook

ACID FREE



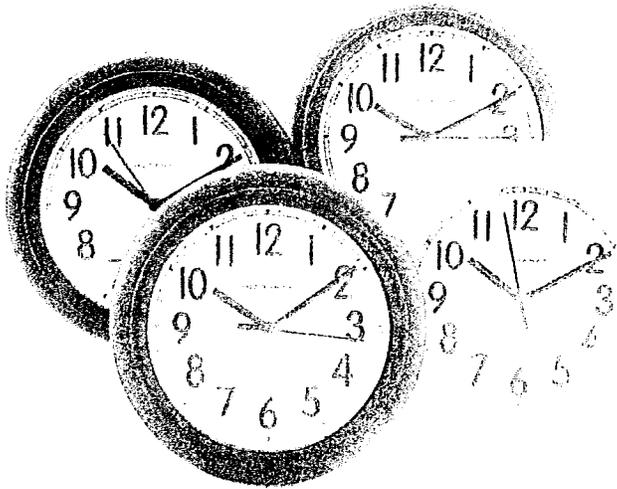
447

Every Day
6-Pack Pentech® 'Fireworks!'
Pastel Gel Roller Pens

2 for \$9

Was \$47
5-Pack Pentech® Metallic
Gel Roller Pens
Writes on light or dark paper

TTAB Opp. # 91/150,278
WM/LOUFNI0000044



ROLLBACK

4.99

Was 9.99

Cascade Clock
Quartz accuracy in
assorted fashion colors.

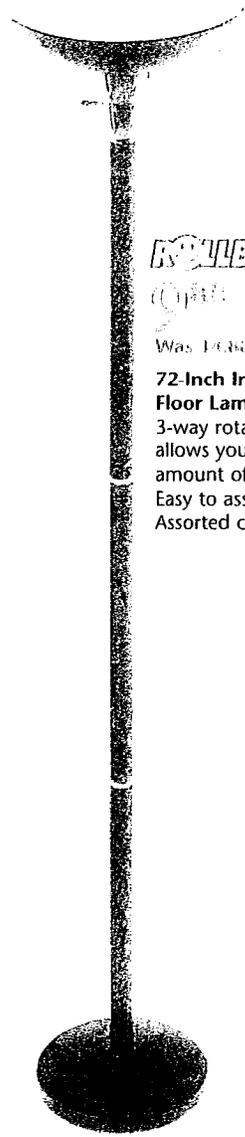


ROLLBACK

7.88

Was 9.97

**71-Inch Incandescent
Floor Lamp**
3-way rotary switch
allows you to adjust the
amount of light needed.
Easy to assemble.
Available in black.

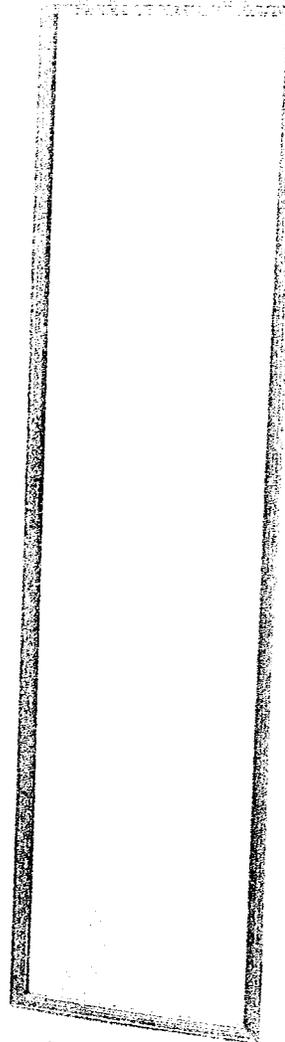


ROLLBACK

11.88

Was 14.88

**72-Inch Incandescent
Floor Lamp**
3-way rotary switch
allows you to adjust the
amount of light needed.
Easy to assemble.
Assorted colors.



ROLLBACK

4.88

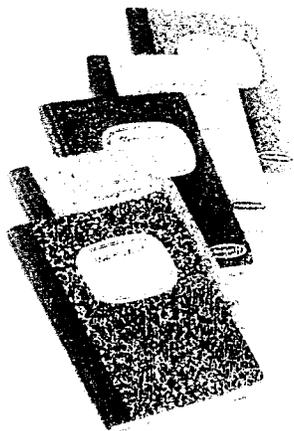
Was 5.88

Door Mirror
12 x 48 inches. Nos. DM18PK/
1248NIC8/1012/20-6000.



Prices good through August 1 - 31, 2000. WAL-MART'S ADVERTISED MERCHANDISE POLICY - It is our firm intention to have every advertised item in stock. Occasionally, however, an advertised item may not be available for purchase due to unforeseen difficulties. If this happens, Wal-Mart will sell you a similar item at a comparable price (or reduction in price if the item is on sale). Or, if you prefer, we will issue you a Rain Check at your request so you may purchase the item (excluding Special Buy items) at the advertised price when it becomes available. We reserve the right to limit quantities to normal retail purchases. Offer and/or limitations void where prohibited by law. ©2000 Wal-Mart Stores, Inc. Printed in the USA.

TTAB Opp. # 91/150,278
WM/LOUFNI0000043



ROLLBACK

88¢

Each • Was \$1.57
Composition Book
Assorted colors.

79¢

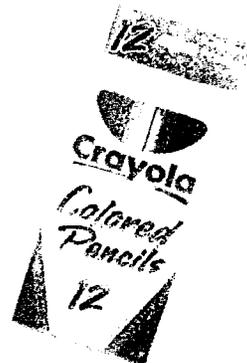
Every Day
Pooh® Phone
& Address Book



ROLLBACK

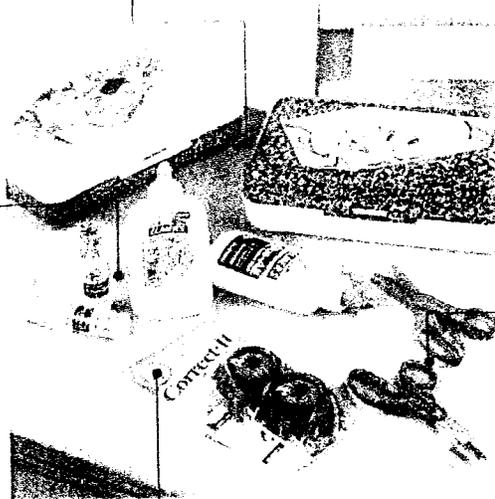
88¢

Was 1.97
Crayola® Colored Pencils
12-count box.



19¢

Each • Every Day
Scooby-Doo® or Looney Tunes®
Sparemaker Box



ROLLBACK

4 for \$1

Was 78¢ - 98¢ • Each

Elmer's® Glue Assortment
4-ounce School Glue,
4-ounce Glue All® or twin-pack
School Glue Stick. Non-toxic.

ROLLBACK

2 for \$3

Was 1.88 • Each

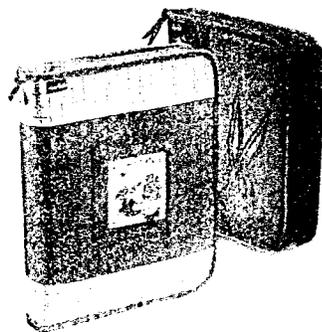
Fiskars® Scissors
Blunt or pointed tip.

ROLLBACK

\$3

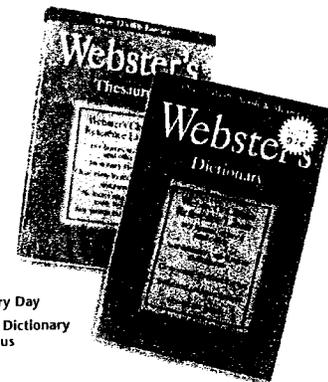
Was 3.47

2-Pack Correct-It™
Applies dry for shadow-free copies.



99¢

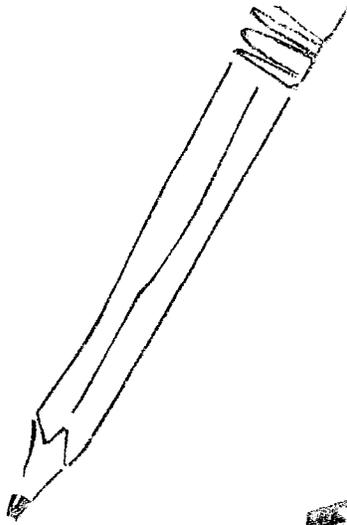
Each • Every Day
Pooh™ or Looney Tunes®
Zipper Binder



97¢

Each • Every Day
Webster's® Dictionary
or Thesaurus

TTAB Opp. # 91/150,278
WM/L.OUFN10000045



4.97

Every Day
12-Pack Pringles®
Original or sour
cream and onion.
12, 5-oz. cans.



BACK

2 for \$5
Was 3.14

Doritos® or Cheetos®
12-Sack



BACK

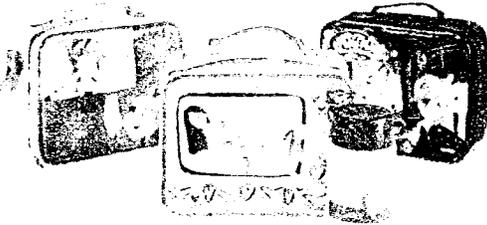
4.97

Was 7.97
Frito-Lay Snacks
Variety Pack
27 bags per pack.

BACK

2 for \$4
Was 2.97

Doritos®
14.5 ounces.
Assorted flavors.



BACK

6.97

Each - Was 7.97
Soft-Sided Lunch Kit
Barbie®, Pokémon®
or Pooh®. Kit includes
Thermos® beverage holder.

2 for \$3
Every Day
Great Value®
Fruit Smiles
9 ounces.



TTAB Opp. # 91/150,278
WM/LOUFNI0000046



ROLLBACK
1.75

Each • Was 1.97
Gatorade®
All flavors. 64 ounces.

ROLLBACK

1.84

Was 1.97

10-Pack Hi-C®
All flavors.



ROLLBACK

2 for 3

Was 1.76 • Each Pack

Sam's American Choice™
Clear American Sparkling Beverage
4 pack. Assorted flavors.



ROLLBACK

2 for 3

Was 1.76 • Each

Kellogg's™ Snackums®
4.8 ounces. Assorted flavors.



ROLLBACK

1.77

Each • Was 2.27

Act II® Popcorn
All flavors. 3-8 count.



2 for \$5
Every Day
Lil Hugs®
24 count.

1.97

Every Day

Kellogg's®
Rice Krispies Treats®
All flavors. 6-8 count.



2 for \$5

Every Day

Little Debbie® Big Nutty Bars
or Big Oatmeal Creme Pies
25-36 ounces.

97¢

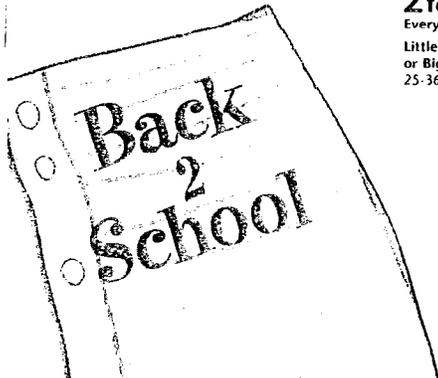
Every Day

Hunt's® Snack Pack® Pudding
Assorted flavors. 4 pack.

2.97

Every Day

Aberfoyle Springs Water
12 pack.



ROLLBACK

1.87

Was 1.97

10-Pack Capri Sun®
All flavors.



Shop www.wal-mart.com

TTAB Opp. # 91/150,278
WM/LOUFN1000047

Prices good July 7 - August 31, 2000. WAL-MART'S ADVERTISED MERCHANDISE POLICY - It is our firm intention to have every advertised item may not be available for purchase due to unforeseen difficulties. If this happens, Wal-Mart will sell you a similar item at a... item is on sale. Or, if you prefer, we will issue you a Rain Check at your request so you may purchase the item (excluding Special Buy Items) at the advertised price when it becomes available. We reserve the right to limit quantities to normal retail purchases. Offer and/or limitations void where prohibited by law ©2000 Wal-Mart Stores, Inc. Printed in the USA.

AWART

Prices good August 1-7, 2001

Helping you with savings

58¢ Each
Avery® 1-inch Binder
with Inside Pockets

68¢ Each
Every Day
Fashion Portfolio
Assortment
Colors and patterns may
vary by store

12
**COLORED
PENCILS**

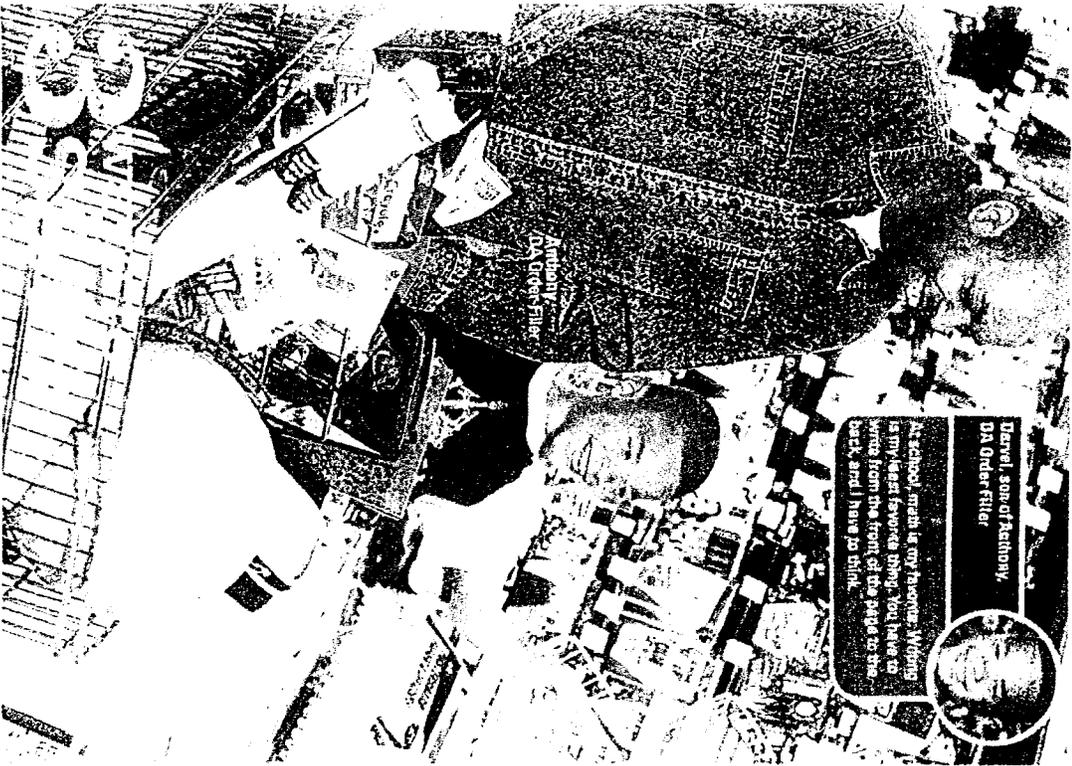
10
MARKERS
CLASSIC COLORS

10 Non-Toxic Markers

\$1 Each

Crayola® 10-Count Markers
or 12-Count Colored Pencils

TTAB Opp. # 91/150,278
WM/LOUFN10000048



**Daniel, son of Anthony
DA Order Filter**

At school, math is my favorite. Writing is my least favorite thing. You have to write from the front of the page or see back, and I have to think.



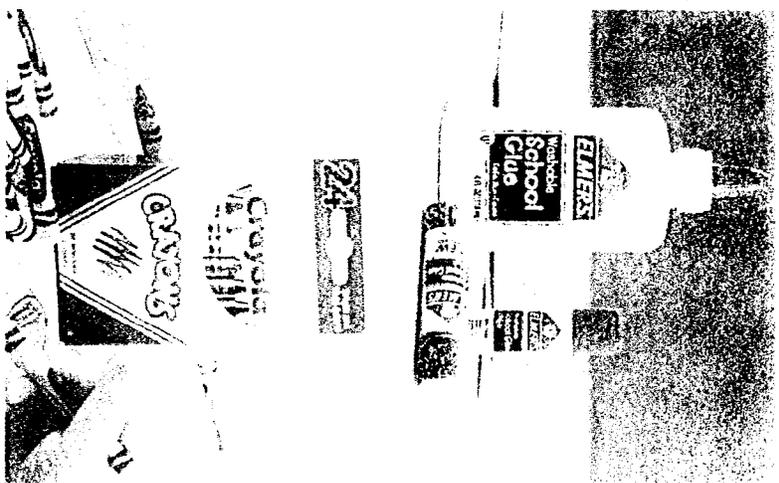
Because you work hard for every dollar, you deserve the lowest price we can offer every time you make a purchase. You deserve our Every Day Low Price. It's not a sale. It's a price tag on every item in our store. It's to thank you for your faith in Wal-Mart.

Here is our ongoing commitment to pass every penny we can to you by lowering our Every Day Low Prices whenever we can. When our costs go down, we'll pass the savings to you. We'll pass the savings to you.

When you see items with the Special Buy tag, you know that you're getting an exceptional value. It may be an item that we carry every day that includes an additional amount of the same product or another product for a limited time. Or it could be an item that we carry while supplies last at a very special price.

ROLLBACK

Walmart.com



33¢
Elmer's® Glue All® or School Glue Washable Non-toxic. 4 ounces.
2-Pack Glue Sticks 0.42 ounces.

42¢
Crayola® 24-Count Crayons Assorted colors.

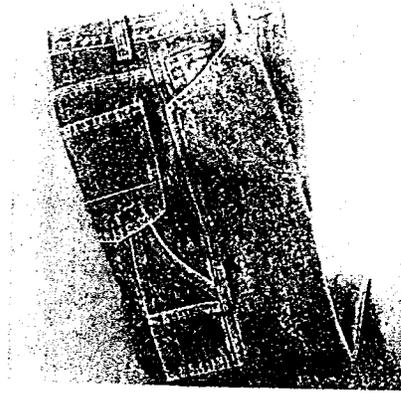
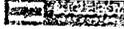
58¢
No. 2 Banded® Composition Notebook Wash-lined, 100 pages.

48¢ Each
Every Day
Majestays™ 16-Count Ballpoint Pens or Pencils Black, blue or red ink pens or #2 lead pencils with eraser tips.

TTAB Opp # 91/150,278
WMT 01/FN1000000000



673 Every Day
 Boys' Bugle Boy®
 Screen-Printed T-Shirt
 Assortment
 Sizes 4-18.



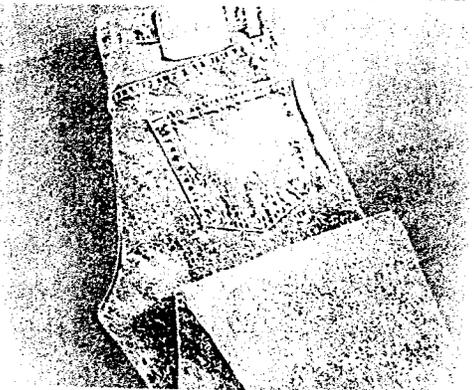
1144 Was 11.93
 Boys' Bugle Boy®
 Carpenter Jeans
 Adjustable waist. Assorted
 finishes. Sizes 4-18.
 8-18H • Was 14.93, Now 13.44



976 Each Every Day
 Men's Levi Strauss
 Signature Series™
 Graphic T-Shirt Assortment
 Sizes S-XL.
 2X-3X • Every Day, 11.76



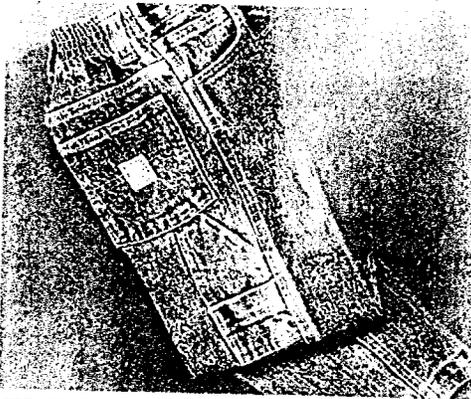
2982 Every Day
 Men's Levi Strauss
 Signature Series™
 Trucker Jacket
 Sizes S-XL.
 2X-4X • Every Day, 34.82



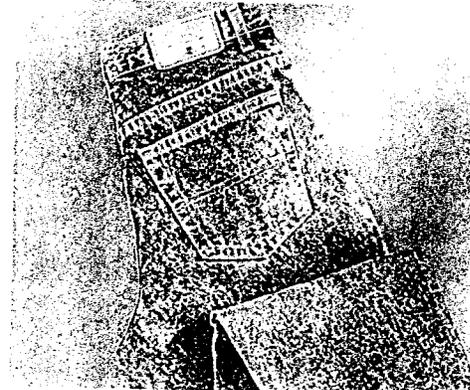
1968 Was 22.68
 Men's Levi Strauss
 Signature Series™ Jeans
 Regular or relaxed fit.
 Assorted finishes. Sizes 30-42.



1968 Was 24.68
 Men's Levi Strauss
 Signature Series™
 Carpenter Jeans
 Assorted finishes. Sizes 30-40.
 Boys' Sizes
 4-7 • Every Day, 13.68
 8-18 • Every Day, 15.68
 8-18H • Every Day, 16.68

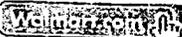


884 Was 10.52
 Boys' Faded Glory®
 Carpenter Jeans
 Assorted finishes. Sizes 8-18.
 4-7 • Was 9.52, Now 7.84
 8-18H • Was 12.52, Now 9.94



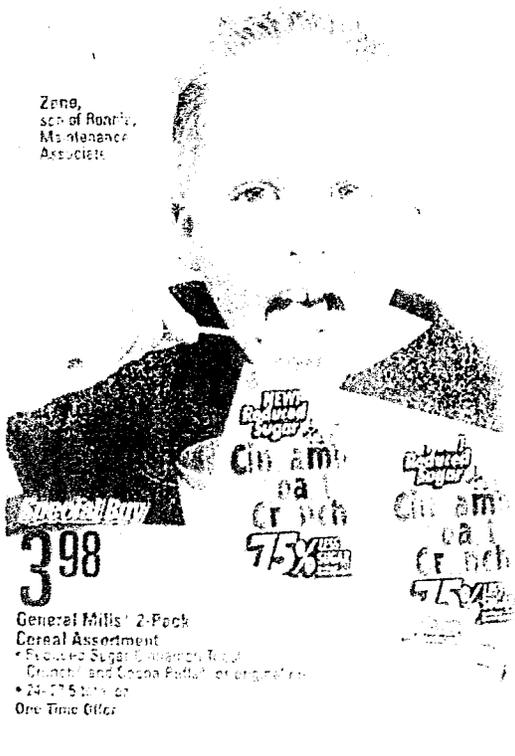
984 Was 10.77
 Men's Faded Glory® Jeans
 Original or relaxed fit. Assorted
 finishes. Sizes 30-42.

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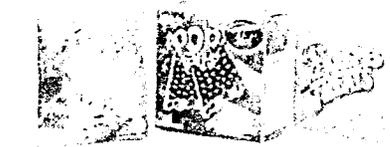
School Time!

Zena,
son of Ron's,
Maintenance
Associate



Special Buy
3.98

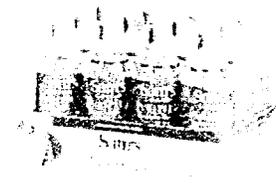
General Mills® 2-Pack
Cereal Assortment
• Excludes Sugar Cornflakes, Total
Crunch and Cocoa Puffs® or original
• 24-27.5 oz. or
One Time Offer



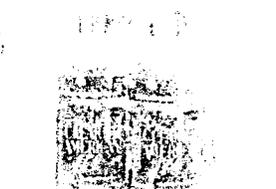
2.25 Each
Every Day
Kellogg's® Cereal Bars or Pop-Tarts®
• Assorted flavors
• 4.17 oz.



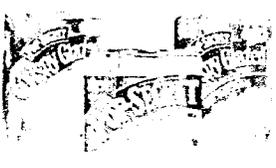
1.97 Each
Every Day
Hawaiian Punch® Drink
• Assorted flavors
• 12.5 fl. oz.



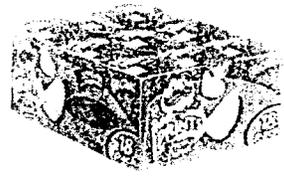
2.50 Every
Day
Sam's Choice®
12-Pack Water
• 12, 20-oz. bottles



1.78 Every
Day
Sam's Choice®
Clear American®
6-Pack Flavored Water
• Assorted flavors
• 4, 20-oz. bottles



2.50 Each Pack
Every Day
Pop Secret® Multi-Pack
Microwave Popcorn
• 2-pack: regular-sized or
• 10-pack: snack-sized
• Assorted flavors



RAINBOWBACK
Was
\$5.49
Pringles® 18-Pack
Snack Stack Chips
• 18, 0.81-oz. stacks



97¢ Each Pack
Every Day
10-Pack Miniature
Candy Bar Assortment

Boxed Candy Assortment
• 5.5-9.2 oz.



88¢ Each
Every Day
Great Value®
Cookie Assortment
• Assorted flavors
• 9-18 oz.



Special Buy
2.96
Kid Connection®
15-Count Salty Snack
Variety Pack
One Time Offer

Things to know when you are offered and/or use credit for the first time:

1. Understand that credit is not free. Interest charges are added every month if you do not pay your bill in full.
2. It is important to pay your bill on time every month. And always pay at least the minimum amount due.
3. Know what's on your credit report. Get yours today from TrueCredit™ at www.walmart.com.

WAL-MART
Financial Services

Wal-Mart Stores, Inc.
P.O. Box 116
Bentonville, AR 72716

ECR
PRESORTED
STANDARD
U.S. POSTAGE
PAID
ALVO, INC.

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Prices good August 1-7, 2004. Prices and items available only in the USA (may vary in AK and HI). For the store location nearest you, please call 1-800-881-9130.

Call toll-free to apply for the Wal-Mart
Credit Card, 1-877-969-3668.

WAL-MART
Printed in the USA on Recycled Paper
Containing at least 10% Post Consumer Waste
2-BV10416 (2/04)

WAL-MART'S ADVERTISED MERCHANDISE POLICY - It is our firm intention to have every advertised item in stock. Occasionally, however, an advertised item may not be available for purchase due to unforeseen difficulties. If this happens, Wal-Mart will sell you a similar item at a comparable price (or reduction in price if the item is on sale). Or, if you prefer, we will issue you a Rain Check at your request so you may purchase the item (excluding Special Buy - One Time Offer items) at the advertised price when it becomes available. We reserve the right to limit quantities to normal retail purchases. Offer and/or limitations void where prohibited by law. ©2004 Wal-Mart Stores, Inc. Printed in the USA.

WAL*MART® 1998 Annual



Shareholder Report

LOOK
who's on
the DOW!

MAKING THE GRADE

- Strategy pays off
- Asset management
- Shareholder value
- Tech leadership
- Inventory control



PLUS

PEOPLE POWER



SUPERCENTERS

GLOBAL GROWTH

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With a strategy for improving returns on our investment base, Wal-Mart focuses on customer and shareholder value.

UP FRONT

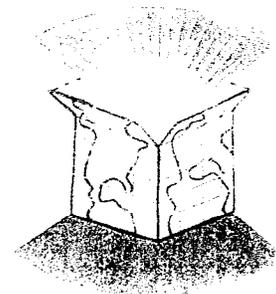
- 6 **Letters to Wal-Mart**
Our customers don't just shop at Wal-Mart, they also let us know how they liked it! Here is a sampling from our mailbox in 1997.
- 7 **Going back to our communities**
The Children's Miracle Network is just one of the causes that Wal-Mart associates support.
- 8 **People power!**
"Our People Make the Difference" — shareholder value and customer service built on respect for the individual.
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Only a major real estate and transportation company could move \$118 billion in product and house 825,000 people. And that company is Wal-Mart!

COVER REPORT: MAKING THE GRADE

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1997 was another record-setting year for Wal-Mart, as we lead the industry in sales and earnings.
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Improvements in merchandising, asset management, inventory control and technology keep Wal-Mart earnings growing steadily.
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Meet the 14 men and women who offer their diverse business talents and experience to Wal-Mart as members of our Board of Directors.
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The Wal-Mart Way wins customers worldwide — and we learn more with each country we serve.

- 20 **Financials**

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16 Continuous learning drives the refinements in merchandising that keep Wal-Mart growing.



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BOARD OF DIRECTORS

1998

DIRECTORS

- Jerome Arango
- Paul R. Carter
- John A. Cooper, Jr.
- Stephen Friedman
- Stanley C. Guit
- David D. Glass
- Frederick S. Humphries
- E. Stanley Kroenke
- Elizabeth A. Sanders
- Jack C. Shewmaker
- Donald G. Soderquist
- Dr. Paula Stern
- John T. Walton
- S. Robson Walton

CHAIRMAN OF THE BOARD S. Robson Walton

CEO, PRESIDENT David D. Glass

VICE CHAIRMAN, COO Donald G. Soderquist

EXECUTIVE VP, PRESIDENT - WAL-MART REALTY Paul R. Carter

EXECUTIVE VP - MERCHANDISING Bob Connolly

EXECUTIVE VP, COO - OPERATIONS WAL-MART STORES DIVISION Thomas M. Coughlin

EXECUTIVE VP - SPECIALTY DIVISION David Dible

EXECUTIVE VP, PRESIDENT - SAM'S CLUB DIVISION Mark Hansen

EXECUTIVE VP, PRESIDENT - INTERNATIONAL DIVISION Bob L. Martin

EXECUTIVE VP, CEO John B. Mezza

EXECUTIVE VP, PRESIDENT - WAL-MART STORES DIVISION H. Lee Scott

EXECUTIVE VP - SUPERCENTER Nick White

SENIOR VP, SECRETARY - GENERAL COUNSEL Robert K. Rhoads

SENIOR VP, FINANCE - TREASURER J.J. Fitzsimmons



18 Wal-Mart value translates into any culture. Just ask John Evanson of Store 3064 in Oakville, Ontario, Canada.



6 Who's Number One? The customer! Read what they think about Wal-Mart.



17 Meet the Board of Directors that guides Wal-Mart. Pictured here, Dr. Paula Stern and John Walton.

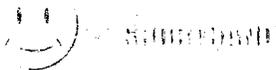
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People +
Product +
Price =

(shareholder)
VALUE!

Fiscal 1998 was another record-setting year for Wal-Mart as we led the industry in sales and earnings.



When Wal-Mart first went public, a foresighted investor could have bought 100 shares of the stock for \$1,650. Today, that investor's 100 shares would have grown to 102,400 shares, worth more than \$5.1 million, for an average gain of more than \$180,000 per year.

Imagine a company with revenues of nearly \$120 billion. This hypothetical company is the largest in its industry - not just in the United States, but in the world.

How likely is it that this company could continue to be a growth stock? Not very, the conventional wisdom would respond - but then, Wal-Mart has never paid much attention to conventional wisdom.

After passing the milestone of \$100 billion in revenues in fiscal

1997, Wal-Mart followed up by making 1998 the biggest year in its history, setting another sales record with revenues of \$118 billion.

Not only did Wal-Mart extend its standing as the largest retailer in the world, but our fiscal 1998 increase in sales (\$13.1 billion), by itself, would make Wal-Mart the ninth-largest retailer in the nation.

"Pound for pound in fiscal 1998, we had the best year in the history of the company," said David Glass, President and Chief Executive

Officer of Wal-Mart Stores, Inc.

The investment community sat up and took notice. Analyst after analyst has given Wal-Mart ratings of "buy" (Credit Suisse First Boston Corp. and Genesis Merchant Group) or "strong buy" (Salomon Brothers).

No doubt the largest single Wal-Mart investor in fiscal 1998 was Wal-Mart itself. In a move to improve shareholder value, the Board of Directors authorized a \$2 billion share repurchase program. In March 1998, management expanded the share repurchase program to the level of \$2 billion over the next 12 to 18 months.

"Our share repurchase program really sends a message of confidence in the company to Wall Street," said Executive Vice President and Chief Financial Officer John Menzer, "and it was a great investment for us, too. We started buying in the low 20s, and the stock ended up rising 73 percent in the last calendar year. Wal-Mart had the second-highest return to shareholders among the 30 blue-chip stocks that make up the Dow Jones Industrial Average."

Wal-Mart shareholders also saw an immediate increase in their returns in fiscal 1998 when the dividend was increased by 29 percent.

Combine those actions with Wal-Mart's ongoing drive to do business better, increasing profits while managing our capital, and management believes the company is on track to achieve its goal of 15 percent total annual shareholder returns. Analysts agree.

"Wal-Mart's improved execution is more than simply a focus on improving the return on investment," Analyst Michael Exstein of Credit Suisse First Boston wrote in late 1997. "Instead, a number of initiatives, including merchandising and operational changes and more

disciplined financial management, have combined to produce improved results."

By concentrating on the basics of its business, Wal-Mart continues to build shareholder value.

Wal-Mart's growth, in the future as well as the past, is based on a tight focus on the Wal-Mart equation: "People + Product + Price = VALUE!"

H. Lee Scott Jr., President and CEO of the Wal-Mart Stores Division, identified four key legacies of Wal-Mart Founder Sam Walton that continue to guide the company's quest for ever-greater value:

- 1) Every Day Low Prices (EDLP)
- 2) Customer Service
- 3) Leadership
- 4) Change

"We have never been afraid of change," Scott said, noting that Mr. Sam was always willing to take risks for the sake of change.

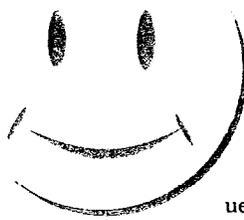
"At Wal-Mart, we are always challenging ourselves to continue to improve, because we can't allow ourselves to become complacent," Scott said. "We have not yet

arrived at the level we are always striving to achieve."

Wal-Mart's dedication to value - for our customers, our associates and our shareholders - has produced what Don Soderquist, Vice Chairman and Chief Operating Officer, calls "the most incredible story ever told in American business."

When Wal-Mart first went public, in October 1970, a foresighted investor could have bought 100 shares of the stock for \$1,650. Today, that investor's 100 shares would have grown to 102,400 shares, worth more than \$5.1 million at Wal-Mart's recent closing price of 50, for an average gain of more than \$180,000 per year. In addition, that holding would have paid \$27,000 in dividends in 1997.

"This is a long-term game," Glass said. "We don't have any short-term plans at Wal-Mart. Everything we do is designed to build shareholder value over the long haul. Our opportunities are unparalleled in the history of retailing because of where we are now, and the capability and determination we have to keep getting better."



Sales (in billions)

