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Filing date: **02/12/2007**

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

Proceeding	91174936
Party	Defendant Target Brands, Inc. Target Brands, Inc. TPS-3165 1000 Nicollet Mall Minneapolis, MN 55403 trademark.info@target.com
Correspondence Address	TARGET BRANDS, INC. TARGE BRANDS, INC. TPS-3165 1000 NICOLLET MALL MINNEAPOLIS, MN 55403 trademark.info@target.com
Submission	Answer
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Date	02/12/2007
Attachments	348483 Answer to Notice of Opposition.pdf (5 pages)(127618 bytes)

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

In the Matter of Application Serial No. 78/794,492
For the Mark: EXPECT MORE. PAY LESS. & Design
Filed: January 19, 2006
Published: September 5, 2006

PAYLESS SHOESOURCE)	
WORLDWIDE INC. and PAYLESS)	
SHOESOURCE, INC.,)	
)	Opposition No. 91174936
Opposers,)	
)	<u>ANSWER TO</u>
v.)	<u>NOTICE OF OPPOSITION</u>
)	
TARGET BRANDS, INC.,)	
)	
Applicant.)	
_____)	

For its Answer to the Notice of Opposition of Payless Shoesource Worldwide, Inc. (“Opposer”), Target Brands, Inc. (“TBI”), a Minnesota corporation having its principal place of business at 1000 Nicollet Mall, Minneapolis, Minnesota 55403, answers and alleges as follows. Except as hereinafter expressly admitted, qualified or otherwise answered, TBI denies each and every allegation, matter, statement and thing asserted in Opposer’s Notice of Opposition (the “Notice”).

1. Answering the first sentence of paragraph 1 of the Notice, TBI states that the subject application speaks for itself. TBI admits the allegations of the second sentence of paragraph 1 of the Notice. TBI is without knowledge or information sufficient to form a belief as to the truth of the allegations of third and fourth sentences of paragraph 1 of the Notice.

2. TBI denies the allegations of paragraph 2 of the Notice upon information and belief.

3. TBI is without knowledge sufficient to form a belief as to the truth of the allegations of paragraph 3 of the Notice, except denies that there is a “PAYLESS Family of Marks” as alleged.

4. TBI is without knowledge sufficient to form a belief as to the truth of the allegations of paragraph 4 of the Notice, except denies that there is a “PAYLESS Family of Marks” as alleged.

5. TBI denies the allegations of paragraph 5 of the Notice.

6. TBI denies the allegations of paragraph 6 of the Notice.

7. TBI denies the allegations of paragraph 7 of the Notice, except admits that TBI is the owner of Registration No. 2,256,194 for the mark EXPECT MORE. PAY LESS., states that TBI’s Registration No. 2,256,194 speaks for itself, admits that Opposer and TBI are the parties to a March 25, 1999 Trademark Agreement And Consent To Registration And Use Of Marks (the “Agreement”), states that the Agreement speaks for itself, and admits that the application that is the subject of this Opposition is not at issue in the civil action referenced in paragraph 7 of the Notice.

8. TBI denies the allegations of paragraph 8 of the Notice.

9. TBI denies the allegations of paragraph 9 of the Notice.

10. TBI denies the allegations of paragraph 10 of the Notice.

11. TBI denies the allegations of paragraph 11 of the Notice.

12. TBI denies the allegations of paragraph 12 of the Notice, except states that the subject application speaks for itself.

13. TBI denies the allegations of paragraph 13 of the Notice.

14. TBI denies the allegations of paragraph 14 of the Notice.

15. TBI denies the allegations of paragraph 15 of the Notice.
16. TBI denies the allegations of paragraph 16 of the Notice.
17. TBI denies the allegations of paragraph 17 of the Notice.
18. TBI denies the allegations of paragraph 18 of the Notice.
19. TBI denies the allegations of paragraph 19 of the Notice.
20. TBI denies the allegations of paragraph 20 of the Notice.
21. TBI denies the allegations of paragraph 21 of the Notice, expect states that the subject application speaks for itself.
22. TBI denies the allegations of paragraph 22 of the Notice.

Affirmative Defenses

1. The Notice fails, in whole or in part, to state a claim upon which relief can be granted.
2. Opposer's claims are barred, in whole or in part, by accord and satisfaction.
3. Opposer's claims are barred, in whole or in part, by unclean hands.
4. Opposer's claims are barred, in whole or in party, by waiver, estoppel, acquiescence and/or laches.
5. The Notice fails to state any claim on behalf of Payless ShoeSource, Inc., which the caption purports to make an opposer in the proceeding.

WHEREFORE, Target Brands prays that Opposer's Notice of Opposition be dismissed with prejudice and on the merits.

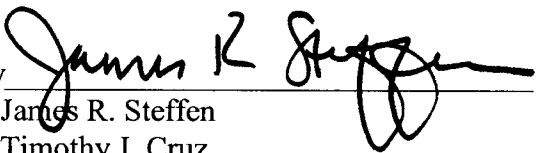
Consistent with Trademark Rule 2.18, please address all correspondence relating to the above-captioned opposition proceeding to:

James R. Steffen
Faegre & Benson LLP
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402
Telephone: (612) 766-7000
Facsimile: (612) 766-1600

No fees are seen to be due in connection with the filing of this Answer to Notice of Opposition; however, if it is determined that any such fees are due, the Commissioner may charge them to Deposit Account No. 06-0029.

Dated: February 12, 2007

FAEGRE & BENSON LLP,
as Attorneys for Applicant

By 
James R. Steffen

Timothy J. Cruz
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, Minnesota 55402
Telephone: (612) 766-7000
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CERTIFICATE OF SERVICE

I, Sarah M. House, do hereby certify that a true and correct copy of the above and foregoing document has been forwarded by United States mail, first class, postage prepaid, to:

Joan K. Archer
Lathrop & Gage L.C.
2345 Grand Boulevard, Ste. 2800
Kansas City, MO 64108

as representative of Opposer, this 12th day of February, 2007.



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