

SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the registrant

Filed by a party other than the registrant

Check the appropriate box:

Preliminary proxy statement

Confidential, for use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy statement

Definitive additional materials

Soliciting material pursuant to Rule 14a-11(c) or Rule 14a-12

DESIGNS, INC.
(Name of Registrant as Specified in its Charter)

JEWELCOR MANAGEMENT, INC.
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of filing fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, schedule or registration statement no.:

(3) Filing party:

(4) Date filed:

[Jewelcor Management, Inc. Letterhead]

VIA FACSIMILE

TO: Carl Snyder
Equity Portfolio Manager
Dimensional Fund Advisors, Inc.

FROM: Seymour Holtzman

RE: Designs, Inc.
\$78.3 million in operating losses in the last 2 years and an 83%
reduction in stock price over the last 4 years

Dear Carl:

Thank you very much for taking the time to speak with me today. Enclosed is a copy of our operating plan in a very abbreviated form.

We are also asking for your support to terminate the poison pill, but as I am sure you realize, this is only a recommendation and it does not oblige the Company to act.

Your vote is critical to us. We sincerely hope that you will support our position as we have worked very hard on behalf of all the shareholders to replace the current Board with a distinguished independent slate of nominees. One of our nominees is Jack Schultz, a prominent retail executive, formerly the Executive Vice President of Bloomingdale's. Mr. Schultz has agreed to be the acting CEO.

Best Regards

Seymour Holtzman

Thank you for taking the time to read this information!

[Pages 10 and 11 of Jewelcor Management, Inc.'s Proxy Statement dated September 3, 1999]

[Jewelcor Management, Inc.'s press release dated September 27, 1999]