

EXHIBIT

51

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

In the matter of application Serial No. 77/589,958
For the Trademark MYBOOKSPACE
Published in the Official Gazette on March 30, 2010

FACEBOOK, INC.,)	
)	
Opposer,)	
	)	Opposition No.
v.)	
)	
FEMILLIONAIRES, LLC,)	
)	
Applicant.)	
<hr style="border: 0.5px solid black;"/>		

NOTICE OF OPPOSITION

Opposer Facebook, Inc. (“Facebook”), a Delaware corporation having its principal place of business at 1601 California Avenue, Palo Alto, California 94304, believes that it will be damaged by the issuance of a registration for the mark MYBOOKSPACE (the “MYBOOKSPACE Mark”), as applied for in Application Serial No. 77/589,958 filed on October 10, 2008 by Applicant Femillionaires, LLC (“Applicant”), a Florida limited liability company, with a mailing address at P.O. Box 915115, Longwood, Florida 32791.

As grounds for opposition, Facebook alleges that:

1. Facebook is the world’s leading provider of online networking services. Indeed, Facebook’s website at <http://facebook.com> has been recognized as among the top two most-trafficked websites of any kind in the world. The Facebook website allows computer users to communicate with existing friends, make new friends, organize groups and events and share their personal profiles, statuses, activities, photos, links and videos and to create online

communities of users with shared interests and connections. For all of the reasons further discussed herein, the FACEBOOK Marks, as defined below, are famous in connection with those services.

2. Facebook's services were first offered in 2004 as a networking site at Harvard University. Over the following year, 800 additional college networks were added in rapid succession. In 2006, access to the Facebook service was progressively expanded so that anyone with a valid email address could register as a Facebook user. Currently, Facebook is accessible not only through the Facebook website but also via mobile devices. As of July 2010, Facebook provides online networking services in over 70 languages to over 500 million active users worldwide, more than 200 million of whom typically log on to the Facebook website on any given day. More than 30 billion pieces of content are shared and users collectively spend over 700 billion minutes on Facebook every month.

3. Facebook provides tools for each of its users to create a personal web page (a "Profile Page") on which the user can choose to display personal information such as education, professional background, and contact information. In addition, Facebook provides on each Profile Page a means through which users can communicate with each other, including private messages that are sent directly to users' inboxes, similar to e-mail, as well as online real-time chat. Facebook users are also able to send items such as textual messages, links, photographs, or video on its own or another user's Profile Page and in private messages.

4. Facebook users are also able to update their status and send items such as textual messages, links, photographs, or video from their mobile devices such as the Blackberry and iPhone smartphones, among others. As of February 2010, there are more than 65 million active users accessing the Facebook service through their mobile devices.

5. The Facebook Platform allows software developers and entrepreneurs to develop applications for use on Facebook and to integrate Facebook into their existing website. There are more than a million entrepreneurs and software developers worldwide who have created over 500,000 software programs (known as “applications”) for the Facebook Platform. More than 2/3 of the top-100 U.S. websites and half of the top-100 global websites (according to comScore) have integrated Facebook into their website. And over one million developers hailing from 180 countries have developed applications for use by Facebook users.

6. Facebook provides a “Groups” feature which allows users to create and join groups focused on various topics, including business, common interest, entertainment and arts, geography, internet and technology, music, organizations, sports and recreation, and student groups. The Groups feature allows group members to participate on discussion boards and to upload, post and share photos, videos, and other media with other members of the group.

7. Facebook also provides a feature whereby organizations and companies can create a “Page” to promote their goods and services. Pages are for organizations, businesses, celebrities, and bands to broadcast great information in an official, public manner to people who choose to connect with them. Similar to profiles, Pages can be enhanced with applications that help the entity communicate and engage with their audiences, and capture new audiences virally through friend recommendations, News Feed stories, Facebook events, and beyond. Page Administrators can update their followers about new Page content, promotions, upcoming events, and more. Pages can send messages to either their entire fan base or target their update to fans in a specific demographic. All updates will appear in the “Updates” tab of a user’s Inbox.

8. In addition, Facebook provides advertising services, offering businesses the chance to reach the hundreds of millions of users who spend time on Facebook every day.

Advertisers can use ads on Facebook to promote their Page, Event, Application or Group on Facebook, or to promote an external website. Ads on Facebook are seamlessly integrated into the Facebook experience. When users are browsing Facebook and interacting with their friends' profiles, looking at pictures, Groups, Events or Pages, they will see relevant ads in the right-hand column of the page targeted according to their demographic information, interests and connections.

FACEBOOK'S MARKS

9. Facebook is the owner of U.S. Trademark Registration 3,734,637 for the mark FACEBOOK, which was filed on May 24, 2007 and issued on January 5, 2010, for the following goods and services:

- in International Class 9: software to enable uploading, posting, showing, displaying, tagging, blogging, sharing or otherwise providing electronic media or information over the internet or other communications network (claiming a first use date of August 2006);
- in International Class 38: audio and video broadcasting services over the internet or other communications network, namely, uploading, posting, showing, displaying, tagging and electronically transmitting information, audio, and video clips; providing on-line chat rooms, listservers, and on-line forums for transmission of messages among computer users concerning user-defined content; providing on-line chat rooms and electronic bulleting boards for transmission of messages among users in the field of general interest (claiming a first use date of February 2004);
- in International Class 41: on-line journals, namely, blogs featuring user-defined content (claiming a first use date of February 2004); and
- in International Class 42: application service provider (ASP) featuring software to enable uploading, posting, showing, displaying, tagging, blogging, sharing or otherwise providing electronic media or information over the internet or other communications network (claiming a first use date of February 2004).

10. Facebook is the owner of U.S. Trademark Registration 3,041,791 for the mark FACEBOOK, which was filed on February 24, 2005, claims a first use date of at least as early as February 2004, and registered on January 10, 2006, for services in Classes 35 and 38.

11. Facebook is the owner of U.S. Trademark Registration 3,122,052 for the mark FACEBOOK, which was filed on February 24, 2005 and registered on July 25, 2006, also covering services in Class 38.

12. Facebook is the owner of U.S. Trademark Registration 3,659,516 for the mark FACEBOOK, which was filed on August 29, 2006 and registered on July 21, 2009, covering goods in Class 25.

13. Facebook is the owner of U.S. Trademark Registration 3,716,926 for the mark FACEBOOK, which was filed on March 7, 2007 and registered on November 24, 2009, covering goods in Classes 18, 20, and 21.

14. Facebook is the owner of U.S. Trademark Registration 3,801,147 for FACEBOOK, which was filed November 7, 2006 and registered on June 8, 2010, covering goods and services in Classes 9, 38, 41, and 42.

15. Facebook is also the owner of numerous pending U.S. applications to register marks consisting of or incorporating FACEBOOK or a variant thereof, including the following:

- FACEBOOK word mark (Serial No. 78/920,322), filed on June 29, 2006 in Classes 35, 38, 41, 42, and 45, including the following in International Class 35:
 - Advertising and information distribution services, namely, providing classified advertising space via the global computer network; promoting the goods and services of others over the Internet; providing on-line computer databases and on-line searchable databases in the field of classifieds;
- FACEBOOK word mark (Serial No. 78/962,629), filed on August 29, 2006 in International Class 25;
- FACEBOOK logo (Serial Nos. 77/896,312, 77/896,315, 77/896,317, 77/896,318, 77/896,322, 77/896,323, 77/896,325), filed on December 17, 2009 in International Classes 9, 35, 36, 38, 41, 42, and 45.
- FBOOK word mark (Serial No. 78/920,347), filed on June 29, 2006 in International Class 38; and

- FBOOK word mark (Serial No. 77/039,127), filed on November 7, 2006 in International Classes 9, 38, 41 and 42.

16. In addition, Facebook owns common law rights in the FACEBOOK mark, which has been continuously, prominently, and conspicuously in use on its website and other materials in interstate commerce in the United States since at least as early as February 2004. All of Facebook's marks that consist of or incorporate the term FACEBOOK or a variant thereof will hereafter be referred to as the "FACEBOOK Marks."

17. The FACEBOOK Marks are inherently distinctive.

18. Facebook has been the subject of thousands of unsolicited stories in television, radio, and print media, highlighting Facebook's innovation and success in providing online networking services. Indeed, Time Magazine recently recognized that Facebook is one of the web's most prominent companies.

19. Facebook has been recognized and awarded for its endeavors, including a listing in Nielsen's Top 10 Web Brands (ranking Facebook 4th overall and 1st by hours spent on the site per day) in September 2009; The Webby Award's "People's Voice Winner" for Social Networking in 2007; Harvard Business School's "Entrepreneurial Company of the Year" in June 2008; *BusinessWeek's* "The World's 50 Most Innovative Companies" in 2008; and The Crunchie Award for Best Overall Startup in 2008.

20. As a result of the nature and quality of Facebook's services, its widespread use of the FACEBOOK Marks, the extensive and continuous media coverage, the high degree of consumer recognition of the FACEBOOK Marks, Facebook's enormous and loyal user base, numerous trademark registrations and pending applications and other factors, the FACEBOOK Marks are famous within the meaning of Section 43(c) of the United States Trademark Act, 15 U.S.C. § 1125(c).

APPLICANT'S APPLICATION TO REGISTER THE MYBOOKSPACE NAME AND MARK

21. Applicant filed Application Serial No. 77/589,958 for MYBOOKSPACE ("MYBOOKSPACE Application") on an intent-to-use basis on October 10, 2008, for "[p]roviding a web site which features advertisements for the goods and services of others on a global computer network" in Class 35.

22. The MYBOOKSPACE Application was published in the *Official Gazette* on March 30, 2010.

23. The services covered by Applicant's MYBOOKSPACE Application are closely related, and in most respects identical, to services provided by Facebook. For example, Applicant intends to provide a web site which features advertisements.

24. The mark Applicant proposes to register, MYBOOKSPACE, is similar to the FACEBOOK Marks. Indeed, Applicant's MYBOOKSPACE Mark contains the identical dominant BOOK element, which is inserted in the middle of the third party mark MYSPACE that is used in connection with another familiar social networking web site.

25. Upon information and belief, Applicant selected the MYBOOKSPACE Mark with knowledge of and intent to cause confusion or association with, and to capitalize on the enormous goodwill of, the FACEBOOK Marks.

26. Facebook is not affiliated or connected with Applicant or its services; nor has Facebook endorsed or sponsored Applicant or its services.

27. There is no issue, as to priority of use. Facebook began using its FACEBOOK Marks, and enjoys priority as a result of the filing dates of its trademark registrations and applications, well prior to the filing date of the MYBOOKSPACE Mark.

**FIRST GROUND FOR OPPOSITION:
LIKELIHOOD OF CONFUSION**

28. Facebook incorporates by reference Paragraphs 1 through 27, inclusive, as if fully set forth herein.

29. Applicant's MYBOOKSPACE Mark is confusingly similar to the FACEBOOK Marks in appearance, sound, and commercial impression.

30. The services described in the MYBOOKSPACE Application are the same as or closely related to services offered by Facebook under the FACEBOOK Marks and identified in Facebook's trademark registrations and applications. According to the identification of services in its MYBOOKSPACE Application, Applicant intends to use the MYBOOKSPACE Mark in connection with "[p]roviding a web site which features advertisements for the goods and services of others on a global computer network." Applicant intends to use the MYBOOKSPACE Mark in connection with the exact same services provided by Facebook, namely advertising services provided via a web site on a global computer network.

31. However, Facebook is not affiliated or connected with Applicant or its services, nor has Facebook authorized, endorsed or sponsored Applicant or its services.

32. The types of services identified in the MYBOOKSPACE Application and the types of services offered by Facebook under the FACEBOOK Marks are normally offered through the same channels of trade, namely, through an on-line website.

33. On information and belief, Applicant chose the MYBOOKSPACE Mark with knowledge of, and the intent to create an association with or create a likelihood of confusion with Facebook's services and the FACEBOOK Marks.

34. Accordingly, registration of the MYBOOKSPACE Mark will injure Facebook by causing the public to be confused or mistakenly believe that the services provided by Applicant

are associated with, endorsed, or sponsored by Facebook. Facebook has no control over the nature and quality of the services offered by Applicant under the MYBOOKSPACE Mark, and Facebook's reputation and goodwill will be damaged and the value of the FACEBOOK Marks jeopardized, all to Facebook's detriment. Further, any defect, objection or fault found with Applicant's services marketed under the MYBOOKSPACE Mark would necessarily reflect upon and seriously injure the reputation that Facebook has established for the goods and services it offers in connection with the FACEBOOK Marks.

35. Registration of the mark herein opposed will damage Facebook because Applicant's MYBOOKSPACE Mark is likely, when used on or in connection with the services described in the opposed application, to cause confusion, or to cause mistake or to deceive. Thus, the MYBOOKSPACE Mark is unregistrable under Sections 2(d) and 3 of the Trademark Act, as amended, 15 U.S.C. §§ 1052(d) and 1053, and should be refused registration.

**SECOND GROUND FOR OPPOSITION:
DILUTION OF A FAMOUS MARK**

36. Facebook incorporates by reference Paragraphs 1 through 35 inclusive, as if fully set forth herein.

37. The FACEBOOK Mark is inherently distinctive in relation to Facebook's goods and services.

38. Facebook has used the FACEBOOK mark since at least as early as 2004 for online networking services, and has expanded use of the FACEBOOK Marks to many other goods and services, as evidenced by its applications and as alleged.

39. Facebook is the owner of numerous U.S. registrations and applications for the FACEBOOK Marks.

40. Facebook and the FACEBOOK Marks have been the subject of extensive and continuous media attention.

41. Facebook has continuously used the FACEBOOK Marks throughout the United States and many countries around the world.

42. As a result of the considerable publicity afforded the FACEBOOK Marks and the enormous and loyal base of customers that Facebook has for its services, the FACEBOOK Marks have extensive consumer recognition.

43. The FACEBOOK Mark became famous before Applicant's filing of MYBOOKSPACE Mark on October 10, 2008.

44. The marks are very similar. In addition, the dominant portion of the MYBOOKSPACE Mark is identical to the "book" portion of the FACEBOOK mark, and Applicant's use of the MYBOOKSPACE Mark is likely to cause dilution of the famous FACEBOOK mark. Applicant's use of the MYBOOKSPACE Mark in connection with the described web site featuring advertisements for the goods and services will blur and weaken the connection in consumers' minds between the FACEBOOK mark and Facebook's goods and services, thereby diluting the distinctiveness of the famous FACEBOOK mark to Facebook's severe detriment.

45. Accordingly, Applicant's Mark is unregistrable pursuant to Sections 2(a)(d), 3, 13, and 43(c) of the United States Trademark Act, as amended, 15 U.S.C. §§ 1052(a)(d), 1053, 1063, and 1125, and should be refused registration.

//

//

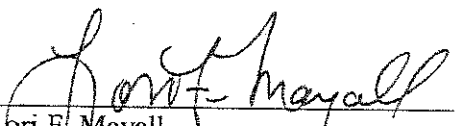
//

Wherefore, Facebook prays that this Opposition be sustained, and that Application Serial No. 77/589,958 be refused.

Respectfully submitted,

COOLEY LLP
ANNE H. PECK
KATHLEEN E. JOHNSTON
GAVIN L. CHARLSTON
LORI F. MAYALL

Date: July 28, 2010

By: 
Lori F. Mayall
Attorneys for Opposer Facebook, Inc.

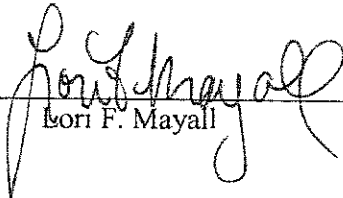
CERTIFICATE OF TRANSMITTAL AND SERVICE

I hereby certify that this Notice of Opposition is being electronically transmitted in PDF format to the Trademark Trial and Appeal Board through the Electronic System for Trademark Trials and Appeals (ESTTA) on the date indicated below.

I hereby further certify that on the date indicated below, a true and correct copy of this Notice of Opposition was placed in the United States Mail, to be sent via U.S. mail, addressed to the applicant and correspondent (being the same as the applicant) for the subject application as follows:

FEMILLIONAIRES, LLC
PO BOX 915115
LONGWOOD, FL 32791-5115

Date: July 28, 2010


Lori F. Mayall

872079 v2/HN

EXHIBIT

52

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

In the matter of application Serial No. 85/056,260
For the Trademark FACEMAIL
Published in the Official Gazette on September 28, 2010

FACEBOOK, INC.,)	
)	
Opposer,)	
	)	Opposition No.
v.)	
)	
THINK COMPUTER CORPORATION,)	
)	
Applicant.)	
_____)	

NOTICE OF OPPOSITION

Opposer Facebook, Inc. ("Facebook"), a Delaware corporation having its principal place of business at 1601 California Avenue, Palo Alto, California 94304, believes that it will be damaged by the issuance of a registration for the mark FACEMAIL (the "FACEMAIL Mark"), as applied for in Application Serial No. 85/056,260 filed on June 7, 2010 by Applicant Think Computer Corporation ("Think"), a Delaware corporation located at 884 College Avenue, Palo Alto, CA 94306.

As grounds for opposition, Facebook alleges that:

1. Facebook is the world's leading provider of online networking services. Indeed, Facebook's website at <http://facebook.com> has been recognized as one of the most-trafficked websites of any kind in the world. The Facebook website allows computer users to communicate with existing friends, make new friends, organize groups and events and share their personal profiles, statuses, activities, photos, links and videos and to create online communities of users

with shared interests and connections. For all of the reasons further discussed herein, the FACEBOOK Marks, as defined below, are famous.

2. Facebook's services were first offered in 2004 as a networking site at Harvard University. Over the following year, 800 additional college networks were added in rapid succession. In 2006, access to the Facebook service was progressively expanded so that anyone with a valid email address could register as a Facebook user. Currently, Facebook is accessible not only through the Facebook website but also via mobile devices. As of early 2010, Facebook provided online networking services in over 70 languages to over 400 million active users worldwide, more than 200 million of whom typically logged on to the Facebook website on any given day.

3. Facebook's core services have for many years included the ability to send and receive electronic messages. These core services also include tools for each of Facebook's users to create a personal web page (a "Profile Page") on which the user can choose to display personal information such as education, professional background, and contact information. Facebook users are able to send items such as textual messages, links, photographs, or video on his or her own or another user's Profile Page and in private messages. Facebook has continuously provided these electronic messaging services for many years prior to Think's FACEMAIL application.

4. Facebook users are also able to update their status and send items such as textual messages, links, photographs, or video from their mobile devices such as the Blackberry and iPhone smartphones, among others. As of early 2010, there were more than 65 million active users accessing the Facebook service through their mobile devices.

5. Worldwide, Facebook users spend an average of 55 minutes on the Facebook site each day. The Facebook site is regularly used for photo and video sharing, with more than 3 billion photos uploaded each month. In addition, the Facebook Platform allows for the creation of software programs such as tools and gadgets for personalizing and increasing the utility of user profiles, and interactive games. There are more than a million entrepreneurs and software developers worldwide who have created over 500,000 software programs (known as “applications”) for the Facebook Platform.

6. Facebook has also used Facebook Platform to broaden its reach beyond the Facebook website. Facebook Platform allows third party websites to integrate aspects of the Facebook experience into their sites, and lets Facebook users interact and connect in other places across the web. In turn, these third party websites increase the visibility of Facebook and the FACEBOOK Marks. More than one million third party websites have integrated with Facebook Platform. Two-thirds of comScore’s U.S. Top 100 websites and half of comScore’s Global Top 100 websites have integrated with Facebook. More than 150 million people engage with Facebook on external websites every month.

FACEBOOK’S MARKS

7. Facebook is the owner of U.S. Trademark Registration 3,734,637 for the mark FACEBOOK, which was filed on May 24, 2007 and issued on January 5, 2010, for services in Classes 9, 38, 41 and 42. The services covered by this registration include but are not limited to “uploading, posting, showing, displaying, tagging and electronically transmitting information, audio, and video clips; providing on-line chat rooms, listservers, and on-line forums for transmission of messages among computer users concerning user-defined content[.]”

8. Facebook is the owner of U.S. Trademark Registration 3,041,791 for the mark FACEBOOK, which was filed on February 24, 2005, and registered on January 10, 2006 for services in Classes 35 and 38. The services covered by this registration include but are not limited to “providing online chat rooms for registered users for transmission of messages concerning collegiate life, classifieds, virtual community and social networking.”

9. Facebook is the owner of U.S. Trademark Registration 3,801,147 for the mark FACEBOOK, which was filed on November 7, 2006, and registered on June 8, 2010 for services in Classes 9, 38, 41 and 42. This registration claims a first use date at least as early as February, 2004. The services covered by this registration include but are not limited to “[c]omputer software development tools for social networking[]”; “electronic transmission of instant messages and data”; and “[p]roviding temporary use of non-downloadable software applications for classifieds, virtual community, social networking, photo sharing, and transmission of photographic images.”

10. Facebook is the owner of U.S. Trademark Registration 3,881,770 for the mark FACEBOOK, which was filed on June 29, 2006 and registered on November 23, 2010, covering services in Classes 35, 38, 41, 42, and 45. This registration claims a first use date at least as early as February, 2004.

11. Facebook is the owner of U.S. Trademark Registration 3,122,052 for the mark FACEBOOK, which was filed on February 24, 2005 and registered on July 25, 2006, covering services in Classes 35 and 38.

12. Facebook is the owner of U.S. Trademark Registration 3,659,516 for the mark FACEBOOK, which was filed on August 29, 2006 and registered on July 21, 2009, covering goods in Class 25.

13. Facebook is the owner of U.S. Trademark Registration 3,716,926 for the mark FACEBOOK, which was filed on March 7, 2007 and registered on November 24, 2009, covering goods in Classes 18, 20, and 21.

14. Facebook is the owner of U.S. Trademark Registration 3,826,546 for the mark FACEBOOK, which was filed on August 29, 2006 and registered on July 27, 2010, covering goods in Class 25.

15. Facebook is the owner of U.S. Trademark Registration 3,814,888 for the mark FACEBOOK, which was filed on November 7, 2006 and registered on July 6, 2010, covering goods in Class 42.

16. Facebook is also the owner of numerous pending U.S. applications to register marks consisting of or incorporating FACEBOOK or a variant thereof, including applications for the FACEBOOK logo (Serial Nos. 77/125,103, 77/896,312, 77/896,315, 77/896,317, 77/896,318, 77/896,322, 77/896,323, 77/896,325), filed on December 17, 2009 in Classes 9, 35, 36, 38, 41, 42, and 45.

17. In addition, Facebook owns common law rights in the FACEBOOK mark, which has been continuously, prominently, and conspicuously in use on its website and other materials in interstate commerce in the United States since at least as early as February 2004. All of Facebook's marks that consist of or incorporate the term FACEBOOK or a variant thereof will hereafter be referred to as the "FACEBOOK Marks."

18. The FACEBOOK Marks are inherently distinctive.

19. Facebook has been the subject of thousands of unsolicited stories in television, radio, and print media, highlighting Facebook's innovative and successful efforts in online networking and communities. Facebook has also received numerous awards and recognitions,

including a listing in Nielsen's Top 10 Web Brands (ranking Facebook 4th overall and 1st by hours spent on the site per day) in September 2009; The Webby Award's "People's Voice Winner" for Social Networking in 2007 and 2008; Harvard Business School's "Entrepreneurial Company of the Year" in June 2008; *BusinessWeek's* "The World's 50 Most Innovative Companies" in 2008; Business Insider's "Most Likely to Change the World" award in 2009; and The Crunchie Award for Best Overall Startup in 2007, 2008 and 2009.

20. As a result of the nature and quality of Facebook's services, its widespread use of the FACEBOOK Marks, the extensive and continuous media coverage, the high degree of consumer recognition of the FACEBOOK Marks, Facebook's enormous and loyal user base, numerous trademark registrations and pending applications and other factors, the FACEBOOK Marks are famous within the meaning of Section 43(c) of the United States Trademark Act, 15 U.S.C. § 1125(c).

THINK'S APPLICATION FOR THE FACEMAIL MARK

21. Think filed Application Serial No. 85/056,260 for FACEMAIL ("FACEMAIL Application") on an intent-to-use basis on June 7, 2010, for "E-mail data services; Providing e-mail and instant messaging services; Providing e-mail services; Secure e-mail services" in Class 38.

22. The FACEMAIL Application was published in the *Official Gazette* on September 28, 2010.

23. The services covered by Think's FACEMAIL Application are identical to and encompassed by services provided by Facebook.

24. The target market covered by Think's FACEMAIL Application is identical to and/or substantially overlaps with the target market for Facebook's services.

25. The mark Think proposes to register, FACEMAIL, is similar to the FACEBOOK Marks. With respect to the FACEMAIL mark, the term “mail” is generic of Think’s services as it relates to “e-mail.” while the term “face” is distinctive and arbitrary as used in connection with an online e-mail service. Thus, by combining the generic term “mail” with the inherently distinctive FACE prefix, Think has created a mark that creates a misleading association with Facebook.

26. Upon information and belief, Think selected the FACEMAIL Mark with knowledge of and intent to cause confusion or association with, and to capitalize on the enormous goodwill of, the FACEBOOK Marks.

27. Facebook is not affiliated or connected with Think or its services; nor has Facebook endorsed or sponsored Think or its services.

**FIRST GROUND FOR OPPOSITION:
LIKELIHOOD OF CONFUSION**

28. Facebook incorporates by reference Paragraphs 1 through 27, inclusive, as if fully set forth herein.

29. Think’s FACEMAIL Mark is confusingly similar to the FACEBOOK Marks in appearance, sound, and commercial impression.

30. The services described in the FACEMAIL Application are the same as or closely related to the services offered by Facebook under the FACEBOOK Marks and identified in Facebook’s trademark registrations and applications. According to the identification of services in its FACEMAIL application, Think intends to use the FACEMAIL mark in connection with providing e-mail services, including “E-mail data services; Providing e-mail and instant messaging services; Providing e-mail services; Secure e-mail services.” Think intends to use the FACEMAIL Mark in connection with a service that provides the same or related messaging

services provided by Facebook. Think's service is identical or related to and encompassed by Facebook's online networking services. However, Facebook is not affiliated or connected with Think or its service, nor has Facebook endorsed or sponsored Think or its service.

31. The types of service identified in the FACEMAIL Application and the types of services offered by Facebook under the FACEBOOK Marks are offered through the same channels of trade, namely, through the internet.

32. On information and belief, Think chose the FACEMAIL Mark with knowledge of, and the intent to create an association with or create a likelihood of confusion with Facebook's services and the FACEBOOK Marks.

33. Accordingly, registration of the FACEMAIL Mark will injure Facebook by causing the public to be confused or mistakenly believe that the service provided by Think is associated with, endorsed, or sponsored by Facebook. Facebook has no control over the nature and quality of the service offered by Think under the FACEMAIL Mark, and Facebook's reputation and goodwill will be damaged and the value of the FACEBOOK Marks jeopardized, all to Facebook's detriment. Further, any defect, objection or fault found with Think's service marketed under the FACEMAIL Mark would necessarily reflect upon and seriously injure the reputation that Facebook has established for the goods and services it offers in connection with the FACEBOOK Marks.

34. Registration of the mark herein opposed will damage Facebook because Think's FACEMAIL Mark is likely, when used on or in connection with the service described in the opposed application, to cause confusion, or to cause mistake or to deceive. Thus, the FACEMAIL Mark is unregistrable under Sections 2(d) and 3 of the Trademark Act, as amended, 15 U.S.C. §§ 1052(d) and 1053, and should be refused registration.

**SECOND GROUND FOR OPPOSITION:
DILUTION OF A FAMOUS MARK**

35. Facebook incorporates by reference Paragraphs 1 through 27 inclusive, as if fully set forth herein.

36. The FACEBOOK Mark is inherently distinctive in relation to Facebook's goods and services.

37. Facebook has used the FACEBOOK mark since at least as early as 2004 for online networking services, and has expanded use of the FACEBOOK Marks to many other goods and services.

38. Facebook is the owner of numerous U.S. registrations and applications for the FACEBOOK Marks.

39. Facebook and the FACEBOOK Marks have been the subject of extensive and continuous media attention.

40. Facebook has continuously used the FACEBOOK Marks throughout the United States and many countries around the world.

41. As a result of the considerable publicity afforded the FACEBOOK Marks and the enormous and loyal base of customers that Facebook has for its services, the FACEBOOK Marks have extensive consumer recognition within the United States.

42. The FACEBOOK Mark became famous before Think's filing of FACEMAIL Mark on June 7, 2010.

43. Think's use of the FACEMAIL Mark in connection with providing e-mail and instant messaging services will blur and weaken the connection in consumers' minds between the FACEBOOK mark and Facebook's goods and services, thereby diluting the distinctiveness of the famous FACEBOOK mark to Facebook's severe detriment.


44. Accordingly, Think's Mark is unregistrable pursuant to Sections 2(a)(d), 3, 13, and 43(c) of the United States Trademark Act, as amended, 15 U.S.C. §§ 1052(a)(d), 1053, 1063, and 1125, and should be refused registration.

Wherefore, Facebook prays that this Opposition be sustained, and that Application Serial No. 85/056,260 be refused.

Respectfully submitted,

COOLEY GODWARD KRONISH LLP
ANNE H. PECK
JEFFREY T. NORBERG
KATHRYN D. ROBINSON

Date: January 26, 2011

By: 

Jeffrey T. Norberg
Attorneys for Opposer Facebook, Inc.

CERTIFICATE OF TRANSMITTAL AND SERVICE

I hereby certify that this Notice of Opposition is being electronically transmitted in PDF format to the Trademark Trial and Appeal Board through the Electronic System for Trademark Trials and Appeals (ESTTA) on the date indicated below.

I hereby further certify that on the date indicated below, a true and correct copy of this Notice of Opposition was placed in the United States Mail, to be sent via express mail, addressed to the applicant and correspondent (being the same as the applicant) for the subject application as follows:

Think Computer Corporation
884 College Ave.
Palo Alto, CA 94306

Date: January 26, 2011

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke at the end, positioned above a solid horizontal line.

EXHIBIT

53

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

In the matter of application Serial No. 85/015,017
For the Trademark PLACEBOOK
Published in the Official Gazette on September 7, 2010

FACEBOOK, INC.,)	
)	
Opposer,)	
	)	Opposition No.
v.)	
)	
WHERE, INC.,)	
)	
Applicant.)	
<hr/>		

NOTICE OF OPPOSITION

Opposer Facebook, Inc. ("Facebook"), a Delaware corporation having its principal place of business at 1601 California Avenue, Palo Alto, California 94304, believes that it will be damaged by the issuance of a registration for the mark PLACEBOOK (the "PLACEBOOK Mark"), as applied for in Application Serial No. 85/015,017 filed on April 15, 2010 by Applicant Where, Inc. ("Where"), a Delaware corporation located at 60 Canal Street, 2nd Floor, Boston, Massachusetts 02109.

As grounds for opposition, Facebook alleges that:

1. Facebook is the world's leading provider of online social networking services. Indeed, Facebook's website at <http://facebook.com> has been recognized as one of the most-trafficked websites of any kind in the world. The Facebook website allows computer users to find and communicate with existing friends, make new friends, organize groups and events and share their personal profiles, statuses, activities, photos, links and videos and to create online

communities of users with shared interests and connections. For all of the reasons further discussed herein, the FACEBOOK Marks, as defined below, are famous.

2. Facebook began offering its services in 2004. Since that time, Facebook has become one of the most widely recognized brands in the United States. As of early 2010, Facebook provided online networking services in over 70 languages to over 500 million active users worldwide, more than 250 million of whom typically logged on to the Facebook website on any given day.

3. Facebook provides tools for each of its users to create a personal web page (a "Profile") on which the user can choose to display personal information such as education, professional background, and contact information. In addition, Facebook provides on each Profile a means through which users can communicate with each other, including via private electronic messages that are sent directly to users' inboxes, as well as through online real-time chat. Facebook users are also able to send and receive items such as textual messages, links, photographs, or video via his or her own or another user's Profile.

4. Facebook also provides a "Groups" feature, which allows users to selectively share information with a small group of friends, quickly post photos, chat with other members who are online, and even keep in touch when they are not on Facebook through a group e-mail address.

5. Facebook additionally provides a "Pages" facility for organizations, businesses, celebrities, and bands to broadcast information in an official, public manner to people who choose to connect with them. Pages can be enhanced with applications that facilitate communications and engagement with existing audiences and capture new audiences.

6. Facebook also provides a "Places" feature, which enables users to identify their current location by "checking in" and connecting and sharing with others nearby. Users can also take advantage of discounts, coupons, and other promotional offers by identifying their presence at retailers, eateries, entertainment venues, and other forums. Users primarily engage with the Places feature through Facebook's software application downloaded to their mobile devices.

7. Indeed, Facebook users are able to update their status and send items such as textual messages, links, photographs, or video from their mobile devices such as the Blackberry and iPhone smartphones, among others. The Facebook iPhone application is the most downloaded free iPhone application of all time. As of the beginning of 2011, there were more than 200 million active users accessing the Facebook service through their mobile devices.

8. Facebook also provides Facebook Platform, which allows Facebook to broaden its reach beyond the Facebook website. Facebook Platform enables third party websites to integrate aspects of the Facebook experience into their sites, and lets Facebook users interact and connect in other places across the web. In turn, these third party websites increase the visibility of Facebook and the FACEBOOK Marks. More than one million third party websites have integrated with Facebook Platform. Two-thirds of comScore's U.S. Top 100 websites and half of comScore's Global Top 100 websites have integrated with Facebook. More than 150 million people engage with Facebook on external websites every month.

9. In addition, Facebook Platform allows for the creation of software programs such as tools and gadgets for personalizing and increasing the utility of user profiles, and interactive games. The Facebook Platform additionally permits developers of software applications for the mobile market to integrate the elements of the Facebook experience into their products. There

are more than a million entrepreneurs and software developers worldwide who have created over 500,000 software programs (known as “applications”) via the Facebook Platform.

FACEBOOK’S MARKS

10. Facebook is the owner of U.S. Trademark Registration 3,734,637 for the mark FACEBOOK, which was filed on May 24, 2007 and issued on January 5, 2010, for goods and services in Classes 9, 38, 41 and 42. The goods covered by this registration include “Software to enable uploading, posting, showing, displaying, tagging, blogging, sharing or otherwise providing electronic media or information over the Internet or other communications network.” The services covered by this registration include but are not limited to “Audio and video broadcasting services over the Internet or other communications network, namely, uploading, posting, showing, displaying, tagging and electronically transmitting information, audio, and video clips; providing on-line chat rooms, listservers, and on-line forums for transmission of messages among computer users concerning user-defined content”; and “uploading, posting, showing, displaying, tagging and electronically transmitting information, audio, and video clips.”

11. Facebook is the owner of U.S. Trademark Registration 3,801,147 for the mark FACEBOOK, which was filed on November 7, 2006, and registered on June 8, 2010 for products and services in Classes 9, 38, 41 and 42. The goods covered by this registration include “[c]omputer software development tools for social networking, building social networking applications and for allowing data retrieval, upload, access and management; application programming interface (API) for third-party software and online services for social networking, building social networking applications and for allowing data retrieval, upload, access and management.” The services covered by this registration include but are not limited to

“[p]roviding temporary use of non-downloadable software applications for classifieds, virtual community, social networking, photo sharing, and transmission of photographic images.”

12. Facebook is the owner of U.S. Trademark Registration 3,881,770 for the mark FACEBOOK, which was filed on June 29, 2006 and registered on November 23, 2010, covering services in Classes 35, 38, 41, 42, and 45. The services covered by this registration include but are not limited to “computer services in the nature of customized web pages featuring user-defined information, personal profiles and information; computer services, namely, creating an on-line community for registered users to participate in discussion, get feedback from their peers, form virtual communities, and engage in social networking; peer-to-browser photo sharing services, namely, providing a website featuring technology enabling users to upload, view and download digital photos.”

13. Facebook is the owner of U.S. Trademark Registration 3,041,791 for the mark FACEBOOK, which was filed on February 24, 2005, and registered on January 10, 2006 for services in Classes 35 and 38.

14. Facebook is the owner of U.S. Trademark Registration 3,122,052 for the mark FACEBOOK, which was filed on February 24, 2005 and registered on July 25, 2006, covering services in Classes 35 and 38.

15. Facebook is the owner of U.S. Trademark Registration 3,659,516 for the mark FACEBOOK, which was filed on August 29, 2006 and registered on July 21, 2009, covering goods in Class 25.

16. Facebook is the owner of U.S. Trademark Registration 3,716,926 for the mark FACEBOOK, which was filed on March 7, 2007 and registered on November 24, 2009, covering goods in Classes 18, 20, and 21.

17. Facebook is the owner of U.S. Trademark Registration 3,826,546 for the mark FACEBOOK, which was filed on August 29, 2006 and registered on July 27, 2010, covering goods in Class 25.

18. Facebook is the owner of U.S. Trademark Registration 3,814,888 for the mark FACEBOOK, which was filed on November 7, 2006 and registered on July 6, 2010, covering goods in Class 42.

19. Facebook is the owner of U.S. Trademark Registration 3,917,332 for the mark FACEBOOK, which was filed on March 7, 2007 and registered on February 8, 2011, covering goods in Classes 18 and 21.

20. Facebook is also the owner of numerous pending U.S. applications to register marks consisting of or incorporating FACEBOOK or a variant thereof, including applications for the FACEBOOK logo (Serial Nos. 77/896,312, 77/896,315, 77/896,317, 77/896,318, 77/896,322, 77/896,323, 77/896,325), filed on December 17, 2009 in Classes 9, 35, 36, 38, 41, 42, and 45.

21. In addition, Facebook owns common law rights in the FACEBOOK mark, which has been continuously, prominently, and conspicuously in use on its website and other materials in interstate commerce in the United States since at least as early as February 2004. All of Facebook's marks that consist of or incorporate the term FACEBOOK or a variant thereof will hereafter be referred to as the "FACEBOOK Marks."

22. The FACEBOOK Marks are inherently distinctive.

23. Facebook has been the subject of thousands of unsolicited stories in television, radio, and print media, highlighting Facebook's innovative and successful efforts in online networking and communities. A fictional retelling of Facebook's founding was also depicted in

the Academy Award winning film "The Social Network," which has grossed hundreds of millions at the box office since its release in 2010. Facebook has also received numerous awards and recognitions, including a listing in Nielsen's Top 10 Web Brands (ranking Facebook 2nd overall and 1st by hours spent on the site per day) in January 2011; The Webby Award's "People's Voice Winner" for Social Networking in 2007 and 2008; Harvard Business School's "Entrepreneurial Company of the Year" in June 2008; *BusinessWeek's* "The World's 50 Most Innovative Companies" in 2008; Business Insider's "Most Likely to Change the World" award in 2009; and The Crunchie Award for Best Overall Startup in 2007, 2008 and 2009. And in 2010, *Time Magazine* named Facebook founder Mark Zuckerberg its Person of the Year.

24. As a result of the nature and quality of Facebook's services, its widespread use of the FACEBOOK Marks, the extensive and continuous media coverage, the high degree of consumer recognition of the FACEBOOK Marks, Facebook's enormous and loyal user base, numerous trademark registrations and pending applications and other factors, the FACEBOOK Marks are famous within the meaning of Section 43(c) of the United States Trademark Act, 15 U.S.C. § 1125(c).

WHERE'S USE AND APPLICATION FOR THE PLACEBOOK MARK

25. As discussed above, Where filed the PLACEBOOK Application on an in-use basis on April 15, 2010 for "[d]ownloadable software for use in wireless IP-enabled devices, namely, software for local search services that includes display of electronic maps, and points of interest and to display relevant, location-informed or user-defined content and that allows users to synchronize the same with web or internet-based applications; downloadable software, namely, software for displaying location and physical presence information in wireless IP-

enabled devices that allows persons to synchronize the same with a web or internet-based application.” The PLACEBOOK Application claims a first use date of February, 2010.

26. The PLACEBOOK Application was published in the *Official Gazette* on September 7, 2010.

27. The goods covered by Where’s PLACEBOOK Application are identical to and encompassed by the goods and services provided by Facebook, and in particular Facebook’s own Places feature which is accessible through software downloaded on users’ mobile phones and protected by Registration Nos. 3,734,637 and 3,801,147.

28. The target market for the goods identified in Where’s PLACEBOOK Application is identical to and/or substantially overlaps with the target market for Facebook’s goods and services.

29. The PLACEBOOK mark is nearly identical to the FACEBOOK mark, encompassing all but one of the letters found in the FACEBOOK mark. The marks look alike and sound alike. As such, the PLACEBOOK mark is confusingly similar to the FACEBOOK mark.

30. Upon information and belief, Where selected the PLACEBOOK Mark with knowledge of and intent to cause confusion or association with, and to capitalize on the enormous goodwill of, the FACEBOOK Marks.

31. There is no issue as to priority of use as between Where’s PLACEBOOK mark and the FACEBOOK Marks. Facebook began using its FACEBOOK Marks, and enjoys priority as a result of the filing dates of its trademark registrations and applications, well prior to the claimed first use date of the PLACEBOOK Mark.

32. Facebook is not affiliated or connected with Where or its services; nor has Facebook endorsed or sponsored Where or its services.

**FIRST GROUND FOR OPPOSITION:
LIKELIHOOD OF CONFUSION**

33. Facebook incorporates by reference Paragraphs 1 through 32, inclusive, as if fully set forth herein.

34. Where's PLACEBOOK Mark is confusingly similar to the FACEBOOK Marks in appearance, sound, and commercial impression. The marks are nearly identical both visually and phonetically. Both marks end with the term "book." In addition, the "Place" element of Where's PLACEBOOK mark, and the "Face" element of FACEBOOK Mark sound nearly identical.

35. The goods described in the PLACEBOOK Application are the same as or closely related to the goods and services offered by Facebook under the FACEBOOK Marks and identified in Facebook's trademark registrations and applications. On information and belief, Where is currently using the PLACEBOOK mark in connection with mobile device software that allows users to store and share location-based information. The FACEBOOK mark is registered for software that provides the identical functionality.

36. Where's goods are identical, related to, and encompassed by Facebook's online networking goods and services.

37. The goods and services identified in the PLACEBOOK Application and the goods and services offered by Facebook under the FACEBOOK Marks are offered through the same channels of trade, namely, through the internet and mobile devices.

38. On information and belief, Where chose the PLACEBOOK Mark with knowledge of, and the intent to create an association with or create a likelihood of confusion with Facebook's services and the FACEBOOK Marks.

39. Registration of the PLACEBOOK Mark will injure Facebook by causing the public to be confused or mistakenly believe that the service provided by Where is associated with, endorsed, or sponsored by Facebook. Facebook has no control over the nature and quality of the service offered by Where under the PLACEBOOK Mark, and Facebook's reputation and goodwill will be damaged and the value of the FACEBOOK Marks jeopardized, all to Facebook's detriment. Any defect, objection or fault found with Where's service marketed under the PLACEBOOK Mark would necessarily reflect upon and seriously injure the reputation that Facebook has established for the goods and services it offers in connection with the FACEBOOK Marks.

40. Registration of the mark herein opposed will damage Facebook because Where's PLACEBOOK Mark is likely, when used on or in connection with the service described in the opposed application, to cause confusion, or to cause mistake or to deceive. Thus, the PLACEBOOK Mark is unregistrable under 15 U.S.C. §§1052 1053, 1063 and 1125 and should be refused registration.

**SECOND GROUND FOR OPPOSITION:
DILUTION OF A FAMOUS MARK**

41. Facebook incorporates by reference Paragraphs 1 through 32 inclusive, as if fully set forth herein.

42. The FACEBOOK Marks are inherently distinctive in relation to Facebook's goods and services.

43. Facebook has used the FACEBOOK trademark since at least as early as 2004 for online networking services, and has expanded use of the FACEBOOK Marks to many other goods and services.

44. Facebook is the owner of numerous U.S. registrations and applications for the FACEBOOK Marks.

45. Facebook and the FACEBOOK Marks have been the subject of extensive and continuous media attention.

46. Facebook has continuously used the FACEBOOK Marks throughout the United States and internationally.

47. As a result of the considerable publicity afforded the FACEBOOK Marks and the enormous and loyal base of customers that Facebook has for its services, the FACEBOOK Marks have vast consumer recognition within the United States.

48. The FACEBOOK Marks became famous before Where's filing the of PLACEBOOK Application on April 15, 2010, and well before Where's alleged first use date of February, 2010.

49. Where's use of the PLACEBOOK Mark in connection with its identified goods will blur and weaken the connection in consumers' minds between the FACEBOOK Marks and Facebook's goods and services, thereby diluting the distinctiveness of the famous FACEBOOK Marks to Facebook's severe detriment.


50. Accordingly, Where's Mark is unregistrable under 15 U.S.C. §§ 1052, 1053, 1063, and 1125, and should be refused registration.

Wherefore, Facebook prays that this Opposition be sustained, and that Application Serial No. 85/015,017 be refused.

Respectfully submitted,

COOLEY LLP
ANNE H. PECK
JEFFREY T. NORBERG
GAVIN L. CHARLSTON
LORI F. MAYALL

Date: March 7, 2011

By: 
Lori F Mayall
Attorneys for Opposer Facebook, Inc.

CERTIFICATE OF TRANSMITTAL AND SERVICE


I hereby certify that this Notice of Opposition is being electronically transmitted in PDF format to the Trademark Trial and Appeal Board through the Electronic System for Trademark Trials and Appeals (ESTTA) on the date indicated below.

I hereby further certify that on the date indicated below, a true and correct copy of this Notice of Opposition was placed in the United States Mail, to be sent via express mail, addressed to the applicant and correspondent for the subject application as follows:

Kimberly B. Herman
Sullivan & Worcester LLP
1 Post Office Square, Ste. 2300
Boston, MA 02109-2129

Where, Inc.
60 Canal Street, 2nd Floor
Boston, MA 02109

Date: March 7, 2011



Lori Mayall

EXHIBIT

54

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

In the matter of application Serial No. 79/076,483
For the Trademark PLACEBOOK
Published in the Official Gazette on September 7, 2010

FACEBOOK, INC.,)	
)	
Opposer,)	
	)	Opposition No.
v.)	
)	
WILLIS GROUP LIMITED,)	
)	
Applicant.)	
<hr/>		

NOTICE OF OPPOSITION

Opposer Facebook, Inc. (“Facebook”), a Delaware corporation having its principal place of business at 1601 California Avenue, Palo Alto, California 94304, believes that it will be damaged by the issuance of a registration for the mark PLACEBOOK in class 38 (the “PLACEBOOK Mark”), as applied for in Application Serial No. 79/076,483 filed on November 2, 2009 by Applicant Willis Group Limited (“Willis”), an United Kingdom corporation located at The Willis Building, 51 Lime Street London EC3M 7DQ.

As grounds for opposition, Facebook alleges that:

1. Facebook is the world’s leading provider of online social networking services. Indeed, Facebook’s website at <http://facebook.com> has been recognized as one of the most-trafficked websites of any kind in the world. The Facebook website allows computer users to find and communicate with existing friends, make new friends, organize groups and events and share their personal profiles, statuses, activities, photos, links and videos and to create online

communities of users with shared interests and connections. For all of the reasons further discussed herein, the FACEBOOK Marks, as defined below, are famous.

2. Facebook began offering its services in 2004. Since that time, Facebook has become one of the most widely recognized brands in the United States. As of early 2010, Facebook provided online networking services in over 70 languages to over 500 million active users worldwide, more than 250 million of whom typically logged on to the Facebook website on any given day.

3. Facebook provides tools for each of its users to create a personal web page (a "Profile") on which the user can choose to display personal information such as education, professional background, and contact information. In addition, Facebook provides on each Profile a means through which users can communicate with each other, including via private electronic messages that are sent directly to users' inboxes, as well as through online real-time chat. Facebook users are also able to send and receive items such as textual messages, links, photographs, or video via his or her own or another user's Profile.

4. Facebook also provides a "Groups" feature, which allows users to selectively share information with a small group of friends, quickly post photos, chat with other members who are online, and even keep in touch when they are not on Facebook through a group e-mail address.

5. Facebook additionally provides a "Pages" facility for organizations, businesses, celebrities, and bands to broadcast information in an official, public manner to people who choose to connect with them. Pages can be enhanced with applications that facilitate communications and engagement with existing audiences and capture new audiences.

6. Facebook also provides a “Places” feature, which enables users to identify their current location by “checking in” and connecting and sharing with others nearby. Users can also take advantage of discounts, coupons, and other promotional offers by identifying their presence at retailers, eateries, entertainment venues, and other forums. Users primarily engage with the Places features through Facebook’s software application downloaded to their mobile devices.

7. Indeed, Facebook users are able to update their status and send items such as textual messages, links, photographs, or video from their mobile devices such as the Blackberry and iPhone smartphones, among others. The Facebook iPhone application is the most downloaded free iPhone application of all time. As of the beginning of 2011, there were more than 200 million active users accessing the Facebook service through their mobile devices.

8. Facebook also provides Facebook Platform, which allows Facebook to broaden its reach beyond the Facebook website. Facebook Platform enables third party websites to integrate aspects of the Facebook experience into their sites, and lets Facebook users interact and connect in other places across the web. In turn, these third party websites increase the visibility of Facebook and the FACEBOOK Marks. More than one million third party websites have integrated with Facebook Platform. Two-thirds of comScore’s U.S. Top 100 websites and half of comScore’s Global Top 100 websites have integrated with Facebook. And, more than 150 million people engage with Facebook on external websites every month.

9. In addition, Facebook Platform allows for the creation of software programs such as tools and gadgets for personalizing and increasing the utility of user profiles, and interactive games. The Facebook Platform additionally permits developers of software for the mobile market to integrate the elements of the Facebook experience into their products. There are more

than a million entrepreneurs and software developers worldwide who have created over 500,000 software programs (known as “applications”) via the Facebook Platform.

FACEBOOK’S MARKS

10. Facebook is the owner of U.S. Trademark Registration 3,734,637 for the mark FACEBOOK, which was filed on May 24, 2007 and issued on January 5, 2010, for goods and services in Classes 9, 38, 41 and 42. The goods covered by this registration include “Software to enable uploading, posting, showing, displaying, tagging, blogging, sharing or otherwise providing electronic media or information over the Internet or other communications network.” The services covered by this registration include but are not limited to “Audio and video broadcasting services over the Internet or other communications network, namely, uploading, posting, showing, displaying, tagging and electronically transmitting information, audio, and video clips; providing on-line chat rooms, listservers, and on-line forums for transmission of messages among computer users concerning user-defined content”; and “uploading, posting, showing, displaying, tagging and electronically transmitting information, audio, and video clips.”

11. Facebook is the owner of U.S. Trademark Registration 3,801,147 for the mark FACEBOOK, which was filed on November 7, 2006, and registered on June 8, 2010 for goods and services in Classes 9, 38, 41 and 42. The goods covered by this registration include “[c]omputer software development tools for social networking, building social networking applications and for allowing data retrieval, upload, access and management; application programming interface (API) for third-party software and online services for social networking, building social networking applications and for allowing data retrieval, upload, access and management.” The services covered by this registration include but are not limited to

“[p]roviding temporary use of non-downloadable software applications for classifieds, virtual community, social networking, photo sharing, and transmission of photographic images.”

12. Facebook is the owner of U.S. Trademark Registration 3,881,770 for the mark FACEBOOK, which was filed on June 29, 2006 and registered on November 23, 2010, covering services in Classes 35, 38, 41, 42, and 45. The services covered by this registration include but are not limited to “computer services in the nature of customized web pages featuring user-defined information, personal profiles and information; computer services, namely, creating an on-line community for registered users to participate in discussion, get feedback from their peers, form virtual communities, and engage in social networking; peer-to-browser photo sharing services, namely, providing a website featuring technology enabling users to upload, view and download digital photos.”

13. Facebook is the owner of U.S. Trademark Registration 3,041,791 for the mark FACEBOOK, which was filed on February 24, 2005, and registered on January 10, 2006 for services in Classes 35 and 38.

14. Facebook is the owner of U.S. Trademark Registration 3,122,052 for the mark FACEBOOK, which was filed on February 24, 2005 and registered on July 25, 2006, covering services in Classes 35 and 38.

15. Facebook is the owner of U.S. Trademark Registration 3,659,516 for the mark FACEBOOK, which was filed on August 29, 2006 and registered on July 21, 2009, covering goods in Class 25.

16. Facebook is the owner of U.S. Trademark Registration 3,716,926 for the mark FACEBOOK, which was filed on March 7, 2007 and registered on November 24, 2009, covering goods in Classes 18, 20, and 21.

17. Facebook is the owner of U.S. Trademark Registration 3,826,546 for the mark FACEBOOK, which was filed on August 29, 2006 and registered on July 27, 2010, covering goods in Class 25.

18. Facebook is the owner of U.S. Trademark Registration 3,814,888 for the mark FACEBOOK, which was filed on November 7, 2006 and registered on July 6, 2010, covering goods in Class 42.

19. Facebook is the owner of U.S. Trademark Registration 3,917,332 for the mark FACEBOOK, which was filed on March 7, 2007 and registered on February 8, 2011, covering goods in Classes 18 and 21.

20. Facebook is also the owner of numerous pending U.S. applications to register marks consisting of or incorporating FACEBOOK or a variant thereof, including applications for the FACEBOOK logo (Serial Nos. 77/896,312, 77/896,315, 77/896,317, 77/896,318, 77/896,322, 77/896,323, 77/896,325), filed on December 17, 2009 in Classes 9, 35, 36, 38, 41, 42, and 45.

21. In addition, Facebook owns common law rights in the FACEBOOK mark, which has been continuously, prominently, and conspicuously in use on its website and other materials in interstate commerce in the United States since at least as early as February 2004. All of Facebook's marks that consist of or incorporate the term FACEBOOK or a variant thereof will hereafter be referred to as the "FACEBOOK Marks."

22. The FACEBOOK Marks are inherently distinctive.

23. Facebook has been the subject of thousands of unsolicited stories in television, radio, and print media, highlighting Facebook's innovative and successful efforts in online networking and communities. A fictional retelling of Facebook's founding was also depicted in

the Academy Award winning film “The Social Network,” which has grossed hundreds of millions at the box office since its release in 2010. Facebook has also received numerous awards and recognitions, including a listing in Nielsen’s Top 10 Web Brands (ranking Facebook 2nd overall and 1st by hours spent on the site per day) in January 2011; The Webby Award’s “People’s Voice Winner” for Social Networking in 2007 and 2008; Harvard Business School’s “Entrepreneurial Company of the Year” in June 2008; *BusinessWeek*’s “The World’s 50 Most Innovative Companies” in 2008; Business Insider’s “Most Likely to Change the World” award in 2009; and The Crunchie Award for Best Overall Startup in 2007, 2008 and 2009. And in 2010, *Time Magazine* named Facebook founder Mark Zuckerberg its Person of the Year.

24. As a result of the nature and quality of Facebook’s services, its widespread use of the FACEBOOK Marks, the extensive and continuous media coverage, the high degree of consumer recognition of the FACEBOOK Marks, Facebook’s enormous and loyal user base, numerous trademark registrations and pending applications and other factors, the FACEBOOK Marks are famous within the meaning of Section 43(c) of the United States Trademark Act, 15 U.S.C. § 1125(c).

WILLIS’ APPLICATION FOR THE PLACEBOOK MARK

25. As discussed above, Willis filed the PLACEBOOK Application on an intent-to-use basis on November 2, 2009 for “telecommunication network services, namely, electronic data interchange services in the field of insurance transactions such as premiums, claims, and remittance advice that allow direct communications between insurers, insurance brokers and their customers; providing telecommunications connections to databases.”

26. The PLACEBOOK Application was published in the *Official Gazette* on September 7, 2010.

27. The services covered by Willis' PLACEBOOK Application are nearly identical to and encompassed by services provided by Facebook.

28. The target market covered by Willis' PLACEBOOK Application is identical to and/or substantially overlaps with the target market for Facebook's services.

29. The PLACEBOOK mark is nearly identical to the FACEBOOK mark encompassing all but one of the letters found in the FACEBOOK mark. The marks look alike and sound alike. As such, the PLACEBOOK mark is confusingly similar to the FACEBOOK mark.

30. Upon information and belief, Willis selected the PLACEBOOK Mark with knowledge of and intent to cause confusion or association with, and to capitalize on the enormous goodwill of, the FACEBOOK Marks.

31. There is no issue as to priority of use as between Willis' PLACEBOOK mark and the FACEBOOK Marks. Willis filed its PLACEBOOK Application on an intent-to-use basis and its filing date is well after Facebook began using its FACEBOOK Marks, and the priority it enjoys as a result of the filing dates of its trademark registrations and applications.

32. Facebook is not affiliated or connected with Willis or its services; nor has Facebook endorsed or sponsored Willis or its services.

**FIRST GROUND FOR OPPOSITION:
LIKELIHOOD OF CONFUSION**

33. Facebook incorporates by reference Paragraphs 1 through 32, inclusive, as if fully set forth herein.

34. Willis' PLACEBOOK Mark is confusingly similar to the FACEBOOK Marks in appearance, sound, and commercial impression. The marks are nearly identical both visually and phonetically. Both marks end with the term "book." In addition, the "Place" element of

Where's PLACEBOOK mark, and the "Face" element of FACEBOOK Mark sound nearly identical.

35. According to the identification of services in its PLACEBOOK Application, Willis intends to use the PLACEBOOK mark in connection with a telecommunication network service that allows users to connect and share information. These services are the same as or encompassed by the services offered by Facebook under the FACEBOOK Marks and set forth in Facebook's trademark registrations and applications.

36. The services identified in the PLACEBOOK Application and the services offered by Facebook under the FACEBOOK Marks are offered through the same channels of trade, namely, through the internet.

37. On information and belief, Willis chose the PLACEBOOK Mark with knowledge of, and the intent to create an association with or create a likelihood of confusion with Facebook's services and the FACEBOOK Marks.

38. Registration of the PLACEBOOK Mark will injure Facebook by causing the public to be confused or mistakenly believe that the service provided by Willis is associated with, endorsed, or sponsored by Facebook. Facebook has no control over the nature and quality of the service offered by Willis under the PLACEBOOK Mark, and Facebook's reputation and goodwill will be damaged and the value of the FACEBOOK Marks jeopardized, all to Facebook's detriment. Any defect, objection or fault found with Willis' service marketed under the PLACEBOOK Mark would necessarily reflect upon and seriously injure the reputation that Facebook has established for the goods and services it offers in connection with the FACEBOOK Marks.

39. Registration of the mark herein opposed will damage Facebook because Willis' PLACEBOOK Mark is likely, when used on or in connection with the service described in the opposed application, to cause confusion, or to cause mistake or to deceive. Thus, the PLACEBOOK Mark is unregistrable under 15 U.S.C. §§ 1052, 1053, 1063 and 1125 and should be refused registration.

**SECOND GROUND FOR OPPOSITION:
DILUTION OF A FAMOUS MARK**

40. Facebook incorporates by reference Paragraphs 1 through 32 inclusive, as if fully set forth herein.

41. The FACEBOOK Marks are inherently distinctive in relation to Facebook's goods and services.

42. Facebook has used the FACEBOOK trademark since at least as early as 2004 for online networking services, and has expanded use of the FACEBOOK Marks to many other goods and services.

43. Facebook is the owner of numerous U.S. registrations and applications for the FACEBOOK Marks.

44. Facebook and the FACEBOOK Marks have been the subject of extensive and continuous media attention.

45. Facebook has continuously used the FACEBOOK Marks throughout the United States and internationally.

46. As a result of the considerable publicity afforded the FACEBOOK Marks and the enormous and loyal base of customers that Facebook has for its services, the FACEBOOK Marks have vast consumer recognition within the United States.

47. The FACEBOOK Marks became famous before Willis' filing the of PLACEBOOK Application on November 2, 2009, 2010.

48. Willis' intended use of the PLACEBOOK Mark in connection with a telecommunication network that facilitates connecting and sharing of information will blur and weaken the connection in consumers' minds between the FACEBOOK Marks and Facebook's goods and services, thereby diluting the distinctiveness of the famous FACEBOOK Marks to Facebook's severe detriment.

49. Accordingly, Willis' PLACEBOOK Mark is unregistrable under 15 U.S.C. §§ 1052, 1053, 1063, and 1125, and should be refused registration.

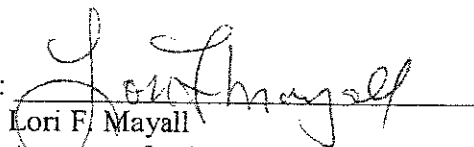
Wherefore, Facebook prays that this Opposition be sustained, and that Application Serial No. 79/076,483 be refused.

Respectfully submitted,

COOLEY LLP
ANNE H. PECK
JEFFREY T. NORBERG
GAVIN L. CHARLSTON
LORI F. MAYALL

Date: March 7, 2011

By:


Lori F. Mayall
Attorneys for Opposer Facebook, Inc.

CERTIFICATE OF TRANSMITTAL AND SERVICE


I hereby certify that this Notice of Opposition is being electronically transmitted in PDF format to the Trademark Trial and Appeal Board through the Electronic System for Trademark Trials and Appeals (ESTTA) on the date indicated below.

I hereby further certify that on the date indicated below, a true and correct copy of this Notice of Opposition was placed in the United States Mail, to be sent via express mail, addressed to the applicant and correspondent for the subject application as follows:

Susan Upton Douglass
Fross Zelnick Lehrman & Zissu, P.C.
866 United Nations Plaza
New York NY 10017

Willis Group Limited
The Willis Building, 51 Lime Street London EC3M 7DQ
United Kingdom

Date: March 7, 2011


Lori Mayall

923033 v2/HN

EXHIBIT

55

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

In the matter of application Serial No. 85/026,924
For the Trademark FACEPILES
Published in the Official Gazette on October 5, 2010

FACEBOOK, INC.,)	
)	
Opposer,)	
)	
v.	)	Opposition No.
)	
RESORB NETWORKS, INC.,)	
)	
Applicant.)	
_____)	

NOTICE OF OPPOSITION

Opposer Facebook, Inc. ("Facebook"), a Delaware corporation having its principal place of business at 1601 California Avenue, Palo Alto, California 94304, believes that it will be damaged by the issuance of a registration for the mark FACEPILES (the "FACEPILES Mark"), as applied for in Application Serial No. 85/026,924 filed on April 30, 2010 by Applicant Resorb Networks, Inc. ("Resorb"), a New York corporation located at 8 Heathcote Ave., Edison, New Jersey 08817.

As grounds for opposition, Facebook alleges that:

1. Facebook is the world's leading provider of online social networking services. Indeed, Facebook's website at <http://facebook.com> has been recognized as one of the most-trafficked websites of any kind in the world. The Facebook website allows computer users to find and communicate with existing friends, make new friends, organize groups and events and share their personal profiles, statuses, activities, photos, links and videos and to create online

communities of users with shared interests and connections. For all of the reasons further discussed herein, the FACEBOOK Marks, as defined below, are famous.

2. Facebook began offering its services in 2004. Since that time, Facebook has become one of the most widely recognized brands in the United States. As of early 2010, Facebook provided online networking services in over 70 languages to over 500 million active users worldwide, more than 250 million of whom typically logged on to the Facebook website on any given day.

3. Facebook provides tools for each of its users to create a personal web page (a "Profile") on which the user can choose to display personal information such as education, professional background, and contact information. In addition, Facebook provides on each Profile a means through which users can communicate with each other, including via private electronic messages that are sent directly to users' inboxes, as well as through online real-time chat. Facebook users are also able to send and receive items such as textual messages, links, photographs, or video via his or her own or another user's Profile.

4. Facebook also provides a "Groups" feature, which allows users to selectively share information with a small group of friends, quickly post photos, chat with other members who are online, and keep in touch when they are not on Facebook through a group e-mail address.

5. Facebook additionally provides a "Pages" feature for organizations, businesses, celebrities, and bands to broadcast information in an official, public manner to people who choose to connect with them. Pages can be enhanced with applications that facilitate communications and engagement with existing audiences and capture new audiences.

6. Facebook also provides a “Places” feature, which enables users to identify their current location by “checking in” and connecting and sharing with others nearby. Users can take advantage of discounts, coupons, and other promotional offers by identifying their presence at retailers, eateries, entertainment venues, and other forums.

7. Facebook users are able to update their status and send items such as textual messages, links, photographs, or video from their mobile devices such as the Blackberry and iPhone smartphones, among others. The Facebook iPhone application is the most downloaded free iPhone application of all time. As of early 2011, there were more than 200 million active users accessing the Facebook service through their mobile devices.

8. Facebook also provides Facebook Platform, which allows Facebook to broaden its reach beyond the Facebook website. Facebook Platform enables third party websites to integrate aspects of the Facebook experience into their sites, and lets Facebook users interact and connect in other places across the web. In turn, these third party websites increase the visibility of Facebook and the FACEBOOK Marks. More than one million third party websites have integrated with Facebook Platform. As of April, 2010, two-thirds of comScore’s U.S. Top 100 websites and half of comScore’s Global Top 100 websites have integrated with Facebook. And, more than 150 million people engage with Facebook on external websites every month.

9. In addition, Facebook Platform allows for the creation of software programs such as tools and gadgets for personalizing and increasing the utility of user profiles, and interactive games. Facebook Platform provides developers of software for the mobile market the ability to integrate elements of the Facebook experience into their products. There are more than a million entrepreneurs and software developers worldwide who have created over 500,000 software programs (known as “applications”) for Facebook Platform.

10. On April 21, 2010, at the f8 Developers Conference in San Francisco, Facebook announced the release of a social plug-in under the name FACEPILE. FACEPILE is designed to further integrate Facebook users' experiences across the web. It shows the profile pictures of a user's friends who have already signed up on websites that have installed the FACEPILE plug-in. If a user signs into Facebook and visits an external site, he or she can see if anyone within his or her social network has signed up for the site or if his or her friends have commented on it. The FACEPILE plug-in was available on the Facebook website at least as of the same day, April 21, 2010, and received substantial coverage from the press and blogging community.

11. Nine days later, on April 30, 2010, Resorb filed Application Serial No. 85/026,924 for FACEPILES ("FACEPILES Application") on an in-use basis for "[c]omputer services, namely creating an on-line community for registered users to participate in discussions, get feedback from their peers, form virtual communities, and engage in social networking featuring profile pictures of friends and video content" in Class 42. The FACEPILES Application claims a first use in commerce date of that same day, April 30, 2010, and a first use anywhere of January 10, 2010. That same day, Resorb registered the domain name www.facepiles.com.

FACEBOOK'S MARKS

12. Facebook is the owner of U.S. Trademark Registration 3,734,637 for the mark FACEBOOK, which was filed on May 24, 2007 and issued on January 5, 2010, for goods and services in Classes 9, 38, 41 and 42. The services covered by this registration include but are not limited to "[a]udio and video broadcasting services over the Internet or other communications network, namely, uploading, posting, showing, displaying, tagging and electronically transmitting information, audio, and video clips; providing on-line chat rooms, listservers, and

on-line forums for transmission of messages among computer users concerning user-defined content”; and “uploading, posting, showing, displaying, tagging and electronically transmitting information, audio, and video clips.”

13. Facebook is the owner of U.S. Trademark Registration 3,801,147 for the mark FACEBOOK, which was filed on November 7, 2006, and registered on June 8, 2010 for goods and services in Classes 9, 38, 41 and 42. The services covered by this registration include but are not limited to “[c]omputer software development tools for social networking”; and “[p]roviding temporary use of non-downloadable software applications for classifieds, virtual community, social networking, photo sharing, and transmission of photographic images.”

14. Facebook is the owner of U.S. Trademark Registration 3,881,770 for the mark FACEBOOK, which was filed on June 29, 2006 and registered on November 23, 2010, covering services in Classes 35, 38, 41, 42, and 45. The services covered by this registration include but are not limited to “computer services in the nature of customized web pages featuring user-defined information, personal profiles and information; computer services, namely, creating an on-line community for registered users to participate in discussion, get feedback from their peers, form virtual communities, and engage in social networking; peer-to-browser photo sharing services, namely, providing a website featuring technology enabling users to upload, view and download digital photos.”

15. Facebook is the owner of U.S. Trademark Registration 3,041,791 for the mark FACEBOOK, which was filed on February 24, 2005, and registered on January 10, 2006 for services in Classes 35 and 38.

16. Facebook is the owner of U.S. Trademark Registration 3,122,052 for the mark FACEBOOK, which was filed on February 24, 2005 and registered on July 25, 2006, covering services in Classes 35 and 38.
17. Facebook is the owner of U.S. Trademark Registration 3,659,516 for the mark FACEBOOK, which was filed on August 29, 2006 and registered on July 21, 2009, covering goods in Class 25.
18. Facebook is the owner of U.S. Trademark Registration 3,716,926 for the mark FACEBOOK, which was filed on March 7, 2007 and registered on November 24, 2009, covering goods in Classes 18, 20, and 21.
19. Facebook is the owner of U.S. Trademark Registration 3,826,546 for the mark FACEBOOK, which was filed on August 29, 2006 and registered on July 27, 2010, covering goods in Class 25.
20. Facebook is the owner of U.S. Trademark Registration 3,814,888 for the mark FACEBOOK, which was filed on November 7, 2006 and registered on July 6, 2010, covering goods in Class 42.
21. Facebook is the owner of U.S. Trademark Registration 3,917,332 for the mark FACEBOOK, which was filed on March 7, 2007 and registered on February 8, 2011, covering goods in Classes 18 and 21.
22. Facebook is also the owner of numerous pending U.S. applications to register marks consisting of or incorporating FACEBOOK or a variant thereof, including applications for the FACEBOOK logo (Serial Nos. 77/896,312, 77/896,315, 77/896,317, 77/896,318, 77/896,322, 77/896,323, 77/896,325), filed on December 17, 2009 in Classes 9, 35, 36, 38, 41, 42, and 45.

23. In addition, Facebook owns common law rights in the FACEBOOK mark, which has been continuously, prominently, and conspicuously in use on its website and other materials in interstate commerce in the United States since at least as early as February 2004. All of Facebook's marks that consist of or incorporate the term FACEBOOK or a variant thereof will hereafter be referred to as the "FACEBOOK Marks."

24. The FACEBOOK Marks are inherently distinctive.

25. Facebook has been the subject of thousands of unsolicited stories in television, radio, and print media, highlighting Facebook's innovative and successful efforts in online networking and communities. A fictional retelling of Facebook's founding was also depicted in the Academy Award winning film "The Social Network," which has grossed hundreds of millions at the box office since its release in 2010. Facebook has also received numerous awards and recognitions, including a listing in Nielsen's Top 10 Web Brands (ranking Facebook 2nd overall and 1st by hours spent on the site per day) in January 2011; The Webby Award's "People's Voice Winner" for Social Networking in 2007 and 2008; Harvard Business School's "Entrepreneurial Company of the Year" in June 2008; *BusinessWeek's* "The World's 50 Most Innovative Companies" in 2008; Business Insider's "Most Likely to Change the World" award in 2009; and The Crunchie Award for Best Overall Startup in 2007, 2008 and 2009. And in 2010, *Time Magazine* named Facebook founder Mark Zuckerberg its Person of the Year.

26. As a result of the nature and quality of Facebook's services, its widespread use of the FACEBOOK Marks, the extensive and continuous media coverage, the high degree of consumer recognition of the FACEBOOK Marks, Facebook's enormous and loyal user base, numerous trademark registrations and pending applications and other factors, the FACEBOOK

Marks are famous within the meaning of Section 43(c) of the United States Trademark Act, 15 U.S.C. § 1125(c).

27. In addition, Facebook owns common law rights in the FACEPILE mark, which has been in use on its website in interstate commerce in the United States since at least as early as April 21, 2010. Facebook uses the mark FACEPILE in connection with, among other things, Facebook's social networking services. All of Facebook's marks that consist of or incorporate the term FACEPILE or a variant thereof will hereafter be referred to as the "Facebook FACEPILE Mark."

28. The Facebook FACEPILE Mark is inherently distinctive.

29. As a common law user of the mark FACEPILE, Facebook will be damaged if Resorb is allowed to register the mark FACEPILES.

RESORB'S USE AND APPLICATION FOR THE FACEPILES MARK

30. As discussed above, Resorb filed the FACEPILES Application on an in-use basis on April 30, 2010. The FACEPILES Application claims a first use in commerce date of April 30, 2010, and a first use anywhere date of January 10, 2010.

31. The FACEPILES Application was published in the *Official Gazette* on October 30, 2010.

32. The services covered by Resorb's FACEPILES Application are substantially identical to and encompassed by services provided by Facebook under the FACEBOOK Marks and the Facebook FACEPILE Mark.

33. The target market covered by Resorb's FACEPILES Application is identical to and/or substantially overlaps with the target market for Facebook's services.

34. On information and belief, Resorb did not use the FACEPILES mark in connection with any or all of the services claimed in the FACEPILES Application as of the date of first use claimed in Resorb's Application. On information and belief, Resorb did not use the FACEPILES mark in connection with any or all of the services claimed in the FACEPILES Application as of the filing date of the FACEPILES Application. On information and belief, Resorb did not use the FACEPILES mark in connection with any services until March 7, 2011.

35. As of April 30, 2010, Applicant stated on its Twitter page, "Lookout for our NEW service, coming soon!" and provided a link to its website at www.facepiles.com, as reflected in the following screenshot (taken March 8, 2011):



FacePiles™ has Launched!
<http://www.facepiles.com>

Lookout for our NEW service, coming soon!
<http://www.facepiles.com>

Name facepile
 Location Internet
 Web Page www.facepiles.com
 0 5 0
 following followers listed

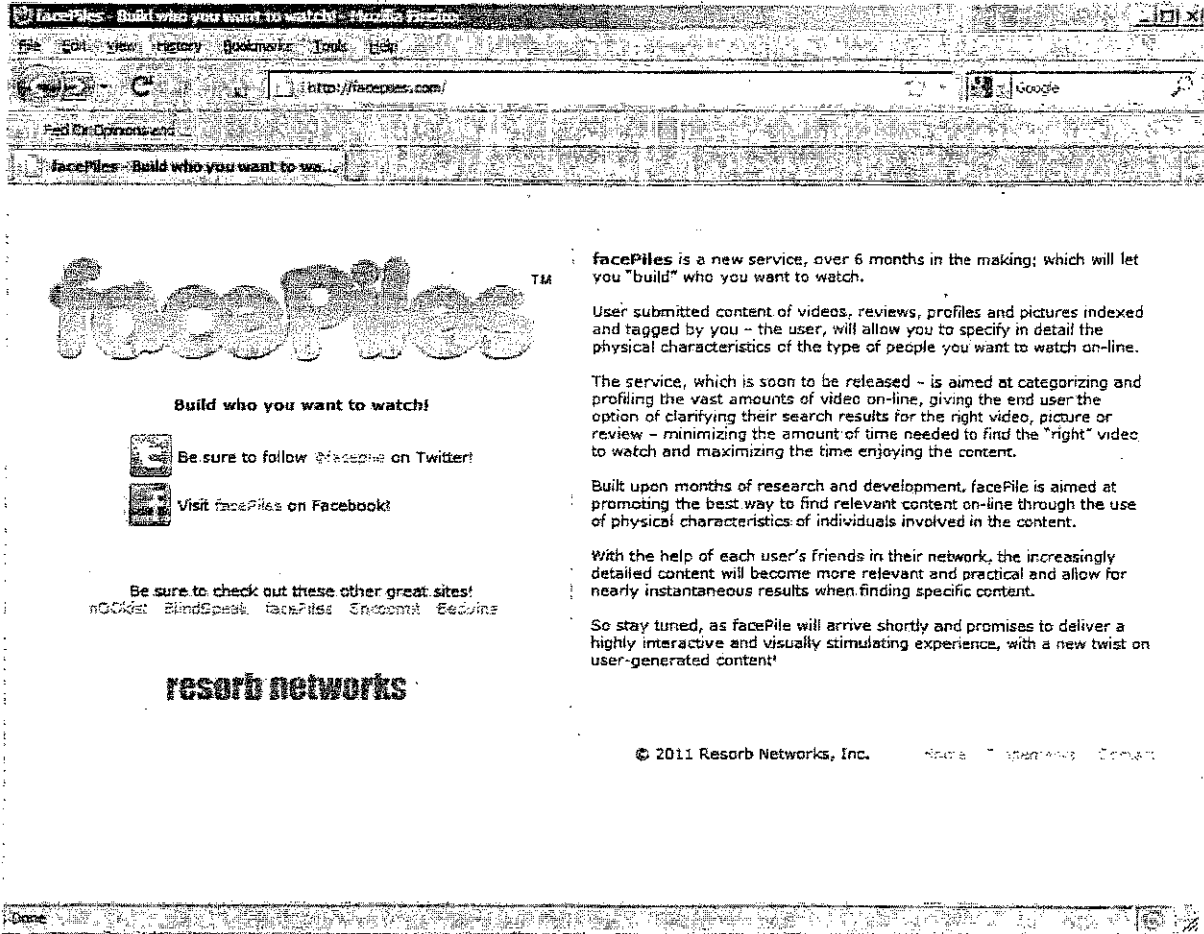
Tweets 2

Favorites

Following

RSE friend of facepiles
 facepiles

36. Even eight months later, as of February 1, 2011, the www.facepiles.com website stated that the FACEPILES service “is soon to be released” and that it “will arrive shortly” rather than being currently available, as reflected below:



37. The mark Resorb proposes to register, FACEPILES, is confusingly similar to the FACEBOOK Marks and the Facebook FACEPILE Mark.

38. Upon information and belief, Resorb selected the FACEPILES Mark with knowledge of and intent to cause confusion or association with, and to capitalize on the enormous goodwill of, the FACEBOOK Marks.

39. Facebook began using its FACEBOOK Marks, and enjoys priority as a result of the filing dates of its trademark registrations and applications, well prior to the claimed first use date of the FACEPILES Mark.

40. Facebook began using its FACEPILE Mark at least as early as April 21, 2010 in connection with its social networking services, and thus enjoys priority as a result of its common law use of the mark in commerce prior to Resorb's alleged April 30, 2010 use of the FACEPILES Mark in commerce in connection with social networking.

41. Facebook is not affiliated or connected with Resorb or its services, nor has Facebook endorsed or sponsored Resorb or its services.

**FIRST GROUND FOR OPPOSITION:
FAILURE TO USE MARK WITH ALL CLAIMED SERVICES**

42. Facebook incorporates by reference Paragraphs 1 through 41, inclusive, as if fully set forth herein.

43. Resorb filed Application Serial No. 85/026,924 for FACEPILES on an in-use basis on April 30, 2010, claiming a first use date in commerce of April 30, 2010 and a first use anywhere date of January 10, 2010 for the following goods and services in International Class 42: “[c]omputer services, namely creating an on-line community for registered users to participate in discussions, get feedback from their peers, form virtual communities, and engage in social networking featuring profile pictures of friends and video content.”

44. The specimen submitted by Resorb to the PTO on April 30, 2010 with its application for the FACEPILES Mark consists of a purported screen shot of the website www.facepiles.com. The screenshot consists solely of the following statement: “facePiles Build what you want to watch.”

45. As discussed above, however, on the same date it filed its trademark application on an in-use basis, Applicant stated on its Twitter page that its services were simply coming soon. On information and belief, this status was unchanged until March 7, 2011 when Applicant announced on its Twitter page that “FacePiles has launched!”

46. On information and belief, prior to March 7, 2011, Resorb had not ever used the FACEPILES Mark in connection with the goods and services claimed in the FACEPILES Application.

47. Accordingly, Resorb’s FACEPILES Mark is unregistrable pursuant to 15 U.S.C. §§ 1051 and 1063, and should be refused registration.

**SECOND GROUND FOR OPPOSITION:
LIKELIHOOD OF CONFUSION**

48. Facebook incorporates by reference Paragraphs 1 through 41, inclusive, as if fully set forth herein.

49. Resorb’s FACEPILES Mark is confusingly similar to the FACEBOOK Marks in appearance, sound, and commercial impression.

50. The services described in the FACEPILES Application are the same as or closely related to the services offered by Facebook under the FACEBOOK Marks and identified in Facebook’s trademark registrations and applications. According to the identification of services in its FACEPILES Application, Resorb is currently using the FACEPILES mark in connection with providing social networking services, including “creating an on-line community for registered users to participate in discussions, get feedback from their peers, form virtual communities, and engage in social networking featuring profile pictures of friends and video content.” Resorb’s alleged use the FACEPILES Mark in connection with a service that provides the same or related social networking services provided by Facebook. Resorb’s service is

substantially identical or related to and encompassed by Facebook's online networking services. However, Facebook is not affiliated or connected with Resorb or its service, nor has Facebook endorsed or sponsored Resorb or its service.

51. The types of service identified in the FACEPILES Application and the types of services offered by Facebook under the FACEBOOK Marks are offered through the same channels of trade, namely, through the internet.

52. On information and belief, Resorb chose the FACEPILES Mark with knowledge of, and the intent to create an association with or create a likelihood of confusion with Facebook's services and the FACEBOOK Marks.

53. Accordingly, registration of the FACEPILES Mark will injure Facebook by causing the public to be confused or mistakenly believe that the service provided by Resorb is associated with, endorsed, or sponsored by Facebook. Facebook has no control over the nature and quality of the service offered by Resorb under the FACEPILES Mark, and Facebook's reputation and goodwill will be damaged and the value of the FACEBOOK Marks jeopardized, all to Facebook's detriment. Any defect, objection or fault found with Resorb's service marketed under the FACEPILES Mark would necessarily reflect upon and seriously injure the reputation that Facebook has established for the goods and services it offers in connection with the FACEBOOK Marks.

54. Resorb's FACEPILES Mark, when used in connection with the services described in the FACEPILES Application, is confusingly similar to the Facebook FACEPILE Mark in appearance, sound, and commercial impression. Resorb's FACEPILE mark contains the entire Facebook FACEPILE Mark, and adds only a non-distinctive pluralization.

55. The services described in the FACEPILES Application are the same as or closely related to the services offered by Facebook under the Facebook FACEPILE Mark. According to the identification of services in its FACEPILES Application, Resorb is currently using the FACEPILES mark in connection with providing social networking services, including “creating an on-line community for registered users to participate in discussions, get feedback from their peers, form virtual communities, and engage in social networking featuring profile pictures of friends and video content.” Resorb’s service is substantially identical or related to and encompassed by Facebook’s online social networking services. However, Facebook is not affiliated or connected with Resorb or its service, nor has Facebook endorsed or sponsored Resorb or its service.

56. The types of service identified in the FACEPILES Application and the types of services offered by Facebook under the Facebook FACEPILE Mark are offered through the same channels of trade, namely, through the internet.

57. Accordingly, registration of the FACEPILES Mark will injure Facebook by causing the public to be confused or mistakenly believe that the service provided by Resorb is associated with, endorsed, or sponsored by Facebook. Facebook has no control over the nature and quality of the service offered by Resorb under the FACEPILES Mark, and Facebook’s reputation and goodwill will be damaged and the value of the Facebook FACEPILE Mark jeopardized, all to Facebook’s detriment. Any defect, objection or fault found with Resorb’s service marketed under the FACEPILES Mark would necessarily reflect upon and seriously injure the reputation that Facebook has established for the goods and services it offers in connection with the Facebook FACEPILE Mark.

58. Registration of the mark herein opposed will damage Facebook because Resorb's FACEPILES Mark is likely, when used on or in connection with the service described in the opposed application, to cause confusion, or to cause mistake or to deceive. Thus, the FACEPILES Mark is unregistrable under 15 U.S.C. §§ 1052(d), 1053 and 1063, and should be refused registration.

**THIRD GROUND FOR OPPOSITION:
DILUTION OF A FAMOUS MARK**

59. Facebook incorporates by reference Paragraphs 1 through 41 inclusive, as if fully set forth herein.

60. The FACEBOOK Marks are inherently distinctive in relation to Facebook's goods and services.

61. Facebook has used the FACEBOOK trademark since at least as early as 2004 for online networking services, and has expanded use of the FACEBOOK Marks to many other goods and services.

62. Facebook is the owner of numerous U.S. registrations and applications for the FACEBOOK Marks.

63. Facebook and the FACEBOOK Marks have been the subject of extensive and continuous media attention.

64. Facebook has continuously used the FACEBOOK Marks throughout the United States and internationally.

65. As a result of the considerable publicity afforded the FACEBOOK Marks and the enormous and loyal base of customers that Facebook has for its services, the FACEBOOK Marks have vast consumer recognition within the United States.

66. The FACEBOOK Marks became famous before Resorb's filing of the FACEPILES Application on April 30, 2010, and well before Resorb's alleged first use dates of January 10, 2010 and April 30, 2010.

67. Resorb on its website describes its mission as "creat[ing] radical, never before seen applications for the web." A more detailed review of Resorb's products and press releases, however, reveals that Resorb's "never before seen" applications are often sexually themed. For example, Resorb offers a product under the name "nOOKist" that apparently allows users to "Keep track of your sex life" and "Securely record all of your sexual history in your electronic black book – and use the real-time charts and graphs to see when you are most sexually active." Resorb's Press Room section of its website suggests that Resorb's primary business focus since at least 2005 has been to offer sexually themed software applications.

68. Resorb's use of the FACEPILES Mark in connection with social networking services will blur and weaken the connection in consumers' minds between the FACEBOOK Marks and Facebook's goods and services, thereby diluting the distinctiveness of the famous FACEBOOK Marks to Facebook's severe detriment.

69. Resorb's history of offering sexually themed software products combined with its use of the FACEPILES Mark in connection with social networking services will tarnish the FACEBOOK Marks by creating a false association between Resorb and Facebook, to Facebook's severe detriment.


70. Accordingly, Resorb's Mark is unregistrable pursuant to 15 U.S.C. §§ 1052, 1053, 1063, and 1125, and should be refused registration.

Wherefore, Facebook prays that this Opposition be sustained, and that Application Serial No. 85/026,924 be refused.

Respectfully submitted,

COOLEY LLP
ANNE H. PECK
JEFFREY T. NORBERG

Date: March 9, 2011

By: 

Jeffrey T. Norberg
Attorneys for Opposer Facebook, Inc.

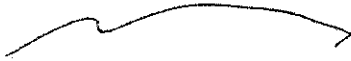
CERTIFICATE OF TRANSMITTAL AND SERVICE

I hereby certify that this Notice of Opposition is being electronically transmitted in PDF format to the Trademark Trial and Appeal Board through the Electronic System for Trademark Trials and Appeals (ESTTA) on the date indicated below.

I hereby further certify that on the date indicated below, a true and correct copy of this Notice of Opposition was placed in the United States Mail, to be sent via first class mail, addressed to the applicant and correspondent (being the same as the applicant) for the subject application as follows:

Resorb Networks, Inc.
8 Heathcote Ave
Edison, New Jersey 08817

Date: March 9, 2011



EXHIBIT

56

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

In the matter of application Serial No. 85/019,582
For the Trademark FACEBROKER
Published in the Official Gazette on October 12, 2010

FACEBOOK, INC.,)	
)	
Opposer,)	
	)	Opposition No.
v.)	
)	
BOB WEISS,)	
)	
Applicant.)	
<hr/>		

NOTICE OF OPPOSITION

Opposer Facebook, Inc. ("Facebook"), a Delaware corporation having its principal place of business at 1601 California Avenue, Palo Alto, California 94304, believes that it will be damaged by the issuance of a registration for the mark FACEBROKER (the "FACEBROKER Mark"), as applied for in Application Serial No. 85/019,582 filed on April 21, 2010 by Applicant Bob Weiss ("Applicant"), an individual with a mailing address at P.O. Box 1055, New York, NY 10002-0902.

As grounds for opposition, Facebook alleges that:

1. Facebook is the world's leading provider of online social networking services. Indeed, Facebook's website at <http://facebook.com> has been recognized as one of the most-trafficked websites of any kind in the world. The Facebook website allows computer users to find and communicate with existing friends, make new friends, organize groups and events and share their personal profiles, statuses, activities, photos, links and videos and to create online

communities of users with shared interests and connections. For all of the reasons further discussed herein, the FACEBOOK Marks, as defined below, are famous.

2. Facebook began offering its services in 2004. Since that time, Facebook has become one of the most widely recognized brands in the United States. As of early 2010, Facebook provided online networking services in over 70 languages to over 500 million active users worldwide. More than half of these active users log on to the Facebook website on any given day.

3. Facebook provides tools for each of its users to create a personal web page (a "Profile") on which the user can choose to display personal information such as education, professional background, and contact information. In addition, Facebook provides on each Profile a means through which users can communicate with each other, including via private electronic messages that are sent directly to users' inboxes, as well as through online real-time chat. Facebook users are also able to send and receive items such as textual messages, links, photographs, or video via his or her own or another user's Profile.

4. Facebook also provides a "Groups" feature, which allows users to selectively share information with a small group of friends, quickly post photos, chat with other members who are online, and even keep in touch when they are not on Facebook through a group e-mail address.

5. Facebook additionally provides a "Pages" facility for organizations, businesses, celebrities, and bands to broadcast information in an official, public manner to people who choose to connect with them. Pages can be enhanced with applications that facilitate communications and engagement with existing audiences and capture new audiences.

6. Facebook also provides a “Places” feature, which enables users to identify their current location by “checking in” and connecting and sharing with others nearby. Users can also take advantage of discounts, coupons, and other promotional offers by identifying their presence at retailers, eateries, entertainment venues, and other forums. Users primarily engage with the Places features through Facebook’s software application downloaded to their mobile devices.

7. Indeed, Facebook users are able to update their status and send items such as textual messages, links, photographs, or video from their mobile devices such as the Blackberry and iPhone smartphones, among others. The Facebook iPhone application is the most downloaded free iPhone application of all time. As of the beginning of 2011, there were more than 200 million active users accessing the Facebook service through their mobile devices.

8. Facebook also provides Facebook Platform, which allows Facebook to broaden its reach beyond the Facebook website. Facebook Platform enables third party websites to integrate aspects of the Facebook experience into their sites, and lets Facebook users interact and connect in other places across the web. In turn, these third party websites increase the visibility of Facebook and the FACEBOOK Marks. More than one million third party websites have integrated with Facebook Platform. Two-thirds of comScore’s U.S. Top 100 websites and half of comScore’s Global Top 100 websites have integrated with Facebook. And, more than 150 million people engage with Facebook on external websites every month.

9. In addition, Facebook Platform allows for the creation of software programs such as tools and gadgets for personalizing and increasing the utility of user profiles, and interactive games. The Facebook Platform additionally permits developers of software for the mobile market to integrate the elements of the Facebook experience into their products. There are more

than a million entrepreneurs and software developers worldwide who have created over 500,000 software programs (known as “applications”) via the Facebook Platform.

FACEBOOK’S MARKS

10. Facebook is the owner of U.S. Trademark Registration 3,734,637 for the mark FACEBOOK, which was filed on May 24, 2007 and issued on January 5, 2010, for services in Classes 9, 38, 41 and 42. The goods covered by this registration include “Software to enable uploading, posting, showing, displaying, tagging, blogging, sharing or otherwise providing electronic media or information over the Internet or other communications network.” The services covered by this registration include but are not limited to “Audio and video broadcasting services over the Internet or other communications network, namely, uploading, posting, showing, displaying, tagging and electronically transmitting information, audio, and video clips; providing on-line chat rooms, listservers, and on-line forums for transmission of messages among computer users concerning user-defined content”; and “uploading, posting, showing, displaying, tagging and electronically transmitting information, audio, and video clips.”

11. Facebook is the owner of U.S. Trademark Registration 3,801,147 for the mark FACEBOOK, which was filed on November 7, 2006, and registered on June 8, 2010 for goods and services in Classes 9, 38, 41 and 42. The goods covered by this registration include “[c]omputer software development tools for social networking, building social networking applications and for allowing data retrieval, upload, access and management; application programming interface (API) for third-party software and online services for social networking, building social networking applications and for allowing data retrieval, upload, access and management.” The services covered by this registration include but are not limited to

“[p]roviding temporary use of non-downloadable software applications for classifieds, virtual community, social networking, photo sharing, and transmission of photographic images.”

12. Facebook is the owner of U.S. Trademark Registration 3,881,770 for the mark FACEBOOK, which was filed on June 29, 2006 and registered on November 23, 2010, covering services in Classes 35, 38, 41, 42, and 45. The services covered by this registration include but are not limited to “computer services in the nature of customized web pages featuring user-defined information, personal profiles and information; computer services, namely, creating an on-line community for registered users to participate in discussion, get feedback from their peers, form virtual communities, and engage in social networking; peer-to-browser photo sharing services, namely, providing a website featuring technology enabling users to upload, view and download digital photos.”

13. Facebook is the owner of U.S. Trademark Registration 3,041,791 for the mark FACEBOOK, which was filed on February 24, 2005, and registered on January 10, 2006 for services in Classes 35 and 38.

14. Facebook is the owner of U.S. Trademark Registration 3,122,052 for the mark FACEBOOK, which was filed on February 24, 2005 and registered on July 25, 2006, covering services in Classes 35 and 38.

15. Facebook is the owner of U.S. Trademark Registration 3,659,516 for the mark FACEBOOK, which was filed on August 29, 2006 and registered on July 21, 2009, covering goods in Class 25.

16. Facebook is the owner of U.S. Trademark Registration 3,716,926 for the mark FACEBOOK, which was filed on March 7, 2007 and registered on November 24, 2009, covering goods in Classes 18, 20, and 21.

17. Facebook is the owner of U.S. Trademark Registration 3,826,546 for the mark FACEBOOK, which was filed on August 29, 2006 and registered on July 27, 2010, covering goods in Class 25.

18. Facebook is the owner of U.S. Trademark Registration 3,814,888 for the mark FACEBOOK, which was filed on November 7, 2006 and registered on July 6, 2010, covering goods in Class 42.

19. Facebook is the owner of U.S. Trademark Registration 3,917,332 for the mark FACEBOOK, which was filed on March 7, 2007 and registered on February 8, 2011, covering goods in Classes 18 and 21.

20. Facebook is also the owner of numerous pending U.S. applications to register marks consisting of or incorporating FACEBOOK or a variant thereof, including applications for the FACEBOOK logo (Serial Nos. 77/896,312, 77/896,315, 77/896,317, 77/896,318, 77/896,322, 77/896,323, 77/896,325), filed on December 17, 2009 in Classes 9, 35, 36, 38, 41, 42, and 45.

21. In addition, Facebook owns common law rights in the FACEBOOK mark, which has been continuously, prominently, and conspicuously in use on its website and other materials in interstate commerce in the United States since at least as early as February 2004. All of Facebook's marks that consist of or incorporate the term FACEBOOK or a variant thereof will hereafter be referred to as the "FACEBOOK Marks."

22. The FACEBOOK Marks are inherently distinctive.

23. Facebook has been the subject of thousands of unsolicited stories in television, radio, and print media, highlighting Facebook's innovative and successful efforts in online networking and communities. A fictional retelling of Facebook's founding was also depicted in

the Academy Award winning film “The Social Network,” which has grossed hundreds of millions at the box office since its release in 2010. Facebook has also received numerous awards and recognitions, including a listing in Nielsen’s Top 10 Web Brands (ranking Facebook 2nd overall and 1st by hours spent on the site per day) in January 2011; The Webby Award’s “People’s Voice Winner” for Social Networking in 2007 and 2008; Harvard Business School’s “Entrepreneurial Company of the Year” in June 2008; *BusinessWeek*’s “The World’s 50 Most Innovative Companies” in 2008; Business Insider’s “Most Likely to Change the World” award in 2009; and The Crunchie Award for Best Overall Startup in 2007, 2008 and 2009. And in 2010, *Time Magazine* named Facebook founder Mark Zuckerberg its Person of the Year.

24. As a result of the nature and quality of Facebook’s services, its widespread use of the FACEBOOK Marks, the extensive and continuous media coverage, the high degree of consumer recognition of the FACEBOOK Marks, Facebook’s enormous and loyal user base, numerous trademark registrations and pending applications and other factors, the FACEBOOK Marks are famous within the meaning of Section 43(c) of the United States Trademark Act, 15 U.S.C. § 1125(c).

THE FACEBROKER APPLICATION

25. Applicant filed the FACEBROKER Application on an intent-to-use basis on April 21, 2010 for “[p]roviding on-line computer databases and on-line searchable databases in the field of social networking; Social introduction agencies.”

26. The FACEBROKER Application was published in the *Official Gazette* on October 12, 2010.

27. The services covered by Applicant’s FACEBROKER Application are identical to and encompassed by services provided by Facebook.

28. The target market covered by Applicant's FACEBROKER Application is identical to and/or substantially overlaps with the target market for Facebook's services.

29. The mark Applicant proposes to register, FACEBROKER, is confusingly similar to the FACEBOOK Marks.

30. Upon information and belief, Applicant selected the FACEBROKER Mark with knowledge of and intent to cause confusion or association with, and to capitalize on the enormous goodwill of the FACEBOOK Marks.

31. There is no issue as to priority of use as between Applicant's FACEBROKER mark and the FACEBOOK Marks. Facebook began using its FACEBOOK Marks, and enjoys priority as a result of the filing dates of its trademark registrations and applications, well prior to the filing date of the FACEBROKER Mark.

32. Facebook is not affiliated or connected with Applicant or its services; nor has Facebook endorsed or sponsored Applicant or its services.

33. Applicant has a pattern of seeking registration of marks that suggest an affiliation or connection with Facebook and are confusingly similar.

34. On December 20, 2011, after Facebook filed its extension of time to oppose Applicant's FACEBROKER Application, Applicant filed another trademark for FACEBROKER seeking broader protection in classes 9, 35, 38, 41, and 42 and covering goods and services that are identical to and encompassed by services provided by Facebook.

35. Then, on January 26, 2011, after receiving Facebook's demand letter, Applicant filed for FACADEBOOK in classes 35 and 45.

**FIRST GROUND FOR OPPOSITION:
LIKELIHOOD OF CONFUSION**

36. Facebook incorporates by reference Paragraphs 1 through 35, inclusive, as if fully set forth herein.

37. Applicant's FACEBROKER Mark is confusingly similar to the FACEBOOK Marks in appearance, sound, and commercial impression. The marks are nearly identical both visually and phonetically. Both marks begin with the term "face." In addition, the BROKER element of Applicant's FACEBROKER Mark, and the BOOK element of the FACEBOOK Mark sound and look very similar.

38. The services described in the FACEBROKER Application are the same as or closely related to the services offered by Facebook under the FACEBOOK Marks and identified in Facebook's trademark registrations and applications. According to the identification of services in its FACEBROKER Application, Applicant intends to use the FACEBROKER mark in connection with providing social networking services, including "providing on-line computer databases and on-line searchable databases in the field of social networking; Social introduction agencies." Applicant intends to use the FACEBROKER Mark in connection with a service that provides the same or related social networking services provided by Facebook. Applicant's service is identical or related to and encompassed by Facebook's online networking services. However, Facebook is not affiliated or connected with Applicant or its service, nor has Facebook endorsed or sponsored Applicant or its service.

39. The types of services identified in the FACEBROKER Application and the types of services offered by Facebook under the FACEBOOK Marks are offered through the same channels of trade, namely, through the internet.

40. On information and belief, Applicant chose the FACEBROKER Mark with knowledge of, and the intent to create an association with or create a likelihood of confusion with Facebook's services and the FACEBOOK Marks.

41. Accordingly, registration of the FACEBROKER Mark will injure Facebook by causing the public to be confused or mistakenly believe that the service provided by Applicant is associated with, endorsed, or sponsored by Facebook. Facebook has no control over the nature and quality of the service offered by Applicant under the FACEBROKER Mark, and Facebook's reputation and goodwill will be damaged and the value of the FACEBOOK Marks jeopardized, all to Facebook's detriment. Further, any defect, objection or fault found with Applicant's services marketed under the FACEBROKER Mark would necessarily reflect upon and seriously injure the reputation that Facebook has established for the goods and services it offers in connection with the FACEBOOK Marks.

42. Registration of the mark herein opposed will damage Facebook because Applicant's FACEBROKER Mark is likely, when used on or in connection with the services described in the opposed application, to cause confusion, or to cause mistake or to deceive. Thus, the FACEBROKER Mark is unregistrable under Sections 2(d) and 3 of the United States Trademark Act, as amended, 15 U.S.C. §§ 1052(d) and 1053, and should be refused registration.

**SECOND GROUND FOR OPPOSITION:
DILUTION OF A FAMOUS MARK**

43. Facebook incorporates by reference Paragraphs 1 through 35 inclusive, as if fully set forth herein.

44. The FACEBOOK Mark is inherently distinctive in relation to Facebook's goods and services.

45. Facebook has used the FACEBOOK mark since at least as early as 2004 for online networking services, and has expanded use of the FACEBOOK Marks to many other goods and services.

46. Facebook is the owner of numerous U.S. registrations and applications for the FACEBOOK Marks.

47. Facebook and the FACEBOOK Marks have been the subject of extensive and continuous media attention.

48. Facebook has continuously used the FACEBOOK Marks throughout the United States and internationally.

49. As a result of the considerable publicity afforded the FACEBOOK Marks and the enormous and loyal base of customers that Facebook has for its services, the FACEBOOK Marks have extensive consumer recognition within the United States.

50. The FACEBOOK Mark became famous before Applicant's filing the of FACEBROKER Application on April 21, 2010.

51. Applicant's use of the FACEBROKER Mark in connection with online social networking services will blur and weaken the connection in consumers' minds between the FACEBOOK mark and Facebook's goods and services, thereby diluting the distinctiveness of the famous FACEBOOK mark to Facebook's severe detriment.

52. Accordingly, Applicant's Mark is unregistrable pursuant to Sections 2(a)(d), 3, 13, and 43(c) of the United States Trademark Act, as amended, 15 U.S.C. §§ 1052(a)(d), 1053, 1063, and 1125, and should be refused registration.

**THIRD GROUND FOR OPPOSITION:
LACK OF A BONA FIDE INTENT TO USE THE TRADEMARK**

53. Facebook incorporates by reference Paragraphs 1 through 35 inclusive, as if fully set forth herein.

54. Upon information and belief, Applicant did not have a bona fide intention to use Applicant's Mark in commerce for the services specified in the FACEBROKER Application when he filed the FACEBROKER Application as evidenced by the lack of objective evidence demonstrating that Applicant had intent to use the mark at the time the FACEBROKER Application was filed.

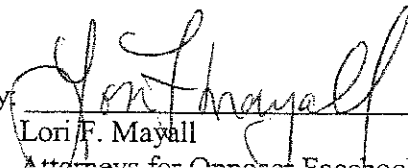
55. Accordingly, Applicant's Mark is unregistrable pursuant to Section 1(b) of the United States Trademark Act, as amended, 15 U.S.C. §1051(b), and should be refused registration.

Wherefore, Facebook prays that this Opposition be sustained, and that Application Serial No. 85/019,582 be refused.

Respectfully submitted,

COOLEY LLP
ANNE H. PECK
GAVIN L. CHARLESTON
LORI F. MAYALL
KATHRYN D. ROBINSON

Date: April 11, 2011

By: 
Lori F. Mayall
Attorneys for Opposer Facebook, Inc.

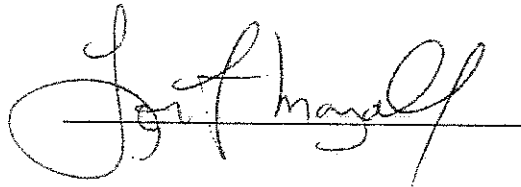
CERTIFICATE OF TRANSMITTAL AND SERVICE

I hereby certify that this Notice of Opposition is being electronically transmitted in PDF format to the Trademark Trial and Appeal Board through the Electronic System for Trademark Trials and Appeals (ESTTA) on the date indicated below.

I hereby further certify that on the date indicated below, a true and correct copy of this Notice of Opposition was placed in the United States Mail, to be sent via express mail, addressed to the applicant and correspondent (being the same as the applicant) for the subject application as follows:

Bob Weiss
P.O. Box 1055
New York, NY 10002-0902

Date: April 11, 2011

A handwritten signature in cursive script, appearing to read "Jeff Hargall", is written over a horizontal line.

EXHIBIT

57

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

In the matter of application Serial No. 85/046,798
For the Trademark SHAGBOOK
Published in the Official Gazette on January 25, 2011

FACEBOOK, INC.,)	
)	
Opposer,)	
	)	Opposition No.
v.)	
)	
SNRG VENTURES LLC,	)	06/01/2011 SWILSON1 00000009 033118 85046798
	)	01 FC:5402 300.00 DA
Applicant.)	

NOTICE OF OPPOSITION

Opposer Facebook, Inc. ("Facebook"), a Delaware corporation having its principal place of business at 1601 S. California Avenue, Palo Alto, California 94304, believes that it will be damaged by the issuance of a registration for the mark SHAGBOOK (the "SHAGBOOK Mark"), as applied for in Application Serial No. 85/046,798 filed on May 24, 2010 by Applicant SNRG Ventures LLC ("SNRG"), a Wyoming limited liability company located at 29 Montelago Blvd., Suite 541, Henderson, NV, 89011.

As grounds for opposition, Facebook alleges that:

1. Since its online networking service was launched in February 2004, Facebook has continuously used the mark FACEBOOK in interstate commerce in the United States in connection with its goods and services. The FACEBOOK mark is highly distinctive with regard to online social networking services, and Facebook users are accustomed to seeing and expect to see Facebook across the world wide web, not just on the Facebook site.

2. Facebook owns multiple U.S. registrations for the mark FACEBOOK. These registrations cover a wide variety of goods and services, including, but not limited to:

- Online networking services; online chat functions for transmission of messages, photographs, videos, and other user-defined content; and online forums;
- Hosting customized web pages featuring user-defined information and personal profiles;
- Online journals featuring user-defined content and electronic publishing services; and
- Software to enable uploading, tagging, and sharing of photographs, videos, and other user-defined content or information.

3. True and correct copies of registrations for the FACEBOOK mark are attached hereto as Exhibit A, and are incorporated by reference as though fully set forth herein.

4. In addition, Facebook has common law rights in the FACEBOOK mark and marks that incorporate FACEBOOK in connection with various other goods and services, including as identified in pending U.S. trademark applications. True and correct copies of the U.S. Patent and Trademark Office online status pages for Facebook's pending trademark applications for its FACEBOOK and FACEBOOK-formative marks are attached hereto as Exhibit B, and are incorporated by reference as though fully set forth herein. All of Facebook's marks that consist of or incorporate the term FACEBOOK are referred to herein as the "FACEBOOK Marks."

5. As a result of the nature and quality of Facebook's services, its widespread use of the FACEBOOK Marks, extensive and continuous media coverage, the high degree of consumer recognition of the FACEBOOK Marks, Facebook's enormous and loyal user base, its numerous trademark registrations and pending applications, and other factors, the FACEBOOK Marks are famous within the meaning of Section 43(c) of the United States Trademark Act, 15 U.S.C. §

1125(c).

SNRG'S USE AND APPLICATION FOR THE SHAGBOOK MARK

6. SNRG adopted and uses the name and mark SHAGBOOK in connection with a business and online website, accessible at <http://www.shagbook.com>, that offers online adult dating and social networking services. SNRG's SHAGBOOK mark (including as used in connection with the shagbook.com website) and the shagbook.com domain name are referred to collectively herein as the "SHAGBOOK Mark."

7. SNRG uses the SHAGBOOK Mark in connection with offering and/or promoting the aforementioned online networking services. Attached as Exhibit C are true and correct copies of the home page and other pages from the shagbook.com website as they appeared on May 19, 2011, which are hereby incorporated by reference as though set forth in full herein.

8. SNRG filed the SHAGBOOK application on an in-use basis on May 24, 2010 for "[c]omputer dating services; Dating services; Dating services, namely, providing an on-line computer database featuring single people interested in meeting other single people; Internet based social networking, introduction, and dating services; Internet-based dating, social introduction and social networking services; Providing a web site featuring information and content in the fields of personal relationships, dating and fashion; Video dating services; Web site services featuring on-line dating club" in International Class 45. A true and correct copy of the U.S. Patent and Trademark Office online status page for this application is attached hereto as Exhibit D, and is hereby incorporated by reference as though set forth in full herein.

9. The SHAGBOOK application was published in the *Official Gazette* on January 25, 2011.

**FIRST GROUND FOR OPPOSITION:
LIKELIHOOD OF CONFUSION**

10. Facebook incorporates by reference Paragraphs 1 through 9, inclusive, as if fully set forth herein.

11. Facebook began using its FACEBOOK mark at least as early as February 2004, and filed applications resulting in federal registrations well prior to SNRG's use of the SHAGBOOK Mark.

12. The SHAGBOOK Mark is highly similar to the registered FACEBOOK Marks in appearance, sound, meaning, and commercial impression.


13. SNRG's services are the same as and/or related to some of Facebook's services.

14. Both Facebook and SNRG offer their services through the same channel of trade, i.e., the internet.

15. Facebook is informed and believes, and based thereon alleges, that SNRG adopted the SHAGBOOK Mark with knowledge of, and the intent to call to mind and create a likelihood of confusion with regard to, and/or trade off the fame of Facebook and the registered FACEBOOK Marks. This fact is supported by SNRG's first submitted specimen:



, which copies the lower-case thick white lettering, blue background, and

composition of Facebook's own logo:  A true and correct copy of the specimen submitted by SNRG to the U.S. Patent and Trademark Office is attached hereto as Exhibit E, and is hereby incorporated by reference as though set forth in full herein.

16. SNRG's SHAGBOOK Mark creates a false suggestion of an affiliation or connection between SNRG and Facebook, where none exists.

17. Facebook is not affiliated or connected with SNRG or its services; nor has

Facebook endorsed or sponsored SNRG or its services.

18. Facebook has no control over the nature and quality of the prurient goods or services offered by SNRG under the SHAGBOOK Mark, and Facebook's reputation and goodwill will be damaged and the value of Facebook's registered and common law marks jeopardized by SNRG's registration of the SHAGBOOK mark. Because of the likelihood of confusion between the parties' marks, any defects, improprieties, or faults found with SNRG's services marketed under the SHAGBOOK Mark would negatively reflect upon and injure the reputation that Facebook has established for the services it offers in connection with the registered FACEBOOK Marks.

19. Registration of the mark herein opposed will damage Facebook because SNRG's SHAGBOOK Mark is likely, when used on or in connection with the service described in the opposed application, to cause confusion, or to cause mistake or to deceive. Thus, the SHAGBOOK Mark is unregistrable under 15 U.S.C. §§1052 1053, 1063 and 1125 and should be refused registration.

**SECOND GROUND FOR OPPOSITION:
DILUTION OF A FAMOUS MARK**

20. Facebook incorporates by reference Paragraphs 1 through 19 inclusive, as if fully set forth herein.

21. The FACEBOOK Marks are inherently distinctive in relation to Facebook's online social networking services.

22. Facebook has used the FACEBOOK trademark since at least as early as 2004 for online networking services, and has expanded use of the FACEBOOK Marks to many other goods and services.

23. Facebook is the owner of numerous U.S. registrations and applications for the

FACEBOOK Marks.

24. Facebook has continuously used the FACEBOOK Marks throughout the United States and internationally.

25. As a result of the enormous publicity afforded the FACEBOOK Marks, and the strong and loyal base of customers that enjoys Facebook's services, the FACEBOOK Marks have a high degree of consumer recognition, are widely recognized by the general consuming public of the United States as a designation of Facebook's services, and are famous.

26. The FACEBOOK Marks became famous before SNRG's filing of the SHAGBOOK Application on May 24, 2010, and before SNRG began using the SHAGBOOK mark in United States commerce.

27. SNRG's SHAGBOOK Mark incorporates a distinctive part of the FACEBOOK Marks, i.e., the "book" suffix, and its use is likely to cause an association between SNRG's SHAGBOOK Mark and the FACEBOOK Marks that impairs the distinctiveness of the FACEBOOK Marks and weakens the connection in the public's mind between the FACEBOOK Marks and Facebook's services.

28. "Shag" is defined by the World English Dictionary as a verb meaning "to have sexual intercourse with."

29. On information and belief, SNRG offers an online adult dating and social networking services under the SHAGBOOK Mark that is directed at individuals who are interested in meeting casual sexual partners.

30. On information and belief, SNRG permits users to post pornographic material on its website.

31. The SHAGBOOK Mark is likely to cause dilution by blurring based on a number

of relevant considerations, including:

(a) SNRG's mark is similar to the FACEBOOK Marks in that SNRG's mark combines the distinctive BOOK element of the FACEBOOK mark with a descriptive term related to SNRG's services;

(b) The FACEBOOK Marks are inherently distinctive in relation to Facebook's online social networking services;

(c) Facebook has substantially and exclusively used the FACEBOOK Marks in connection with online social networking services;

(d) The FACEBOOK Marks are widely recognized by the general consuming public;

(e) Facebook is informed and believes, and based thereon alleges, that SNRG intends to create an association with the FACEBOOK Marks.

32. SNRG's use of the SHAGBOOK Mark for online adult dating and social networking services that provides a platform for users to connect with other users for casual sexual encounters tarnishes the famous FACEBOOK Marks and harms the reputation of the FACEBOOK Marks to Facebook's severe detriment.

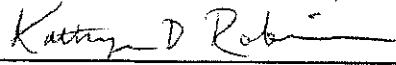
33. Accordingly, SNRG's Mark is unregistrable under 15 U.S.C. §§ 1052, 1053, 1063, and 1125, and should be refused registration.

Wherefore, Facebook prays that this Opposition be sustained, and that Application Serial No. 85/046,798 be refused.

Respectfully submitted,

COOLEY LLP
ANNE H. PECK
JEFFREY T. NORBERG
GAVIN L. CHARLSTON
LORI F. MAYALL
KATHRYN D. ROBINSON

Date: May 25, 2011

By: 
Kathryn D. Robinson
Attorneys for Opposer Facebook, Inc.

CERTIFICATE OF TRANSMITTAL AND SERVICE

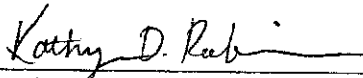
I hereby certify that this Notice of Opposition is being placed in the United States Mail, to be sent via express mail to the Trademark Trial and Appeal Board on the date indicated below.

I hereby further certify that on the date indicated below, a true and correct copy of this Notice of Opposition was placed in the United States Mail, to be sent via express mail, addressed to the applicant and correspondent for the subject application as follows:

Vincent J. Allen
Carstens & Cahoon LLP
P.O. Box 802334
Dallas, TX 75380

SNRG Ventures LLC
29 Montelago Blvd. Suite 541
Henderson, NV 89011

Date: May 25, 2011



Kathryn D. Robinson

EXHIBIT

58

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

In the matter of application Serial No. 85/088,150
For the Trademark POCKETBOOK.COM
Published in the Official Gazette on March 15, 2011

FACEBOOK, INC.,)	
)	
Opposer,)	
	)	Opposition No.
v.)	
)	
SITETOOLS, INC.,)	
)	
Applicant.)	
<hr/>		

NOTICE OF OPPOSITION

Opposer Facebook, Inc. ("Facebook"), a Delaware corporation having its principal place of business at 1601 S. California Avenue, Palo Alto, California 94304, believes that it will be damaged by the issuance of a registration for the mark POCKETBOOK.COM (the "POCKETBOOK.COM Mark"), as applied for in Application Serial No. 85/088,150 filed on July 20, 2010 by Applicant SiteTools, Inc. ("SiteTools"), a California corporation located at 1726 Stoner Ave #101, Los Angeles, CA 90025.

As grounds for opposition, Facebook alleges that:

1. Since its online networking service was launched in February 2004, Facebook has continuously used the mark FACEBOOK in interstate commerce in the United States in connection with its goods and services. The FACEBOOK mark is highly distinctive with regard to online social networking goods and services, and Facebook users are accustomed to seeing and expect to see Facebook across the world wide web, not just on the Facebook site.

2. Facebook owns multiple U.S. registrations for the mark FACEBOOK. These registrations cover a wide variety of goods and services, including, but not limited to:

- Online networking services; online chat functions for transmission of messages, photographs, videos, and other user-defined content; and online forums;
- Hosting customized web pages featuring user-defined information and personal profiles;
- Online journals featuring user-defined content and electronic publishing services; and
- Software to enable uploading, tagging, and sharing of photographs, videos, and other user-defined content or information.

3. True and correct copies of registrations for the FACEBOOK mark are attached hereto as Exhibit A, and are incorporated by reference as though fully set forth herein.

4. In addition, Facebook has common law rights in the FACEBOOK mark and marks that incorporate FACEBOOK in connection with various other goods and services, including as identified in pending U.S. trademark applications. True and correct copies of the U.S. Patent and Trademark Office online status pages for Facebook's pending trademark applications for its FACEBOOK and FACEBOOK-formative marks are attached hereto as Exhibit B, and are incorporated by reference as though fully set forth herein. All of Facebook's marks that consist of or incorporate the term FACEBOOK are referred to herein as the "FACEBOOK Marks."

5. As a result of the nature and quality of Facebook's goods and services, its widespread use of the FACEBOOK Marks, extensive and continuous media coverage, the high degree of consumer recognition of the FACEBOOK Marks, Facebook's enormous and loyal user base, its numerous trademark registrations and pending applications, and other factors, the FACEBOOK Marks are famous within the meaning of Section 43(c) of the United States

Trademark Act, 15 U.S.C. § 1125(c).

SITETOOLS'S APPLICATION FOR THE POCKETBOOK.COM MARK

6. SiteTools filed the POCKETBOOK.COM application on an intent-to-use basis on July 20, 2010 for: "Application service provider (ASP) featuring software to enable blogging and link building of electronic media and user generated content or information over the Internet or other communications network for use in website design and publishing; Computer service, namely, acting as an application service provider in the field of knowledge management to host computer application software for searching and retrieving information from databases and computer networks; Computer service, namely, acting as an application service provider in the field of knowledge management to host computer application software for the collection, editing, organizing, modifying, book marking, transmission, storage and sharing of data and information; Computer services in the nature of customized web pages featuring user-defined information, personal profiles and information; Providing a website that gives users the ability to create customized web pages featuring user-defined information; Providing customized on-line web pages featuring user-defined information, which includes search engines and on-line web links to other web sites" in International Class 042.

7. The POCKETBOOK.COM application was published in the *Official Gazette* on March 15, 2011.

**FIRST GROUND FOR OPPOSITION:
LIKELIHOOD OF CONFUSION**

8. Facebook incorporates by reference Paragraphs 1 through 7, inclusive, as if fully set forth herein.

9. Facebook began using its FACEBOOK mark at least as early as February 2004,

and filed applications resulting in federal registrations well prior to SiteTool's filing of the POCKETBOOK.COM application.

10. The POCKETBOOK.COM Mark is similar to the registered FACEBOOK Marks in appearance, sound, meaning, and commercial impression.

11. The services identified in the POCKETBOOK.COM application are the same as and/or related to Facebook's goods and services.

12. SiteTool will offer its services through the same channel of trade, i.e., the internet as Facebook.

13. Facebook is informed and believes, and based thereon alleges, that SiteTools adopted the POCKETBOOK.COM Mark with knowledge of, and the intent to call to mind and create a likelihood of confusion with regard to, and/or trade off the fame of Facebook and the registered FACEBOOK Marks.

14. SiteTool's POCKETBOOK.COM Mark creates a false suggestion of an affiliation or connection between SiteTool's and Facebook, where none exists.

15. Facebook is not affiliated or connected with SiteTools or its intended services; nor has Facebook endorsed or sponsored SiteTools or its intended services.

16. Facebook has no control over the nature and quality of the services offered by SiteTools under the POCKETBOOK.COM Mark, and the value of Facebook's registered and common law marks are jeopardized by SiteTool's registration of the POCKETBOOK.COM mark. Because of the likelihood of confusion between the parties' marks, any defects, improprieties, or faults found with SiteTool's services marketed under the POCKETBOOK.COM Mark would negatively reflect upon and injure the reputation that Facebook has established for the goods and services it offers in connection with the registered

FACEBOOK Marks.

17. Registration of the mark herein opposed will damage Facebook because SiteTool's POCKETBOOK.COM Mark is likely, when used on or in connection with the services described in the opposed application, to cause confusion, or to cause mistake or to deceive. Thus, the POCKETBOOK.COM Mark is unregistrable under 15 U.S.C. §§1052 1053, 1063 and 1125 and should be refused registration.

**SECOND GROUND FOR OPPOSITION:
DILUTION OF A FAMOUS MARK**

18. Facebook incorporates by reference Paragraphs 1 through 7 inclusive, as if fully set forth herein.

19. The FACEBOOK Marks are inherently distinctive in relation to Facebook's online social networking goods and services.

20. Facebook has used the FACEBOOK trademark since at least as early as 2004 for online networking goods and services, and has expanded use of the FACEBOOK Marks to many other goods and services.

21. Facebook is the owner of numerous U.S. registrations and applications for the FACEBOOK Marks.

22. Facebook has continuously used the FACEBOOK Marks throughout the United States and internationally.

23. As a result of the enormous publicity afforded the FACEBOOK Marks, and the strong and loyal base of customers that enjoys Facebook's goods and services, the FACEBOOK Marks have a high degree of consumer recognition, are widely recognized by the general consuming public of the United States as a designation of Facebook's goods and services, and are famous.

24. The FACEBOOK Marks became famous before SiteTool's filing of the POCKETBOOK.COM Application on July 20, 2010.

25. SiteTool's POCKETBOOK.COM Mark incorporates a distinctive part of the FACEBOOK Marks, i.e., the "book" suffix, and its use is likely to cause an association between SiteTool's POCKETBOOK.COM Mark and the FACEBOOK Marks that impairs the distinctiveness of the FACEBOOK Marks and weakens the connection in the public's mind between the FACEBOOK Marks and Facebook's goods and services.

26. The POCKETBOOK.COM Mark is likely to cause dilution by blurring based on a number of relevant considerations, including:

(a) SiteTool's mark is similar to the FACEBOOK Marks in that SiteTool's mark combines the distinctive BOOK element of the FACEBOOK mark;

(b) The FACEBOOK Marks are inherently distinctive in relation to Facebook's online social networking goods and services;

(c) Facebook has substantially and exclusively used the FACEBOOK Marks in connection with online social networking goods and services;

(d) The FACEBOOK Marks are widely recognized by the general consuming public;

(e) Facebook is informed and believes, and based thereon alleges, that SiteTools intends to create an association with the FACEBOOK Marks.

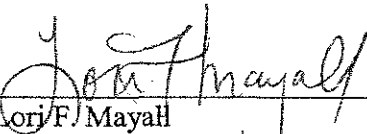
27. Accordingly, SiteTool's Mark is unregistrable under 15 U.S.C. §§ 1052, 1053, 1063, and 1125, and should be refused registration.

Wherefore, Facebook prays that this Opposition be sustained, and that Application Serial No. 85/088,150 be refused.

Respectfully submitted,

COOLEY LLP
ANNE H. PECK
JEFFREY T. NORBERG
GAVIN L. CHARLSTON
LORI F. MAYALL
KATHRYN D. ROBINSON

Date: July 13, 2011

By: 
Lori F. Mayall
Attorneys for Opposer Facebook, Inc.

Cooley LLP
777 6th St., NW
Suite 1100
Washington, D.C. 20001
T: 650-843-5000
F: 650-849-7400

CERTIFICATE OF TRANSMITTAL AND SERVICE

I hereby certify that this Notice of Opposition is being electronically transmitted in PDF format to the Trademark Trial and Appeal Board through the Electronic System for Trademark Trials and Appeals (ESTTA) on the date indicated below.

I hereby further certify that on the date indicated below, a true and correct copy of this Notice of Opposition was placed in the United States Mail via First Class Mail, addressed to the applicant and correspondent for the subject application, who are one in the same, as follows:

SITETOOLS, INC.
1726 STONER AVE APT 101
LOS ANGELES, CA 90025-7366

Date: July 13, 2011


Lori F Mayall

EXHIBIT

59

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

In the matter of application Serial No. 85/159,117
For the Trademark ROTTENBOOK
Published in the Official Gazette on March 22, 2011

FACEBOOK, INC.,)	
)	
Opposer,)	
)	
v.	)	Opposition No.
)	
ROTTENBOOK, INC.,)	
)	
Applicant.)	
<hr style="border: 0.5px solid black;"/>		

NOTICE OF OPPOSITION

Opposer Facebook, Inc. ("Facebook"), a Delaware corporation having its principal place of business at 1601 S. California Avenue, Palo Alto, California 94304, believes that it will be damaged by the issuance of a registration for the mark ROTTENBOOK (the "ROTTENBOOK Mark"), as applied for in Application Serial No. 85/159,117 filed on October 22, 2010 by Applicant Rottenbook, Inc. ("Rottenbook"), a Delaware corporation located at 7825 Fay Avenue, #200, La Jolla, CA 92037.

As grounds for opposition, Facebook alleges that:

1. Since its online networking service was launched in February 2004, Facebook has continuously used the mark FACEBOOK in interstate commerce in the United States in connection with its goods and services. The FACEBOOK mark is highly distinctive with regard to online social networking goods and services, and Facebook users are accustomed to seeing and expect to see Facebook across the world wide web, not just on the Facebook site.

2. Facebook owns multiple U.S. registrations for the mark FACEBOOK. These registrations cover a wide variety of goods and services, including, but not limited to:

- Online networking services; online chat functions for transmission of messages, photographs, videos, and other user-defined content; and online forums;
- Hosting customized web pages featuring user-defined information and personal profiles;
- Online journals featuring user-defined content and electronic publishing services; and
- Software to enable uploading, tagging, and sharing of photographs, videos, and other user-defined content or information.

3. True and correct copies of registrations for the FACEBOOK mark are attached hereto as Exhibit A, and are incorporated by reference as though fully set forth herein.

4. In addition, Facebook has common law rights in the FACEBOOK mark and marks that incorporate FACEBOOK in connection with various other goods and services, including as identified in pending U.S. trademark applications. True and correct copies of the U.S. Patent and Trademark Office online status pages for Facebook's pending trademark applications for its FACEBOOK and FACEBOOK-formative marks are attached hereto as Exhibit B, and are incorporated by reference as though fully set forth herein. All of Facebook's marks that consist of or incorporate the term FACEBOOK are referred to herein as the "FACEBOOK Marks."

5. As a result of the nature and quality of Facebook's goods and services, its widespread use of the FACEBOOK Marks, extensive and continuous media coverage, the high degree of consumer recognition of the FACEBOOK Marks, Facebook's enormous and loyal user base, its numerous trademark registrations and pending applications, and other factors, the FACEBOOK Marks are famous within the meaning of Section 43(c) of the United States

Trademark Act, 15 U.S.C. § 1125(e).

ROTTENBOOK'S APPLICATION FOR THE ROTTENBOOK MARK

6. Rottenbook filed the ROTTENBOOK application on an intent-to-use basis on October 22, 2010 for: "Computer services, namely, creating an on-line community for registered users to participate in discussions, get feedback from their peers, form virtual communities, and engage in social networking" in International Class 042.

7. The ROTTENBOOK application was published in the *Official Gazette* on March 22, 2011.

**FIRST GROUND FOR OPPOSITION:
LIKELIHOOD OF CONFUSION**

8. Facebook incorporates by reference Paragraphs 1 through 7, inclusive, as if fully set forth herein.

9. Facebook began using its FACEBOOK mark at least as early as February 2004, and filed applications resulting in federal registrations well prior to Rottenbook's filing of the ROTTENBOOK application.

10. The ROTTENBOOK Mark is similar to the registered FACEBOOK Marks in appearance, sound, meaning, and commercial impression.

11. The services identified in the ROTTENBOOK application are the same as and/or related to Facebook's goods and services.

12. Rottenbook will offer its services through the same channel of trade, i.e., the internet as Facebook.

13. Facebook is informed and believes, and based thereon alleges, that Rottenbook adopted the ROTTENBOOK Mark with knowledge of, and the intent to call to mind and create a

likelihood of confusion with regard to, and/or trade off the fame of Facebook and the registered FACEBOOK Marks.

14. Rottenbook's ROTTENBOOK Mark creates a false suggestion of an affiliation or connection between Rottenbook's and Facebook, where none exists.

15. Facebook is not affiliated or connected with Rottenbook or its intended services; nor has Facebook endorsed or sponsored Rottenbook or its intended services.

16. Facebook has no control over the nature and quality of the services offered by Rottenbook under the ROTTENBOOK Mark, and the value of Facebook's registered and common law marks are jeopardized by Rottenbook's registration of the ROTTENBOOK mark. Because of the likelihood of confusion between the parties' marks, any defects, improprieties, or faults found with Rottenbook's services marketed under the ROTTENBOOK Mark would negatively reflect upon and injure the reputation that Facebook has established for the goods and services it offers in connection with the registered FACEBOOK Marks.

17. Registration of the mark herein opposed will damage Facebook because Rottenbook's ROTTENBOOK Mark is likely, when used on or in connection with the services described in the opposed application, to cause confusion, or to cause mistake or to deceive. Thus, the ROTTENBOOK Mark is unregistrable under 15 U.S.C. §§1052, 1053, 1063 and 1125 and should be refused registration.

**SECOND GROUND FOR OPPOSITION:
DILUTION OF A FAMOUS MARK**

18. Facebook incorporates by reference Paragraphs 1 through 17 inclusive, as if fully set forth herein.

19. The FACEBOOK Marks are inherently distinctive in relation to Facebook's online social networking goods and services.

20. Facebook has used the FACEBOOK trademark since at least as early as 2004 for online networking goods and services, and has expanded use of the FACEBOOK Marks to many other goods and services.

21. Facebook is the owner of numerous U.S. registrations and applications for the FACEBOOK Marks.

22. Facebook has continuously used the FACEBOOK Marks throughout the United States and internationally.

23. As a result of the enormous publicity afforded the FACEBOOK Marks, and the strong and loyal base of customers that enjoys Facebook's goods and services, the FACEBOOK Marks have a high degree of consumer recognition, are widely recognized by the general consuming public of the United States as a designation of Facebook's goods and services, and are famous.

24. The FACEBOOK Marks became famous before Rottenbook's filing of the ROTTENBOOK Application on July 20, 2010.

25. Rottenbook's ROTTENBOOK Mark incorporates a distinctive part of the FACEBOOK Marks, i.e., the "book" suffix, and its use is likely to cause an association between Rottenbook's ROTTENBOOK Mark and the FACEBOOK Marks that impairs the distinctiveness of the FACEBOOK Marks and weakens the connection in the public's mind between the FACEBOOK Marks and Facebook's goods and services.

26. The ROTTENBOOK Mark is likely to cause dilution by blurring based on a number of relevant considerations, including:

(a) Rottenbook's mark is similar to the FACEBOOK Marks in that Rottenbook's mark combines the distinctive BOOK element of the FACEBOOK mark;

(b) The FACEBOOK Marks are inherently distinctive in relation to Facebook's online social networking goods and services;

(c) Facebook has substantially and exclusively used the FACEBOOK Marks in connection with online social networking goods and services;

(d) The FACEBOOK Marks are widely recognized by the general consuming public;

(e) Facebook is informed and believes, and based thereon alleges, that Rottenbook intends to create an association with the FACEBOOK Marks.

27. Given Rottenbook's Mark incorporates the distinctive BOOK suffix of the famous FACEBOOK Marks, its use will create an association with Facebook that will harm the reputation of the FACEBOOK Marks. "Rotten" connotes a very negative impression that will be associated with Facebook to its severe detriment.

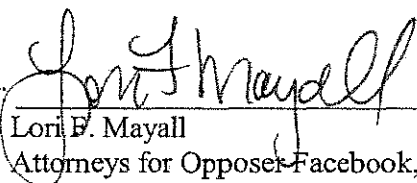
28. Accordingly, Rottenbook's Mark is unregistrable under 15 U.S.C. §§ 1052, 1053, 1063, and 1125, and should be refused registration.

Wherefore, Facebook prays that this Opposition be sustained, and that Application Serial No. 85/159,117 be refused.

Respectfully submitted,

COOLEY LLP
ANNE H. PECK
JEFFREY T. NORBERG
GAVIN L. CHARLSTON
LORI F. MAYALL
KATHRYN D. ROBINSON

Date: July 20, 2011

By: 
Lori F. Mayall
Attorneys for Opposer Facebook, Inc.

Cooley LLP
777 6th St., NW
Suite 1100
Washington, D.C. 20001
T: 650-843-5000
F: 650-849-7400

CERTIFICATE OF TRANSMITTAL AND SERVICE

I hereby certify that this Notice of Opposition is being electronically transmitted in PDF format to the Trademark Trial and Appeal Board through the Electronic System for Trademark Trials and Appeals (ESTTA) on the date indicated below.

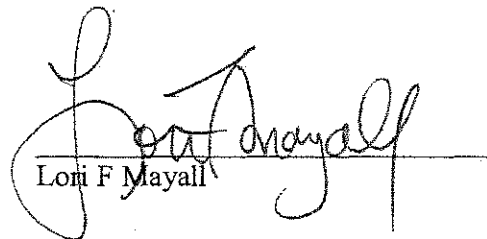
I hereby further certify that on the date indicated below, a true and correct copy of this Notice of Opposition was placed in the United States Mail via First Class Mail, addressed to the applicant and correspondent for the subject application as follows:

Daniel S. Marks
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave NW
Washington, DC 20004-2541

&

Rottenbook, Inc.
7825 Fay Avenue, #200
La Jolla, CA 92037

Date: July 20, 2011


Lori F Mayall

EXHIBIT

60

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

In the matter of application Serial No. 85/103,739
For the Trademark ETORO OPENBOOK
Published in the Official Gazette on February 1, 2011

FACEBOOK, INC.,)	
)	
Opposer,)	
	)	Opposition No.
v.)	
)	
TRADONOMI LTD,)	
)	
Applicant.)	
<hr style="border: 0.5px solid black;"/>		

NOTICE OF OPPOSITION

Opposer Facebook, Inc. (“Facebook”), a Delaware corporation having its principal place of business at 1601 S. California Avenue, Palo Alto, California 94304, believes that it will be damaged by the issuance of a registration for the mark ETORO OPENBOOK (“Applicant’s Mark”), as applied for in Application Serial No. 85/103,739 filed on August 10, 2010 by Applicant Tradonomi Ltd. (“Tradonomi” or “Applicant”), a British Virgin Islands corporation located at P.O. Box 3321, Drake Chambers, Road Town, Tortola, British Virgin Islands.

As grounds for opposition, Facebook alleges that:

1. Since its online networking service was launched in February 2004, Facebook has continuously used the mark FACEBOOK in interstate commerce in the United States in connection with its goods and services. The FACEBOOK mark is highly distinctive with regard to online social networking goods and services, and Facebook users are accustomed to seeing and expect to see Facebook across the world wide web, not just on the Facebook site.

2. Facebook owns multiple U.S. registrations for the mark FACEBOOK. These registrations cover a wide variety of goods and services, including, but not limited to:

- Online networking services; online chat functions for transmission of messages, photographs, videos, and other user-defined content; and online forums;
- Hosting customized web pages featuring user-defined information and personal profiles;
- Online journals featuring user-defined content and electronic publishing services; and
- Software to enable uploading, tagging, and sharing of photographs, videos, and other user-defined content or information.

3. True and correct copies of registrations for the FACEBOOK mark are attached hereto as Exhibit A, and are incorporated by reference as though fully set forth herein.

4. In addition, Facebook has common law rights in the FACEBOOK mark and marks that incorporate FACEBOOK in connection with various other goods and services, including as identified in pending U.S. trademark applications. True and correct copies of the U.S. Patent and Trademark Office online status pages for Facebook's pending trademark applications for its FACEBOOK and FACEBOOK-formative marks are attached hereto as Exhibit B, and are incorporated by reference as though fully set forth herein. All of Facebook's marks that consist of or incorporate the term FACEBOOK are referred to herein as the "FACEBOOK Marks."

5. As a result of the nature and quality of Facebook's goods and services, its widespread use of the FACEBOOK Marks, extensive and continuous media coverage, the high degree of consumer recognition of the FACEBOOK Marks, Facebook's enormous and loyal user base, its numerous trademark registrations and pending applications, and other factors, the FACEBOOK Marks are famous within the meaning of Section 43(c) of the United States

Trademark Act, 15 U.S.C. § 1125(c).

6. Tradonomi filed an application to register Applicant's Mark on an intent-to-use basis on August 10, 2010 for: "Providing an on-line directory information service via the global computer network featuring information regarding, and in the nature of, listings of trading, virtual community and social networking goods and services" in International Class 035.

7. Tradonomi adopted and uses Applicant's Mark in connection with a business and online website, accessible at <http://openbook.etoro.com/#!/main/>, that offers social networking services. On information and belief, Tradonomi uses ETORO as a house brand for its trading platform and services; the OPENBOOK component of Applicant's Mark is used specifically in connection with Tradonomi's online networking services that are a subset of its ETORO products and services.

8. Applicant's Mark is in fact already used in connection with offering and/or promoting the aforementioned networking services. Attached as Exhibit C are true and correct copies of the home page and FAQ pages from the openbook.etoro.com website as they appeared on July 27, 2011, and the information page from www.etoro.com/openbook as it appeared on April 25, 2011, which are incorporated by reference as though set forth in full herein.

9. Applicant's Mark was published in the *Official Gazette* on February 1, 2011.

**FIRST GROUND FOR OPPOSITION:
LIKELIHOOD OF CONFUSION**

10. Facebook incorporates by reference Paragraphs 1 through 9, inclusive, as if fully set forth herein.

11. Facebook began using its FACEBOOK mark at least as early as February 2004, and filed applications resulting in federal registrations well prior to Tradonomi's use of and application to register Applicant's Mark.

12. Applicant's Mark is similar to the registered FACEBOOK Marks in appearance, sound, meaning, and commercial impression.

13. Applicant's services under Applicant's Mark, as identified in its application and offered at openbook.utoro.com, are the same as and/or related to Facebook's goods and services.

14. Tradonomi offers its services under Applicant's Mark through the same channel of trade, i.e., the internet, as Facebook.

15. Facebook is informed and believes, and based thereon alleges, that Applicant's Mark was adopted with knowledge of, and the intent to call to mind and create a likelihood of confusion with regard to, and/or trade off the fame of Facebook and the registered FACEBOOK Marks.

16. Applicant's Mark creates a false suggestion of an affiliation or connection between Tradonomi and Facebook, where none exists.

17. Facebook is not affiliated or connected with Tradonomi or its intended services; nor has Facebook endorsed or sponsored Tradonomi or its intended services.

18. Facebook has no control over the nature and quality of the services offered under Applicant's Mark, and the value of Facebook's registered and common law marks are jeopardized by the registration of Applicant's Mark. Because of the likelihood of confusion between the parties' marks, any defects, improprieties, or faults found with Tradonomi's services marketed under Applicant's Mark would negatively reflect upon and injure the reputation that Facebook has established for the goods and services it offers in connection with the registered FACEBOOK Marks.

19. Registration of the mark herein opposed will damage Facebook because Applicant's Mark is likely, when used on or in connection with the services described in the

opposed application, to cause confusion, or to cause mistake or to deceive. Thus, Applicant's Mark is unregistrable under 15 U.S.C. §§1052, 1053, 1063 and 1125 and should be refused registration.

**SECOND GROUND FOR OPPOSITION:
DILUTION OF A FAMOUS MARK**

20. Facebook incorporates by reference Paragraphs 1 through 19 inclusive, as if fully set forth herein.

21. The FACEBOOK Marks are inherently distinctive in relation to Facebook's online social networking goods and services.

22. Facebook has used the FACEBOOK trademark since at least as early as 2004 for online networking goods and services, and has expanded use of the FACEBOOK Marks to many other goods and services.

23. Facebook is the owner of numerous U.S. registrations and applications for the FACEBOOK Marks.

24. Facebook has continuously used the FACEBOOK Marks throughout the United States and internationally.

25. As a result of the enormous publicity afforded the FACEBOOK Marks, and the strong and loyal base of customers that enjoys Facebook's goods and services, the FACEBOOK Marks have a high degree of consumer recognition, are widely recognized by the general consuming public of the United States as a designation of Facebook's goods and services, and are famous.

26. The FACEBOOK Marks became famous before Tradonomi's filing to register Applicant's Mark on August 10, 2010, and before Tradonomi began using Applicant's Mark in United States commerce.

27. Applicant's Mark incorporates a distinctive part of the FACEBOOK Marks, i.e., the "book" suffix, and its use is likely to cause an association between Applicant's Mark and the FACEBOOK Marks that impairs the distinctiveness of the FACEBOOK Marks and weakens the connection in the public's mind between the FACEBOOK Marks and Facebook's goods and services.

28. Applicant's Mark is likely to cause dilution by blurring based on a number of relevant considerations, including:

(a) Applicant's Mark is similar to the FACEBOOK Marks in that Tradonomi's mark incorporates the distinctive BOOK element of the FACEBOOK mark;

(b) The FACEBOOK Marks are inherently distinctive in relation to Facebook's online social networking goods and services;

(c) Facebook has substantially and exclusively used the FACEBOOK Marks in connection with online social networking goods and services;

(d) The FACEBOOK Marks are widely recognized by the general consuming public;

(e) Facebook is informed and believes, and based thereon alleges, that Tradonomi's adoption and use of Applicant's Mark was and is intended to create an association with the FACEBOOK Marks.

29. Accordingly, Applicant's Mark is unregistrable under 15 U.S.C. §§ 1052, 1053, 1063, and 1125, and should be refused registration.

Wherefore, Facebook prays that this Opposition be sustained, and that Application Serial No. 85/103,739 be refused.

Respectfully submitted,

COOLEY LLP
ANNE H. PECK
JEFFREY T. NORBERG
GAVIN L. CHARLSTON
LORI F. MAYALL
KATHRYN D. DUVALL

Date: August 1, 2011

By: Kathryn D. Duvall
Kathryn D. Duvall
Attorneys for Opposer Facebook, Inc.

Cooley LLP
777 6th St., NW
Suite 1100
Washington, D.C. 20001
T: 650-843-5000
F: 650-849-7400

CERTIFICATE OF TRANSMITTAL AND SERVICE

I hereby certify that this Notice of Opposition is being electronically transmitted in PDF format to the Trademark Trial and Appeal Board through the Electronic System for Trademark Trials and Appeals (ESTTA) on the date indicated below.


I hereby further certify that on the date indicated below, a true and correct copy of this Notice of Opposition was placed in the United States Mail via First Class Mail, addressed to the applicant and correspondent for the subject application as follows:

Naomi Assia
Landon IP, Inc
1725 Jamieson Ave
Alexandria, VA 22314-5741

&

Tradonomi Ltd
P.O. Box 3321
Drake Chambers, Road Town
Tortola, Br. Virgin Islands

Date: August 1, 2011



Kathryn D. Duvall