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U.S. Patent and Trademark Office
Commissioner for Trademarks
P.O. Box 1451
Alexandria, Virginia 22313-1451

Re: The Cartoon Network, Inc.
Application Serial No. 76/638,229
For the Mark ADULT CARTOON ADULT
CARTOON NETWORK GET CONNECTED & Design
Our Reference No. 55711/345659

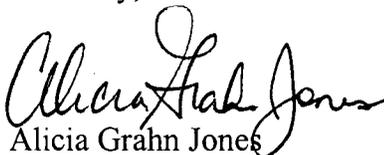
Dear Sir or Madam:

Enclosed please find an **NOTICE OF OPPOSITION** in connection with the application to register the above-referenced mark.

Please date and initial the attached postcard to confirm receipt of the referenced document.

Please contact me if you have any questions regarding this matter.

Sincerely,


Alicia Grahn Jones

AGJ/feg
Enclosures

cc: Miles Alexander, Esq.
Laurel Lucey, Esq.
James Trigg, Esq.

US2000 10231607.1

08-13-2007

2. Since at least as early as October 1, 1992, Opposer has used the mark CARTOON NETWORK in connection with entertainment and educational services and cable telecasting services primarily marketed toward children. Since that time, the CARTOON NETWORK mark has served as a distinctive indicator of Opposer's entertainment services and related merchandise. Opposer is the owner of an incontestable federal trademark registration for the mark CARTOON NETWORK (Reg. No. 2,554,469), covering "entertainment and education services in the nature of a series of television and cable television programs directed toward children and young adults, provided through cable television, broadcast television, radio and the global computer information network." Altogether, Opposer owns a family of 22 federal trademark registrations for marks incorporating the phrase CARTOON NETWORK, 11 of which are incontestable. A complete listing of such registrations is set forth at Exhibit A hereto.

3. Opposer has enjoyed great success with the CARTOON NETWORK brand, which receives high ratings in the cable television field, and has enjoyed great critical success. As of October 2006, the CARTOON NETWORK offering enjoyed distribution in 91 million homes throughout North America. Along with the Disney Channel and Nickelodeon, it is one of the most widely distributed children's networks in the United States.

4. In addition, CARTOON NETWORK programming is distributed in approximately 160 countries around the world, and is available in more than 200 million homes worldwide. Opposer also owns numerous trademark registrations worldwide incorporating the phrase CARTOON NETWORK.

5. Since July 1998, Opposer has operated a website at the domain name <cartoonnetwork.com>. It is consistently ranked as one of the top sites in the Family &

Lifestyles: Kids, Games, & Toys category. In the last quarter of 2006, the

<cartoonnetwork.com> site received over 5,400,000 unique visitors per month.

6. Opposer has expended many millions of dollars in connection with developing consumer brand recognition for the CARTOON NETWORK mark.

7. As a result of the foregoing, Opposer's CARTOON NETWORK mark has acquired a high degree of recognition, fame, and distinctiveness as a symbol of the high quality entertainment content and related merchandise primarily for children offered by Opposer prior to Applicant's adoption of the ADULT CARTOON NETWORK Mark. Consumers are familiar with and identify Opposer's mark with Opposer, and, by reason of this identification, goods and services associated with the CARTOON NETWORK mark are understood by consumers to be produced, marketed, and distributed under Opposer's authority or otherwise derived from Opposer.

8. Opposer's CARTOON NETWORK mark is an important factor employed by consumers in identifying the source of Opposer's entertainment services and related goods, and is distinctive of those goods and services. In particular, consumers recognize the CARTOON NETWORK mark as a symbol of high quality children's and family-oriented programming.

9. As a result of these and other uses, the CARTOON NETWORK mark is entitled to a broad scope of protection.

10. In addition to its animation properties targeted to children, since at least as early as September 2001, Opposer has offered a programming block of animated television programs targeted toward adults under the ADULT SWIM mark on its CARTOON NETWORK channel. Opposer owns a federal trademark registration for the ADULT SWIM word mark (Reg. No. 2,825,671) and the stylized [**adult swim**] mark (Reg. No. 3,120,775), both covering various

entertainment services in Class 41. These registrations are part of a family of 16 federal trademark registrations owned by Opposer which incorporate the phrase ADULT SWIM.

11. On or about May 10, 2005, Applicant filed an application to register the ADULT CARTOON NETWORK Mark on the Principal Register. This application was assigned Serial No. 76/638,229. On information and belief, Applicant is offering its cartoon and animation content in the United States where Opposer's entertainment services are sold.

12. Applicant's mark incorporates Opposer's CARTOON NETWORK mark in addition to the term ADULT. Applicant's mark is therefore similar to Opposer's mark with respect to appearance, pronunciation, and commercial impression. Like Opposer's CARTOON NETWORK mark, Applicant's proposed mark is used in connection with animation content.

13. Consumers are likely to be confused into believing that Applicant's cartoon and animation content offered under the ADULT CARTOON NETWORK Mark emanates from Opposer, or is authorized, licensed, endorsed, or sponsored by Opposer. Registration of Applicant's mark on the Principal Register thus would be inconsistent with Opposer's prior rights in its well-known CARTOON NETWORK mark.

14. Opposer will be damaged by registration of Applicant's ADULT CARTOON NETWORK Mark because it so resembles Opposer's previously used, federally registered, and well-known CARTOON NETWORK mark as to be likely, when used on or in connection with cartoon and animation content in application Serial No. 76/638,229, to cause confusion, or to cause mistake, or to deceive in violation of Section 2 of the Lanham Act, 15 U.S.C. § 1052.

15. Opposer will be damaged by registration of Applicant's ADULT CARTOON NETWORK Mark because the mark dilutes and is likely to dilute the distinctiveness of Opposer's famous CARTOON NETWORK mark by tarnishing and degrading the positive

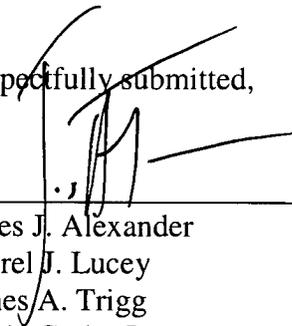
associations and prestigious connotations of the famous CARTOON NETWORK mark and/or by eroding consumers' exclusive identification of this mark with Opposer in violation of Section 43(c) of the Lanham Act, 15 U.S.C. § 1125(c). A printout of the home page of Applicant's ADULT CARTOON NETWORK website is attached hereto as Exhibit B.

WHEREFORE, Opposer requests that registration of the mark that is the subject of application Serial No. 76/638,229 be refused and this Notice of Opposition be sustained in favor of Opposer.

Date:

8/10/07

Respectfully submitted,



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Certificate of Mailing

I hereby certify that on August 13, 2007 this correspondence is being deposited with the United States Postal Service as Express Mail in an envelope addressed to: Commissioner for Trademarks, P.O. Box 1451, Alexandria, VA 22313-1451.


Alicia Grahn Jones

EXHIBIT A

Mark	Registration Number	Goods/Services	Registration Date	Date of First Use
CARTOON NETWORK	2,554,469 (Mark is incontestable)	Entertainment and education services in the nature of a series of television and cable television programs directed toward children and young adults, provided through cable television, broadcast television, radio and the global computer information network	April 2, 2002	October 1, 1992
CARTOON NETWORK & Design	1,798,899 (Mark is incontestable)	Cable telecasting services featuring cartoons	October 12, 1993	October 1, 1992
CARTOON NETWORK & Design	1,819,542 (Mark is incontestable)	Cable telecasting services	February 1, 1994	October 1, 1992
CARTOON NETWORK & Design	1,877,681 (Mark is incontestable)	Clothing; namely, T-shirts, sweatshirts, sweatpants, shirts, shorts, pajamas, play sets comprising tops and bottoms, hats, scarves, jackets, socks and boxer shorts	February 7, 1995	October 1, 1992
CARTOON NETWORK & Design	2,087,389 (Mark is incontestable)	Paper goods and printed matter, namely, stickers, calendars, trading cards, posters, paint sets for children, pens, pencils, children's books, comic books, coloring books, post cards, greeting cards; paper party goods, namely, hats, streamers, blowers, tablecloths, napkins, gift wrap, banners, door signs, tags, party decorations, lunch bags; bank checks, aquariums and indoor terrariums for plant cultivation	August 12, 1997	October 1, 1992
CARTOON NETWORK WACKY RACING	2,128,259 (Mark is incontestable)	Clothing, namely, straight neckties and bow ties, T-shirts, sweatshirts, crew shirts, polo shirts, turtle neck shirts, sweaters, jackets, shorts, boxer shorts, beach wear, sweatpants, playsuits, underwear, bathing suits, hats, pajamas, socks, slippers, sneakers, boots, shoes and Halloween costumes	January 13, 1998	February 1996
CARTOON NETWORK & Design	2,131,857 (Mark is incontestable)	Toys and sporting goods, namely, plush dolls, vinyl dolls, rag dolls, action figures and accessories therefor, play kitchen and cookware, wind-up, pull back and friction powered PVC figurines, plastic toy vehicles, kites, playground and sports balls, baseball bats, golf clubs, fishing rods and reels, pails, ring toss,	January 27, 1998	October 1, 1992

Mark	Registration Number	Goods/Services	Registration Date	Date of First Use
		horse shoes for recreational purposes, paddle ball, badminton sets, play bowling sets, rid-on-toys, pedal cars, swim rings, inflatable and play swimming pools for recreational use, surf boards, play houses, bop bags, board games, skin diving masks and swim fins, floating action skills games for use in water, floating action target games for use in water, jigsaw puzzles, video game cartridges, chess sets, hand-held electronic games, throw target games, children's three-dimensional viewers and projectors and Christmas tree ornaments		
CARTOON NETWORK & Design	2,176,023 (Mark is incontestable)	Education and entertainment services in the nature of a continuing comedy program series targeted towards children and young adults provided through cable television, broadcast television, broadcast radio and the global computer information network	July 28, 1998	October 1992
CARTOON NETWORK & Design	2,239,225 (Mark is incontestable)	Cookies, cakes, candy, frozen confections, chewing gum, bubble gum, breakfast cereals, breads, tea and coffee	April 13, 1999	August 15, 1998
CARTOON NETWORK & Design	2,322,672 (Mark is incontestable)	Pre-recorded audio and video cassettes, featuring cartoons and young adult entertainment, multimedia software recorded on CD-ROM featuring cartoons and family entertainment programming, video game software, sunglasses and decorative refrigerator magnets	February 29, 2000	January 1996
CARTOON NETWORK & Design	2,330,594 (Mark is incontestable)	Promoting the sale of goods and services of others through printed materials, advertising and promotions	March 21, 2000	October 1, 1992
CARTOON NETWORK & Design	2,479,616	Jewelry, namely, tie fasteners made of precious metals, pins, bracelets, rings, pendants, earrings, charms, lapel pins, costume jewelry, decorative boxes made of precious metal, necklaces, watches, watch bands, clocks	August 21, 2001	July 1, 1998
CARTOON NETWORK	2,581,434	Drinking straws, picture frames, sleeping bags, plastic cake	June 18, 2002	April 1, 1998

Mark	Registration Number	Goods/Services	Registration Date	Date of First Use
& Design		decorations, plastic figurines, plastic novelty license plates and plastic key chain tags		
CARTOON NETWORK'S LAST BELL	2,881,756	Entertainment services in the nature of continuing live action and animated program series provided through cable television, broadcast television, broadcast radio and the global computer information network; motion picture film production; and educational services in the nature of a continuing program series in the field of general interest news, entertainment and educational information via cable television, broadcast television, broadcast radio and the global computer information network	September 7, 2004	August 29, 2003
CARTOON NETWORK HOOP HOP	2,887,670	Entertainment services, namely exhibitions composed of interactive game displays, celebrity appearances, participatory activities, contests and competitions centered around sporting and entertainment events	September 21, 2004	February 13, 2004
CARTOON NETWORK HOOP HOP	2,981,742	Promoting the goods and services of others by arranging for sponsors to affiliate their goods and services with athletes, sporting and/or entertainment events, and television personalities or character images; promoting sports competitions and/or entertainment events of others; and arranging and conducting trade show exhibitions in the field of sports and entertainment	August 2, 2005	February 1, 2003
CN CARTOON NETWORK & Design	3,080,718	Trunks, suitcases and traveling bags; goods made from leather and imitations of leather, namely athletic bags, baby backpacks, backpacks, beach bags, book bags, diaper bags, duffel bags, gym bags, tote bags, fanny packs, knapsacks, waist packs, shopping bags, pocketbooks, handbags, shoulder bags, cosmetic bags sold empty, attaché cases, briefcases, brief-case type portfolios, wallets, billfolds, key cases, coin cases, sport bags; umbrellas, sun umbrellas, parasols, small leather and plastic goods, namely, credit card cases, passport cases, vanity cases	April 11, 2006	July 1, 2005

Mark	Registration Number	Goods/Services	Registration Date	Date of First Use
		sold empty and walking sticks		
CN CARTOON NETWORK & Design	3,080,719	Glass, ceramic and earthenware goods, namely, beverage glassware, coffee mugs, mugs, jugs, bowls, plates, coasters, coffee cups and cups; demitasse sets consisting of cups and saucers; sugar and creamer sets; infant cups; cookie jars; ceramic, glass and china figurines; non-electric coffee pots not of precious metal; wastepaper baskets; ice buckets; plastic buckets; shower caddies; tea caddies; cake molds; scrapers, and cake servers; canteens; champagne buckets; plastic coasters, cocktail shakers; thermal insulated containers for food or beverages; cookie cutters, cork screws; corn cob holders; plastic water bottles sold empty; vacuum bottles; decanters; drinking flasks; gardening gloves; rubber household gloves; dinnerware; namely paper plates and paper cups; brushes, namely, hair brushes, tooth brushes, clothes brushes; kitchen utensils, namely rolling pins, spatulas, turners, whisks, and kitchen containers, soap containers, food containers and lunch boxes; plastic cups, plates and coasters	April 11, 2006	July 1, 2005
CN CARTOON NETWORK & Design	3,080,720	Clothing for men, women and children - namely, shirts, t-shirts, sweatshirts, jogging suits, trousers, pants, shorts, tank tops, rainwear, cloth baby bibs, skirts, blouses, dresses, suspenders, sweaters, jackets, coats, raincoats, snow suits, ties, robes, hats, caps, sunvisors, belts, scarves, sleepwear, pajamas, lingerie, underwear, boots, shoes, sneakers, sandals, booties, slipper socks, swimwear and masquerade and Halloween costumes and masks sold in connection therewith	April 11, 2006	June 1, 2005
CN CARTOON NETWORK & Design	3,080,721	Toys and sporting goods including games and playthings, namely, action figures and accessories therefor, plush toys, balloons, bathtub toys, ride-on toys, equipment sold as a unit for playing card games, toy vehicles, dolls, flying discs, electronic hand-held game unit, game equipment sold	April 11, 2006	August 18, 2005

Mark	Registration Number	Goods/Services	Registration Date	Date of First Use
		as a unit for playing a board game, a manipulative game, a parlor game and an action type target game, stand alone video output game machines, jigsaw and manipulative puzzles, paper face masks, skateboards, ice skates, water squirting toys, balls, namely, playground balls, soccer balls, baseballs, basketballs, baseball gloves, swimming floats for recreational use, kick board flotation devices for recreational use, surfboards, swim boards for recreational use, swim fins, toy bakeware and toy cookware, toy banks, and Christmas tree ornaments		
CN CARTOON NETWORK & Design	3,080,722	Foods and beverages, namely, coffee, tea, cocoa, sugar, rice, tapioca, artificial coffee, flour and preparations made from cereals, namely, breakfast cereals, ready-to-eat cereal derived food bars, cereal-based snack foods, pastries and confectioneries in the nature of candies, gum, bubble gum, flavored ices, honey, baking powder, salt, mustard, vinegar, sauces except salad dressings, spices and ice	April 11, 2006	June 28, 2005
CN CARTOON NETWORK & Design	3,124,575	Motion picture films featuring comedy, drama, action, adventure and/or animation, and motion picture films for broadcast on television featuring comedy, drama, action, adventure and/or animation; pre-recorded vinyl records, audio tapes, audio-video tapes, audio-video cassettes, audio-video discs, and digital versatile discs featuring music, comedy, drama, action, adventure, and/or animation; stereo headphones; batteries; cordless telephones; hand-held calculators; audio cassette and CD players; CD roms containing computer game programs; hand-held karaoke players, telephone and/or radio pagers; pre-recorded, short motion picture film cassettes featuring comedy, drama, action, adventure and/or animation to be used with hand-held viewers or projectors; video cassette recorders and players; compact disc players,	August 1, 2006	February 21, 2006

Mark	Registration Number	Goods/Services	Registration Date	Date of First Use
		digital audio tape recorders and players, electronic diaries; radios; mouse pads; eyeglasses, sunglasses and cases therefor; pre-recorded audio tapes and booklets sold together as a unit in the field of comedy, drama, action, adventure, and/or animation; computer programs, namely, software linking digitized video and audio media to a global computer information network; computer game equipment containing memory devices namely, discs, sold as a unit for playing a parlor-type computer game; video and computer game programs; video game programs; video game cartridges and cassettes; encoded magnetic cards, namely, key cards, phone cards, credit cards, debit cards, cash cards and decorative magnets		

EXHIBIT B

