

ESTTA Tracking number: **ESTTA438618**

Filing date: **10/31/2011**

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

Proceeding	91184529
Party	Plaintiff Georgia-Pacific Consumer Products LP
Correspondence Address	CHARLENE R MARINO KILPATRICK TOWNSEND STOCKTON LLP 1100 PEACHTREE STREET, SUITE 2800 ATLANTA, GA 30309 UNITED STATES cmarino@kilpatricktownsend.com, chenn@kilpatricktownsend.com, kteilhaber@ktslaw.com, tmadmin@ktslaw.com
Submission	Motion to Suspend for Civil Action
Filer's Name	Charlene R. Marino
Filer's e-mail	cmarino@ktslaw.com, chenn@ktslaw.com, kteilhaber@ktslaw.com, tmadmin@ktslaw.com
Signature	/Charlene R. Marino/
Date	10/31/2011
Attachments	2011.10.31 Opposer's Motion to Suspend Proceeding (GTG TTAB).pdf (37 pages)(1485179 bytes)

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

GEORGIA-PACIFIC CONSUMER
PRODUCTS LP,

Opposer,

v.

GLOBAL TISSUE GROUP, INC.

Applicant.

Opposition No.: 91184529
Serial No.: 77/364,616

**OPPOSER’S MOTION TO SUSPEND
PROCEEDINGS PURSUANT TO 37 C.F.R. § 2.117(a)**

Opposer Georgia-Pacific Consumer Products LP (“Georgia-Pacific”), respectfully requests that the Board suspend this proceeding pursuant to 37 C.F.R. § 2.117(a). Georgia-Pacific recently initiated a civil action against Applicant Global Tissue Group, Inc. (“Applicant”) in the United States District Court for the Southern District of New York (the “Civil Action”).¹ The Civil Action involves the same parties and the same issues that are before the Board in this Opposition proceeding. As such, the Civil Action will have a bearing on the case, and the Board should suspend proceedings in this Opposition until termination of the Civil Action

I. BACKGROUND

A. The Opposition Proceeding

Since 1993, Georgia-Pacific has continuously marketed and sold Quilted Northern® bath tissue under a large family of marks incorporating the word “Quilted” or some other form of “Quilt” (“QUILTED® Marks”). The QUILTED® Marks are the subject of federal registrations, many of which are incontestable:

¹ A copy of the Complaint in the civil action is attached as **Exhibit 1**.

Mark	Reg. No.	Goods	Status	First Use Date
	1,877,561	Bathroom tissue	Registered on Feb. 7, 1995 Incontestable pursuant to 15 U.S.C. § 1065	Jan. 7, 1993
QUILTED NORTHERN ULTRA	2,059,102	Bathroom tissue	Registered on May 6, 1997 Incontestable pursuant to 15 U.S.C. § 1065	July 1995
QUILTED NORTHERN	2,209,027	Bathroom tissue	Registered on Dec. 8, 1998 Incontestable pursuant to 15 U.S.C. § 1065	June 30, 1998
IT'S ALL IN THE QUILTING	2,867,895	Bath tissue	Registered on July 27, 2004	Dec. 1, 2003
QUILTING	2,872,813	Bath tissue	Registered on Aug. 10, 2004	Dec. 1, 2003
QUILTED NORTHERN	2,968,615	Facial tissue	Registered on July 12, 2005	Aug. 1, 2004
THE ULTIMATE QUILTED CLEAN	2,980,757	Bath tissue	Registered on Aug. 2, 2005	Mar. 21, 2002
QUILTED NORTHERN PS	3,018,501	Bath tissue	Registered on Nov. 22, 2005	Aug. 1, 2004
PLUSH-QUILTS	3,069,376	Bathroom tissue	Registered on Mar. 14, 2006	May 2, 2002
ACOLCHINADO (Quilted in Spanish)	3,170,713	Bath tissue	Registered on Nov. 14, 2006	Mar. 1, 2005
QUILTED NORTHERN PS	3,293,547	Facial tissues	Sep. 18, 2007	Aug. 1, 2004
	3,463,460	Bathroom tissue	Registered on July 8, 2008	Feb. 2008

Mark	Reg. No.	Goods	Status	First Use Date
	3,463,899	Bathroom tissue	Registered on July 8, 2008	Feb. 2008
	3,463,900	Bathroom tissue	Registered on July 8, 2008	Feb. 2008
QUILTED NORTHERN ULTRA PLUSH	3,517,622	Bathroom tissue	Registered on Oct. 14, 2008	Aug. 3, 2008
	3,642,213	Bathroom tissue	Registered on June 23, 2009	Feb. 2008
QUILTED NORTHERN SOFT & STRONG	3,642,378	Bathroom tissue	Registered on June 23, 2009	Feb. 2008
	3,936,565	Bathroom tissue	Registered on Mar. 29, 2011	Feb. 2008
	4,030,387	Bathroom tissue	Registered on Sep. 27, 2011	Aug. 03, 2008

Mark	Reg. No.	Goods	Status	First Use Date
	4,030,382	Bathroom tissue	Registered on Sep. 27, 2011	Aug. 08, 2008

On January 4, 2008, Applicant filed an application (Serial No. 77364616) to register the mark QUILTY for “consumer and industrial paper products, namely, facial tissues, napkins, towels and bathroom tissues.”

On June 11, 2008, Georgia-Pacific filed a Notice of Opposition, initiating this proceeding (Doc. No. 1). Applicant later asserted counterclaims seeking to cancel several of Georgia-Pacific’s registrations for the QUILTED® Marks (Doc. No. 35). The discovery period is now closed, and Georgia-Pacific’s testimony period is scheduled to begin in December 2011.

B. The Recently Filed Civil Action

Applicant owns the domain names <QuiltedBathTissue.com> and <QuiltedToiletTissue.com> and, earlier this year, began using those domain names to redirect online consumers to Applicant’s website. Georgia-Pacific recently initiated a civil action in the United States District Court for the Southern District of New York against Applicant, styled *Georgia-Pacific Consumer Products LP v. Global Tissue Group, Inc.* See **Ex. 1**. The Complaint alleges that Applicant’s improper use of the domain names violates the Anticybersquatting Consumer Protection Act (“ACPA”) and constitutes trademark infringement, dilution, and unfair competition. The Complaint also seeks a determination that:

- (1) Georgia-Pacific’s registrations for the QUILTED® Marks are valid; and
- (2) Applicant’s application to register the QUILTY mark should be refused.

Pursuant to 15 U.S.C. § 1119, the Complaint asks the federal court to certify an order to the Director of Trademarks that Applicant's counterclaims should be dismissed with prejudice and that the Opposition should be sustained with prejudice.

In short, the Civil Action involves the same parties and the identical issues currently before the Board in this Opposition proceeding.

II. ARGUMENT

The Board should grant this motion to suspend because the Civil Action has a clear bearing on the issues in the present proceeding, namely, Applicant's right to register the QUILTY mark and the validity of several registrations covering Georgia-Pacific's QUILTED® Marks. The Board has the power to suspend proceedings in favor of a pending civil action pursuant to 37 C.F.R. § 2.117(a), which provides:

Whenever it shall come to the attention of the Trademark Trial and Appeal Board that a party or parties to a pending case are engaged in a civil action or another Board proceeding which may have a bearing on the case, proceedings before the Board may be suspended until termination of the civil action or the other Board proceeding.

The Board regularly exercises this power in the interests of promoting judicial economy and conserving resources. *See Vining Indus., Inc. v. Libman Co.*, No. 23,546, 1996 TTAB LEXIS 455, at *6 (T.T.A.B. July 16, 1996) (suspending Board proceedings "in the interest of judicial economy and consistent with [the Board's] inherent authority to regulate [its] proceedings to avoid duplicating the effort of the court and the possibility of reaching an inconsistent conclusion"); *Tokaido v. Honda Assocs., Inc.*, 179 U.S.P.Q. 861, 862 (T.T.A.B. 1973) ("[N]otwithstanding the fact that the Patent Office proceeding was the first to be filed, it is deemed to be the better policy to suspend proceedings herein until the civil suit has been finally concluded."); *Townley Clothes, Inc. v. Goldring, Inc.*, 100 U.S.P.Q. 57, 58 (Comm'r Pat. &

Trademarks 1953) (“[I]t would not seem to be in the interests of ‘judicial economy’ for the parties to proceed in two forums . . .”).

“Ordinarily, the Board will suspend proceedings in the case before it if the final determination of the other proceeding may have a bearing on the issues before the Board.” Trademark Trial and Appeal Board Manual of Procedure § 510.02(a) (3d ed. 2011). Here, the outcome of Georgia-Pacific’s civil action will have a direct bearing upon the outcome of this opposition proceeding because the pending civil action involves the very same issues as this proceeding, namely the validity of the sixteen registrations for Georgia-Pacific’s QUILTED® Marks and whether Applicant may register its QUILTY mark. The District Court’s determination of these issues certainly will “have a bearing on the issues before the Board.” *See Tokaido*, 179 U.S.P.Q. at 862 (“[W]hile a decision by the District Court would be binding upon the Patent Office, a decision by the Trademark Trial and Appeal Board would only be advisory in respect to the disposition of the case pending in the District Court.”); *see also Sam S. Goldstein Indus., Inc. v. Botany Indus., Inc.*, 301 F. Supp. 728, 731, 163 U.S.P.Q. 442, 443 (S.D.N.Y. 1969) (noting that PTO “findings would not be res judicata in this [civil action]” and denying motion to stay district court proceedings); *New Orleans Louisiana Saints LLC v. Who Dat? Inc.*, 99 U.S.P.Q.2d 1550, 1552 (T.T.A.B. 2011) (“A decision by the district court may be binding on the Board whereas a determination by the Board as to a defendant’s right to obtain or retain a registration would not be binding or res judicata in respect to the proceeding pending before the court.”).²

² *Accord Kearns-Tribune, LLC v. Salt Lake Tribute Publ’g Co.*, No. 151,843, 2003 WL 22134916, at *3 (T.T.A.B. Sept. 11, 2003) (suspending Board proceeding and noting that “[s]uspension of a Board case is appropriate even if the civil case may not be dispositive of the Board case, so long as the ruling will have a bearing on the rights of the parties in the Board case.”); *Farah v. Topiclear Beauty Prods., Inc.*, No. 151,334, 2003 WL 22022077, at * 5 (T.T.A.B. Aug. 21, 2003) (granting suspension where civil action and Board action would “involve common legal and factual issues” and noting that “[s]uspension would avoid the undesirable result of the parties litigating the same

“It is standard procedure for the Trademark Board to stay administrative proceedings pending the outcome of court litigation between the same parties involving related issues.” 6 J. Thomas McCarthy, *McCarthy on Trademarks and Unfair Competition* § 32:47 (4th ed. 2008); *see also* Trademark Rule 2.117(a); TBMP § 510.02(a) (3d ed. rev. 2011). The present civil court litigation involves the same parties and issues, and as such, Georgia-Pacific asks the Board to follow that “standard procedure.”

III. CONCLUSION

For the foregoing reasons, Georgia-Pacific respectfully submits that this proceeding should be suspended pending disposition of the civil action.

Respectfully submitted,

/s/ R. Charles Henn Jr.

R. Charles Henn Jr.

Charlene R. Marino

KILPATRICK TOWNSEND &
STOCKTON LLP

1100 Peachtree Street, Suite 2800

Atlanta, Georgia 30309-4530

Telephone: (404) 815-6500

Facsimile: (404) 815-6555

Attorneys for Opposer Georgia-Pacific
Consumer Products LP

issue in two forums, with potentially inconsistent results”); *SoftBelly’s, Inc. v. Ty, Inc.*, No. 150,771, 2002 WL 1844210, at *2 (T.T.A.B. Aug. 13, 2002) (“[w]henver it shall come to the attention of the Trademark Trial and Appeal Board that a party or parties to a pending case are engaged in a civil action . . . which may have a bearing on the case, proceedings before the Board may be suspended until termination of the civil action”). Although these cases are not precedential, they are persuasive examples of the circumstances similar to those in this case in which the Board appropriately suspended its proceedings pending the outcome of separate civil actions.

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

GEORGIA-PACIFIC CONSUMER
PRODUCTS LP,

Opposer,

v.

GLOBAL TISSUE GROUP, INC.

Applicant.

Opposition No.: 91184529

Serial No.: 77/364,616

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on this date, October 31, 2011 a copy of the OPPOSER'S MOTION TO SUSPEND PROCEEDINGS PURSUANT TO 37 C.F.R. § 2.117(a) has been served upon Applicant, by email and by U.S. mail, to Applicant's current identified counsel, as set forth below:

Charles R. Hoffmann
R. Glenn Schroeder
Hoffmann & Baron, LLP
6900 Jericho Turnpike
Syosset, New York 11791

choffmann@hoffmannbaron.com
gschroeder@hoffmannbaron.com

/Charlene R. Marino/
Charlene R. Marino

EXHIBIT 1

JUDGE KOELTL

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

GEORGIA-PACIFIC CONSUMER
PRODUCTS LP,

Plaintiff,

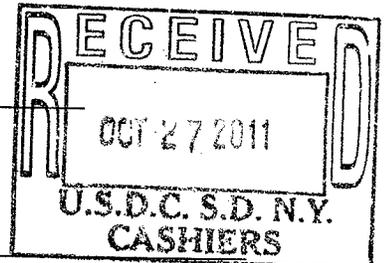
v.

GLOBAL TISSUE GROUP, INC.

Defendant.

11 CIV 7643

Civil Action No. _____



COMPLAINT

Plaintiff Georgia-Pacific Consumer Products LP ("Georgia-Pacific") states the following for its Complaint against Global Tissue Group, Inc. ("Defendant"):

NATURE OF THE ACTION

1. Plaintiff Georgia-Pacific manufactures and sells bath tissue under the well-known QUILTED NORTHERN® trademark. Since 1993, Georgia-Pacific continuously has marketed and sold QUILTED NORTHERN® bath tissue under a family of marks incorporating variations of the formative "QUILT," including a federal registration for the word QUILTED® alone, and for the mark QUILTED and Design, depicted below:



These marks and others, collectively referred to as the "QUILTED® Marks," are covered by numerous federal trademark registrations, many of which are incontestable. Due to Georgia-Pacific's extensive advertising and promotion of the QUILTED® Marks, and substantial sales of goods under those marks, the QUILTED® Marks have become well known and famous among consumers.

2. Defendant is a manufacturer and distributor of bath tissue that competes directly with Georgia-Pacific's popular QUILTED NORTHERN® bath tissue. This case arises out of Defendant's willful efforts to trade off of the goodwill associated with the QUILTED® Marks by acquiring the domain names <QuiltedBathTissue.com> and <QuiltedToiletTissue.com> (together, the "Infringing QUILTED Domains") and directing them to Defendant's website. Defendant is exploiting Georgia-Pacific's federally-registered QUILTED® mark for Defendant's competing bath tissue to attract the interest of Georgia-Pacific's customers and lure them to Defendant's website. Defendant's unauthorized use of the QUILTED® mark is likely to cause confusion among consumers and the public and is likely to dilute the substantial goodwill and reputation for quality associated with Georgia-Pacific, the QUILTED NORTHERN® brand, and the entire family of QUILTED® Marks. If unrestrained, Defendant's infringing activities will cause great and irreparable harm to Georgia-Pacific.

3. Defendant claims on its website to "specialize in . . . trust" and to "extend to our customers and vendors the same courtesy . . . we would to our own family." Nothing could be further from the truth. In reality, Defendant is engaged in dishonest and unfair business practices, having misappropriated Georgia-Pacific's federally registered QUILTED® mark for use in domain names that intentionally and deceptively redirect customers to Defendant's website when those customers are trying to find Georgia-Pacific. Defendant also claims "a commitment to innovation," but its duplicitous conduct shows that Defendant actually is attempting to free ride on Georgia-Pacific's well-known and innovative QUILTED NORTHERN® brand.

4. Defendant is well-aware of Georgia-Pacific's rights in the QUILTED® Marks and has registered these domains in bad faith because Georgia-Pacific and Defendant are parties

to an administrative proceeding before the United States Patent and Trademark Office (“PTO”) in which Georgia-Pacific has opposed Defendant’s application to register the mark QUILTY. Further, in retaliation, Defendant challenged the validity of many of Georgia-Pacific’s federal registrations for the QUILTED® Marks. This Court should determine that Georgia-Pacific’s registrations for the QUILTED® Marks are valid, that Defendant’s QUILTY mark should not be registered, and further, that Defendant cannot use QUILTY as a trademark for bath tissue. This Court should additionally certify an order under 15 U.S.C. § 1119 to the Director of the PTO consistent with that declaratory judgment.

5. Accordingly, Georgia-Pacific brings this action for trademark infringement and unfair competition under the Trademark Act of 1946, 15 U.S.C. §§ 1051 *et seq.* (“Lanham Act”); for cybersquatting under the Anticybersquatting Consumer Protection Act, 15 U.S.C. § 1125(d); for trademark dilution and injury to business reputation under N.Y. GEN. BUS. LAW § 360-1; for unfair and deceptive trade practices under N.Y. GEN. BUS. LAW § 349; for trademark infringement and unfair competition under the common law; and for a determination that various Georgia-Pacific federal trademark registrations are valid and that Defendant’s QUILTY mark should be denied registration under 15 U.S.C. § 1119.

PARTIES

6. Georgia-Pacific Consumer Products LP is a Delaware limited partnership with a principal place of business at 133 Peachtree Street, Atlanta, Georgia 30303.

7. Defendant is a New York corporation with its principal place of business located at 870 Expressway Drive South, Medford, New York 11763. On information and belief, Defendant regularly does business in this District, including advertising and marketing; attending trade shows and other marketing events; transacting business with others in the District, such as

obtaining goods and services, particularly financial services and support; and offering for sale, selling and distributing goods to persons residing in and having a principal place of business in this District, including private label, contract manufacturing, and promotional products.

JURISDICTION AND VENUE

8. This Court has jurisdiction over the subject matter of this action under Section 39 of the Lanham Act, 15 U.S.C. § 1121, and 28 U.S.C. §§ 1331 and 1338. This Court has supplemental jurisdiction over Georgia-Pacific's related state and common law claims pursuant to 28 U.S.C. §§ 1338 and 1367.

9. This Court has personal jurisdiction over Defendant because Defendant is domiciled in this state, regularly does business in this state, has committed tortious acts in this state, or has otherwise made or established contacts with this state sufficient to permit the exercise of personal jurisdiction.

10. Venue is proper in this judicial district pursuant to 28 U.S.C. § 1391(b) because a substantial part of the events giving rise to the claims in this action occurred in this district and because Defendant is subject to personal jurisdiction in this district and, therefore, is a resident of this district.

FACTS COMMON TO ALL CLAIMS FOR RELIEF

A. Georgia-Pacific and the QUILTED® Marks

11. Georgia-Pacific is an industry leader that manufactures, markets, and sells bath tissue, facial tissue, napkins and related consumer products to the retail and away-from-home channels throughout the United States and the world. One of the most well-known and successful consumer products manufactured and sold by Georgia-Pacific is QUILTED NORTHERN® bath tissue.

12. In 1901, Northern Paper Mills, the predecessor-in-interest to Georgia-Pacific, produced its first bathroom tissue, and in the following year it became known as “NORTHERN TISSUE.” By the 1920s, Northern Paper Mills emerged as the largest producer of bath tissue in the world. Production continued over the decades and, by 1975, “NORTHERN TISSUE” was sold as two-ply tissue. In 1993, “NORTHERN TISSUE” was re-named “QUILTED NORTHERN” to emphasize the unique and distinctive diamond pattern embossed on the tissue. QUILTED NORTHERN® bath tissue is one of the most well-known and successful consumer products manufactured and sold by Georgia-Pacific.

13. Since 1993, Georgia-Pacific continuously has sold QUILTED NORTHERN® bath tissue under the QUILTED® Marks throughout the United States. In a highly competitive market, Georgia-Pacific has achieved tremendous success; retail sales in the United States have exceeded \$8 billion over the past ten years.

14. Since 1993, Georgia-Pacific extensively has advertised and promoted QUILTED NORTHERN® bath tissue under the QUILTED® Marks, including through national television advertising, print advertising, and other promotional activities. To date, Georgia-Pacific has invested well in excess of \$300 million in advertising and promoting QUILTED NORTHERN® bath tissue.

15. For example, from 1997 through 2007, Georgia-Pacific ran a humorous television advertising campaign for QUILTED NORTHERN® bath tissue featuring animated “Quilters” who were depicted stitching the distinctive quilt-like diamond pattern onto the bath tissue and using, *inter alia*, the tagline “for a QUILTED clean.” Representative screen shots from these television advertising campaigns are attached as **Exhibit 1**.

16. The QUILTED NORTHERN® brand has a long history of product innovation. Building on that tradition, Georgia-Pacific introduced the first three-ply super premium bath tissue under the mark QUILTED NORTHERN ULTRA PLUSH® in September 2008. The launch of QUILTED NORTHERN ULTRA PLUSH® bath tissue was extremely successful, resulting in \$135 million in sales in the product's first year, and over \$800 million in sales to date.

17. Due to its enormous popularity, QUILTED NORTHERN ULTRA PLUSH® bath tissue received extensive recognition and numerous consumer awards. In 2009, it was rated the best overall product among major brands by Consumer Reports and featured in its ShopSmart magazine. Information Resources, Inc. (IRI) named QUILTED NORTHERN ULTRA PLUSH® the top non-food consumer packaged good product launch of 2009, and Progressive Grocer named the product an Editor's Pick in 2008. The product launch was also recognized by Mass Market Retailers in its September 2008 publication. The advertising campaign for QUILTED NORTHERN ULTRA PLUSH® earned the Atlanta Marketing Association "AMY" award for the Business to Consumer Integrated Marketing Campaign. True and correct copies of published articles discussing these awards and honors are attached as **Exhibit 2**.

18. Georgia-Pacific's television advertising has included national campaigns for its QUILTED® marks, including QUILTED NORTHERN ULTRA PLUSH® and QUILTED NORTHERN SOFT & STRONG® bath tissue. Representative screen shots from these campaigns are attached as **Exhibit 3**. Georgia-Pacific also advertises QUILTED NORTHERN® bath tissue via the Internet. Georgia-Pacific is the owner of the domain name <QuiltedNorthern.com>, which it uses to direct consumers to a website advertising and providing information for QUILTED NORTHERN® bath tissue. Georgia-Pacific's website at

the <QuiltedNorthern.com> domain name receives an average of over 280,000 visits per year with over 236,000 unique visitors this year alone.

19. Georgia-Pacific further markets QUILTED NORTHERN® bath tissue via the Internet through social media, including Facebook, Twitter, and advertisements viewed on YouTube.

20. In addition to Georgia-Pacific's significant investment in advertising QUILTED NORTHERN® bath tissue to consumers, Georgia-Pacific also has promoted its brand through investing well in excess of \$1 billion in promotional trade programs and coupons for Georgia-Pacific's retail customers since 2003. In the past three years alone, Georgia-Pacific has invested \$950 million in customer promotions. Representative samples of these promotions are attached as **Exhibit 4**.

21. Georgia-Pacific also promotes the QUILTED® Marks through sponsoring numerous well-known events such as the Susan G. Komen Race for the Cure, as well as customer-specific charity events such as Kroger's Breast Cancer Awareness Month and the Atlanta-based "TP on my shoe" promotion for breast health awareness. For example, at one Susan G. Komen race, Georgia-Pacific offered mobile restrooms for the race participants featuring QUILTED NORTHERN® bath tissue. Since 2004, Georgia-Pacific has spent over \$5 million in connection with the Susan G. Komen Race for the Cure.

22. Unsolicited media featuring the QUILTED NORTHERN® and the QUILTED® Marks have appeared in newspapers all across the United States, including the *Chicago Tribune*, *L.A. Times*, *International Herald Tribune*, *New York Times*, and *New York Daily News*.

QUILTED NORTHERN® bath tissue has also been featured on websites such as Emily Post and

Yahoo! News, and discussed on well-known and popular television programs such as NBC's *Today*, *The Tonight Show*, and *The View*.

23. The QUILTED® Marks have achieved significant fame and public recognition in connection with high-quality bath tissue and are widely recognized by the general consuming public of the United States as a designation of source of bath tissue sold by Georgia-Pacific. By virtue of Georgia-Pacific's extensive advertising, promotion, and sales, the QUILTED® Marks have acquired a high degree of distinctiveness, are recognized and relied upon by consumers as identifying Georgia-Pacific's goods and as distinguishing them from the goods of others, and have come to represent and symbolize the extremely valuable goodwill belonging exclusively to Georgia-Pacific.

24. Georgia-Pacific has developed strong common law rights in the QUILTED® Marks.

25. In addition to its common law rights, Georgia-Pacific owns a federal trademark registration for the word mark QUILTED (Reg. No. 2,957,128) for "bath tissue," which issued on May 31, 2005. A true and accurate copy of this registration is attached as **Exhibit 5**.

26. Georgia-Pacific also owns a federal trademark registration for the mark QUILTED and design (Reg. No. 2,933,048) for "bath tissue," which issued on March 15, 2005:



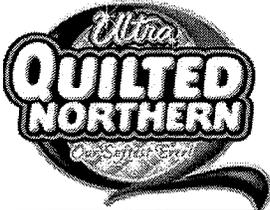
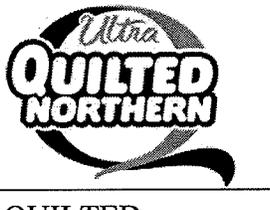
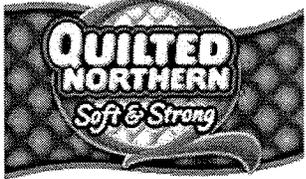
A true and accurate copy of this registration is attached as **Exhibit 6**.

27. Georgia-Pacific is the owner of a federal trademark registration for the mark QUILTED NORTHERN (Reg. No. 2,663,438) for "bath tissue." This registration remains in full

force and effect and is incontestable pursuant to 15 U.S.C. § 1065. A true and accurate copy of this registration is attached as **Exhibit 7**.

28. Georgia-Pacific also owns the following federal trademark registrations incorporating variants of the term QUILT, true and correct copies of which are attached as **Exhibits 8-27**:

Mark	Reg. No.	Goods	Status	First Use Date
	1,877,561	Bathroom tissue	Registered on Feb. 7, 1995 Incontestable pursuant to 15 U.S.C. § 1065	Jan. 7, 1993
QUILTED NORTHERN ULTRA	2,059,102	Bathroom tissue	Registered on May 6, 1997 Incontestable pursuant to 15 U.S.C. § 1065	July 1995
QUILTED NORTHERN	2,209,027	Bathroom tissue	Registered on Dec. 8, 1998 Incontestable pursuant to 15 U.S.C. § 1065	June 30, 1998
IT'S ALL IN THE QUILTING	2,867,895	Bath tissue	Registered on July 27, 2004	Dec. 1, 2003
QUILTING	2,872,813	Bath tissue	Registered on Aug. 10, 2004	Dec. 1, 2003
QUILTED NORTHERN	2,968,615	Facial tissue	Registered on July 12, 2005	Aug. 1, 2004
THE ULTIMATE QUILTED CLEAN	2,980,757	Bath tissue	Registered on Aug. 2, 2005	Mar. 21, 2002
QUILTED NORTHERN PS	3,018,501	Bath tissue	Registered on Nov. 22, 2005	Aug. 1, 2004
PLUSH-QUILTS	3,069,376	Bathroom tissue	Registered on Mar. 14, 2006	May 2, 2002
ACOLCHINADO (Quilted in Spanish)	3,170,713	Bath tissue	Registered on Nov. 14, 2006	Mar. 1, 2005
QUILTED NORTHERN PS	3,293,547	Facial tissues	Sep. 18, 2007	Aug. 1, 2004

Mark	Reg. No.	Goods	Status	First Use Date
	3,463,460	Bathroom tissue	Registered on July 8, 2008	Feb. 2008
	3,463,899	Bathroom tissue	Registered on July 8, 2008	Feb. 2008
	3,463,900	Bathroom tissue	Registered on July 8, 2008	Feb. 2008
QUILTED NORTHERN ULTRA PLUSH	3,517,622	Bathroom tissue	Registered on Oct. 14, 2008	Aug. 3, 2008
	3,642,213	Bathroom tissue	Registered on June 23, 2009	Feb. 2008
QUILTED NORTHERN SOFT & STRONG	3,642,378	Bathroom tissue	Registered on June 23, 2009	Feb. 2008
	3,936,565	Bathroom tissue	Registered on Mar. 29, 2011	Feb. 2008

Mark	Reg. No.	Goods	Status	First Use Date
	4,030,387	Bathroom tissue	Registered on Sep. 27, 2011	Aug. 03, 2008
	4,030,382	Bathroom tissue	Registered on Sep. 27, 2011	Aug. 08, 2008

Together with the QUILTED®, QUILTED & Design®, and QUILTED NORTHERN® marks, these registered marks are included in references in this Complaint to the “QUILTED® Marks.”

29. The QUILTED® Marks constitute a family of marks because they are a group of marks having a recognizable common characteristic (i.e., the term “QUILTED”), and the marks are composed and used in such a way that the public associates not only the individual marks, but the common characteristic of the family, with Georgia-Pacific.

30. The QUILTED® Marks became famous and distinctive long before Defendant’s activities described in this Complaint, and the QUILTED® Marks continue to serve as an indicator of the source for bath tissue manufactured by Georgia-Pacific.

31. Georgia-Pacific diligently and consistently has taken action to prevent third parties from using the term “Quilted” or any other imitation of the QUILTED® Marks in connection with the marketing and sale of bath tissue. As a result, consumers associate the QUILTED® Marks with a single source, Georgia-Pacific.

B. Defendant’s Unauthorized, Infringing, and Unlawful Activities

32. Defendant is a direct competitor of Georgia-Pacific in the market for bath tissue and related consumer paper goods, both in the commercial and retail sectors. Defendant's competing products are sold in many of the same retail outlets as Georgia-Pacific's goods.

33. Defendant has actual and constructive knowledge of QUILTED NORTHERN® and the QUILTED® Marks and of Georgia-Pacific's trademark registrations for those marks.

34. Despite its knowledge of Georgia-Pacific's prior rights in the QUILTED® Marks, and the unlimited universe of other potential marks from which to choose, Defendant applied to register the mark QUILTY for "consumer and industrial paper products, namely, facial tissues, napkins, towels and bathroom tissues" (Serial No. 77/364,616) on January 4, 2008 ("QUILTY Application").

35. In the QUILTY Application, Defendant represented to the USPTO that it had a bona fide intention to use the mark in commerce in connection with the identified goods.

36. On April 17, 2008, soon after it became aware of the QUILTY Application, Georgia-Pacific sent Defendant a letter advising it of Georgia-Pacific's prior rights in the QUILTED® Marks and its trademark registrations, and requested that Defendant withdraw the QUILTY Application. A true and correct copy of this correspondence is attached as **Exhibit 28**.

37. In response, Defendant stated that it would not withdraw the QUILTY Application. A true and correct copy of this correspondence is attached as **Exhibit 29**.

38. Georgia-Pacific filed a Notice of Opposition on June 11, 2008 (the "Opposition") with the Trademark Trial and Appeal Board ("TTAB"), objecting to Defendant's registration of the QUILTY mark. Defendant filed counterclaims in the Opposition seeking to have certain of Georgia-Pacific's registrations for the QUILTED® Marks cancelled. The Opposition (No. 91184529) is pending before the TTAB, but because the TTAB can only adjudicate issues

concerning the registrability of marks and not their use in the marketplace, Georgia-Pacific cannot obtain complete relief in that forum.

39. Accordingly, Georgia-Pacific is filing concurrently with this Complaint a notice to advise the TTAB of the commencement of this action and a motion to suspend the Opposition.

40. During discovery in the Opposition, Defendant's corporate representative admitted that Defendant was aware of the QUILTED NORTHERN® mark prior to filing the QUILTY Application.

41. On June 8, 2010, despite its actual knowledge of Georgia-Pacific's QUILTED® Marks and the fact that the Opposition was pending, Defendant registered the Infringing QUILTED domain names — <QuiltedBathTissue.com> and <QuiltedToiletTissue.com>. These domain names consist of Georgia-Pacific's registered QUILTED mark plus the precise goods for which that mark is registered, bath tissue or toilet tissue. Defendant registered these domain names in bad faith and without any legitimate commercial purpose.

42. Rather than register the Infringing QUILTED Domains in its own name, Defendant intentionally hid its ownership of these domains by registering them through a WHOIS Internet privacy service, Domains by Proxy. A true and correct copy of the WHOIS information for the Infringing QUILTED Domains is attached as **Exhibit 30**.

43. In approximately May 2011, Defendant began using the Infringing QUILTED Domains to surreptitiously re-direct consumers to Defendant's website. A true and correct copy of a video showing what happens when a user types the Infringing QUILTED Domains into a web browser is filed concurrently as **Exhibit 31**.

44. Defendant's website, which is accessible from both of the Infringing QUILTED Domains, advertises Defendant's bath tissue and other consumer paper products. A true and correct copy of the home page for Defendant's website is attached as **Exhibit 32**.

45. On information and belief, prior to its acquisition of the Infringing QUILTED Domains, Defendant's website was only accessible via the <GlobalTissueGroup.com> and <GlobalTissue.com> domain names.

46. Georgia-Pacific has never authorized or given approval to Defendant to use the QUILTED® Marks in Defendant's domain names or Defendant's advertising and promotion of bath tissue.

47. Defendant's goods advertised via the website located at the Infringing QUILTED Domains are directly competitive with goods sold by Georgia-Pacific under the QUILTED® Marks.

48. Defendant's goods advertised via the website located at the Infringing QUILTED Domains are sold through identical and overlapping channels of trade as goods sold by Georgia-Pacific under the QUILTED® Marks.

49. Defendant's goods advertised via the website located at the Infringing QUILTED Domains are sold to the same types of end users as goods sold by Georgia-Pacific under the QUILTED® Marks.

50. Defendant's use of the QUILTED® Marks in the Infringing QUILTED Domains is likely to deceive, confuse, and mislead Georgia-Pacific's customers into believing that the entity operating the website is affiliated with, sponsored by, or otherwise licensed by or connected to Georgia-Pacific. Consumer confusion is exacerbated because Defendant's website tells consumers "[w]e work with national brands," allegedly helping them "meet capacity

requirements, handle new trials, or for purely logistical purposes.” Thus, consumers are likely to believe mistakenly that Defendant is working with Georgia-Pacific in the manufacture of QUILTED NORTHERN® bath tissue.

51. Defendant’s activities are likely to cause confusion before and/or at the time of purchase because prospective purchasers viewing Defendant’s website and domain names are likely to mistakenly believe, initially and/or thereafter, that the website is affiliated with, sponsored by, or otherwise licensed by or connected to Georgia-Pacific.

52. Defendant’s activities are likely to cause dilution by creating an association in the minds of consumers arising from the similarity between Defendant’s domain names and the QUILTED® Marks that impairs the distinctiveness of or that harms the reputation of the QUILTED® Marks.

53. On information and belief, Defendant knowingly, willfully, intentionally, and maliciously adopted and used the QUILTED® Marks in the Infringing QUILTED Domains, in a deliberate attempt to trade off of the goodwill associated with Georgia-Pacific and the QUILTED® Marks.

54. Defendant’s activities have caused and will continue to cause irreparable harm to the goodwill symbolized by the QUILTED® Marks and to Georgia-Pacific’s reputation for quality goods. Defendant’s activities have created, and are creating, a substantial likelihood of confusion, including initial interest confusion, as to the origin, sponsorship, approval, and quality of the goods Georgia-Pacific provides and have infringed upon Georgia-Pacific’s rights in the QUILTED® Marks.

COUNT I
VIOLATION OF THE ANTICYBERSQUATTING CONSUMER
PROTECTION ACT

55. Georgia-Pacific repeats and incorporates by reference the allegations contained in the foregoing paragraphs.

56. Georgia-Pacific is the owner of the federally-registered QUILTED® Marks.

57. Through Georgia-Pacific's extensive and exclusive use and promotion, the QUILTED® Marks have acquired distinctiveness and garnered widespread public recognition and have become famous in the United States.

58. Georgia-Pacific's QUILTED® Marks had long acquired distinctiveness and substantial goodwill and had long been famous before Defendant registered the Infringing QUILTED Domains in June 2010.

59. The Infringing QUILTED Domains are identical and thus confusingly similar to and likely to dilute Georgia-Pacific's well-known and federally registered QUILTED® Marks. Defendant has no affiliation with Georgia-Pacific and has never been authorized to use the QUILTED® Marks or any variation of the marks in any way.

60. Defendant registered the Infringing QUILTED Domains with the bad-faith intent to profit from Georgia-Pacific's QUILTED® Marks by creating a likelihood of confusion as to source, sponsorship, affiliation, or endorsement of the site. Defendant registered the Infringing QUILTED Domains for no legitimate purpose and with the intent to divert consumers from Georgia-Pacific's website to a website accessible under and via the Infringing QUILTED Domains.

61. On information and belief, Defendant is in fact deriving profit from the use of the Infringing QUILTED Domains and the consequent confusion of Internet users.

62. Defendant's actions constitute cyberpiracy in violation of 15 U.S.C. § 1125(d).

63. The unauthorized registration and use of the Infringing QUILTED Domains have caused and, unless preliminarily and permanently enjoined, will continue to cause irreparable injury to Georgia-Pacific and to the goodwill associated with Georgia-Pacific's QUILTED® Marks.

64. Because Defendant's infringing conduct is causing and is likely to cause substantial injury to the public and to Georgia-Pacific, Georgia-Pacific is entitled to injunctive relief, and to recover either statutory damages under 15 U.S.C. § 1117(d) or Defendant's trebled profits, together with Georgia-Pacific's costs and reasonable attorneys' fees pursuant to 15 U.S.C. § 1117(a).

COUNT II
FEDERAL TRADEMARK INFRINGEMENT

65. Georgia-Pacific repeats and incorporates by reference the allegations contained in the foregoing paragraphs.

66. Defendant's use of marks identical to Georgia-Pacific's QUILTED® Marks in the Infringing QUILTED Domains is causing and is likely to cause confusion, deception, and mistake by creating the false and misleading impression that Defendant's website and related goods are affiliated, connected, or associated with Georgia-Pacific, or have the sponsorship, endorsement, or approval of Georgia-Pacific, in violation of 15 U.S.C. § 1114.

67. Defendant's unauthorized use of a confusingly similar imitation of Georgia-Pacific's electronic URL address, <QuiltedNorthern.com> is likely to cause confusion, deception, and mistake by creating the false and misleading impression that Defendant's online business is affiliated, connected, or associated with Georgia-Pacific, or has the sponsorship, endorsement, or approval of Georgia-Pacific, in violation of 15 U.S.C. § 1114.

68. Defendant's actions demonstrate an intentional, willful, and bad-faith intent to trade on the goodwill associated with the QUILTED® Marks and to cause confusion, deception, and mistake in the minds of Georgia-Pacific's customers and potential customers by implying a nonexistent affiliation or relationship between Defendant and Georgia-Pacific.

69. Defendant's conduct is causing irreparable injury to Georgia-Pacific and its goodwill and reputation in the QUILTED® Marks, and will continue to both damage Georgia-Pacific and deceive the public unless enjoined by this Court. Because Georgia-Pacific has no remedy at law, Georgia-Pacific is entitled to injunctive relief. Georgia-Pacific is further entitled to recover Defendant's trebled profits, Georgia-Pacific's costs, and Georgia-Pacific's reasonable attorneys' fees pursuant to 15 U.S.C. §§ 1116 and 1117.

COUNT III
FEDERAL UNFAIR COMPETITION

70. Georgia-Pacific repeats and incorporates by reference the allegations contained in the foregoing paragraphs.

71. Defendant's use of Georgia-Pacific's QUILTED® Marks in the Infringing QUILTED Domains has caused and is likely to cause confusion, deception, and mistake by creating the false and misleading impression that Defendant's goods are manufactured or distributed by Georgia-Pacific, or are affiliated, connected, or associated with Georgia-Pacific, or have the sponsorship, endorsement, or approval of Georgia-Pacific.

72. Defendant has made false representations, false descriptions, and false designations of origin of its goods in violation of 15 U.S.C. § 1125(a), and Defendant's activities have caused and, unless enjoined by this Court, will continue to cause a likelihood of confusion and deception of members of the public and, additionally, injury to Georgia-Pacific's goodwill

and reputation as symbolized by the QUILTED® Marks, for which Georgia-Pacific has no adequate remedy at law.

73. Defendant's actions demonstrate an intentional, willful, and malicious intent to trade on the goodwill associated with Georgia-Pacific's QUILTED® Marks to the great and irreparable injury of Georgia-Pacific.

74. Defendant's conduct has caused, and is likely to continue causing, substantial injury to the public and to Georgia-Pacific, and Georgia-Pacific is entitled to injunctive relief and to recover Defendant's profits, actual damages, enhanced profits and damages, costs, and reasonable attorneys' fees pursuant to 15 U.S.C. §§ 1125(a), 1116 and 1117.

COUNT IV
FEDERAL TRADEMARK DILUTION

75. Georgia-Pacific repeats and incorporates by reference the allegations contained in the foregoing paragraphs.

76. Georgia-Pacific has extensively and continuously promoted and used the registered QUILTED® Marks in the United States, and the marks have thereby become a famous and well-known symbol of Georgia-Pacific's goods.

77. Defendant is making commercial use of Georgia-Pacific's QUILTED® Marks in the Infringing QUILTED Domains that is likely to dilute the QUILTED® Marks by eroding the public's exclusive identification of these famous marks with Georgia-Pacific, tarnishing and degrading the positive associations and prestigious connotations of the mark, and otherwise lessening the capacity of the marks to identify and distinguish Georgia-Pacific's goods.

78. Defendant's actions demonstrate an intentional, willful, and malicious intent to trade on the goodwill associated with Georgia-Pacific's QUILTED® Marks or to cause dilution of the QUILTED® Marks, to the great and irreparable injury of Georgia-Pacific.

79. Defendant has caused and will continue to cause irreparable injury to Georgia-Pacific's goodwill and business reputation, and dilution of the distinctiveness and value of Georgia-Pacific's famous and distinctive QUILTED® Marks in violation of 15 U.S.C. § 1125(c), and Georgia-Pacific therefore is entitled to injunctive relief and to Defendant's profits, actual damages, enhanced profits and damages, costs, and reasonable attorneys' fees pursuant to 15 U.S.C. §§ 1125(c), 1116 and 1117.

COUNT V
TRADEMARK DILUTION AND INJURY TO BUSINESS REPUTATION
UNDER N.Y. GEN. BUS. LAW § 360-1

80. Georgia-Pacific repeats and incorporates by reference the allegations contained in the foregoing paragraphs.

81. Georgia-Pacific has extensively and continuously promoted and used the QUILTED® Marks in the United States, and these marks have become distinctive and well-known symbols of Georgia-Pacific's goods.

82. Defendant's unauthorized imitation of Georgia-Pacific's QUILTED® Marks is likely to injure Georgia-Pacific's business reputation, and dilutes and is likely to dilute the distinctive quality of Georgia-Pacific's QUILTED® Marks by eroding the public's exclusive identification of the QUILTED® Marks with Georgia-Pacific.

83. Defendant's actions demonstrate an intentional, willful, and malicious intent to trade on the goodwill associated with Georgia-Pacific's QUILTED® Marks.

84. Defendant is causing and will continue to cause irreparable injury to Georgia-Pacific's goodwill and business reputation in violation of N.Y. GEN. BUS. LAW § 360-1, and Georgia-Pacific is entitled to injunctive relief.

COUNT VI
DECEPTIVE TRADE PRACTICES UNDER N.Y. GEN. BUS. LAW § 349

85. Georgia-Pacific repeats and incorporates by reference the allegations contained in the foregoing paragraphs.

86. Defendant has been and is engaged in deceptive acts or practices in the conduct of a business, trade or commerce in violation N.Y. GEN. BUS. LAW § 349.

87. The public is likely to be damaged as a result of Defendant's deceptive trade practices or acts.

88. Defendant's conduct is causing immediate and irreparable injury to Georgia-Pacific and to its goodwill and reputation, and will continue both to damage Georgia-Pacific and deceive the public unless enjoined by this Court.

89. Georgia-Pacific has no adequate remedy at law and is entitled to injunctive relief. Georgia-Pacific is further entitled to recover Defendant's trebled profits, Georgia-Pacific's costs, and Georgia-Pacific's reasonable attorneys' fees pursuant to N.Y. GEN. BUS. LAW § 349.

COUNT VII
COMMON LAW TRADEMARK INFRINGEMENT AND UNFAIR COMPETITION

90. Georgia-Pacific repeats and incorporates by reference the allegations contained in the foregoing paragraphs.

91. Defendant's marketing and sale of goods through the Infringing QUILTED Domains using the QUILTED® Marks constitutes a false designation of origin and a false description or representation that Defendant's goods originate from, or are offered, sponsored, authorized, licensed by or otherwise connected with Georgia-Pacific, and are thereby likely to confuse consumers. As a result of Defendant's conduct, the public is likely to believe that Defendant's goods are provided by Georgia-Pacific or approved by Georgia-Pacific.

92. Defendant is falsely representing that its goods marketed through the Infringing QUILTED Domains emanate from or have been approved by Georgia-Pacific while placing beyond Georgia-Pacific's control the quality of such goods.

93. Defendant's conduct is gross, wanton, and willful, and is intended to reap the benefit of Georgia-Pacific's goodwill in the QUILTED® Marks, and constitutes common law trademark infringement and unfair competition.

94. Georgia-Pacific is therefore entitled to injunctive relief, to an award of its actual damages, to an accounting of any profits enjoyed by Defendant as a result of its unlawful conduct. Due to Defendant's gross, wanton, willful fraud, and other morally culpable conduct, Georgia-Pacific is entitled to punitive damages.

COUNT VIII
DECLARATORY JUDGMENT AND ORDER UNDER 15 U.S.C. § 1119
REGARDING THE PARTIES' RIGHTS TO REGISTRATION

95. Georgia-Pacific repeats and incorporates by reference the allegations contained in the foregoing paragraphs.

96. Defendant's QUILTY mark is confusingly similar in sight, sound, and meaning to Georgia-Pacific's QUILTED® Marks.

97. Defendant's counterclaims in the Opposition seek to cancel sixteen trademark registrations owned by Georgia-Pacific incorporating the term "QUILT":

QUILTED	Reg. No. 2,957,128
QUILTED (and Design)	Reg. No. 2,933,048
QUILTED NORTHERN	Reg. No. 2,968,615
QUILTED NORTHERN PS	Reg. No. 3,018,501
QUILTED NORTHERN PS	Reg. No. 3,293,547

Q ULTRA QUILTED NORTHERN & Design	Reg. No. 3,463,900
Q ULTRA QUILTED NORTHERN & Design	Reg. No. 3,463,900
Q QUILTED NORTHERN & Design	Reg. No. 3,293,547
PLUSH-QUILTS	Reg. No. 3,069,376
THE ULTIMATE QUILTED CLEAN	Reg. No. 2,980,757
QUILTED NORTHERN SOFT & STRONG	Reg. No. 3,642,378
QUILTED NORTHERN ULTRA PLUSH	Reg. No. 3,517,622
Q QUILTED NORTHERN SOFT & STRONG & Design	Reg. No. 3,642,213
Q ULTRA QUILTED NORTHERN OUR SOFTEST EVER & Design	Reg. No. 3,532,136
QUILTING	Reg. No. 2,872,813
ACOLCHINADO	Reg. No. 3,170,713

These registrations are referred to collectively as the “Challenged Registrations.”

98. An actual case and controversy exists with regard to the validity of the Challenged Registrations as well as with regard to Defendant’s right to registration of the QUILTY mark.

99. The Challenged Registrations are valid and were approved for registration by the USPTO based upon the acquired distinctiveness of “Quilted” as used in the Challenged Registrations.

100. Many of the registrations Defendant seeks to cancel are similar or nearly identical to incontestable registrations owned by Georgia-Pacific, including, *inter alia*, Reg. No. 2,663,438 for QUILTED NORTHERN and Reg. No. 1,877,561 for QUILTED NORTHERN and design.

101. The marks covered by the Challenged Registrations have acquired a high degree of distinctiveness, are recognized and relied upon by consumers as identifying Georgia-Pacific's goods and as distinguishing them from the goods of others, and have come to represent and symbolize the extremely valuable goodwill belonging exclusively to Georgia-Pacific. Therefore, this Court should find that the Challenged Registrations are valid.

102. Defendant's QUILTY mark is confusingly similar in sight, sound, and meaning to Georgia-Pacific's QUILTED® Marks.

103. The identification of goods for the QUILTY mark includes goods that are identical to goods sold under Georgia-Pacific's QUILTED® Marks, that are likely to be directed to identical classes of purchasers, and that are likely to be marketed and sold through the same channels of trade as Georgia-Pacific's goods.

104. Defendant already sells competing bath tissue to that sold by Georgia-Pacific under the QUILTED® Marks, and has admitted in prior testimony that the goods sold under the intended QUILTY mark would be competitive with Georgia-Pacific's goods.

105. Registration of the QUILTY mark is likely to cause confusion, deception, and mistake by creating the false and misleading impression that Defendant's website and related goods are affiliated, connected, or associated with Georgia-Pacific, or have the sponsorship, endorsement, or approval of Georgia-Pacific, and is thereby barred by Section 2 of the Lanham Act, 15 U.S.C. § 1052.

106. Registration of the QUILTY mark is likely to cause dilution by blurring of the QUILTED® Marks, and is thereby barred by Section 2 of the Lanham Act, 15 U.S.C. § 1052.

107. An actual case or controversy exists with regard to whether Defendant's conduct infringes Georgia-Pacific's rights in its registered QUILTED trademark.

108. An actual case or controversy exists as to Defendant's intended use of the QUILTY mark due to its filing of an intent-to-use application with the USPTO and Defendant's use of the QUILTED® Marks in its domain names.

109. Georgia-Pacific is entitled to a determination that the Challenged Registrations are valid, that Defendant's QUILTY mark so resembles one or more of the marks reflected in the Challenged Registrations as to be likely to cause confusion, or to cause mistake, or to deceive, and is likely to cause dilution by blurring, and that Defendant's conduct infringes Georgia-Pacific's validly-registered trademarks.

110. Pursuant to 15 U.S.C. § 1119, this Court should issue appropriate orders to the Director of the USPTO that the QUILTY mark be denied registration.

111. Pursuant to 15 U.S.C. § 1116(a), this Court should issue a permanent injunction enjoining Defendant from pursuing its current application for federal registration of QUILTY, Serial No. 77/364,616, or any future applications for federal registration of QUILTY for those or similar products.

PRAYER FOR RELIEF

WHEREFORE, Georgia-Pacific prays:

1. That Defendant, its partners, agents, employees, and all persons in active concert or participation with Defendant, be preliminarily and permanently enjoined and restrained from:
 - a) Using the term "Quilted" or any name or symbol that incorporates a "Quilt-" formative, or is confusingly similar to the QUILTED® Marks on or in connection with any of its consumer paper goods;
 - b) Using or displaying a website that contains the term "Quilted" or a

“Quilt-” formative, or any variation of the QUILTED® Marks in its domain name, including <QuiltedBathTissue.com> and <QuiltedToiletTissue.com>;

- c) Registering or using any other domain name that incorporates or is confusingly similar to or is likely to dilute any of the QUILTED® Marks; or
- d) Representing or suggesting directly or by implication that Defendant is affiliated with, associated with, authorized by, or otherwise connected to Georgia-Pacific or authorized by Georgia-Pacific to use any of the QUILTED® Marks or any consumer paper products sold in connection with those marks.

2. That Defendant be ordered to transfer and assign to Georgia-Pacific the <QuiltedBathTissue.com> and <QuiltedToiletTissue.com> domain names.

3. That Defendant’s domain name registrar of record, GoDaddy.com, be ordered not to permit the domain names <QuiltedBathTissue.com> and <QuiltedToiletTissue.com> to access Defendant’s website.

4. That an accounting be ordered and judgment be rendered against Defendant for all profits received from the sale of products directly or indirectly in connection with, or advertised or promoted in any manner, utilizing the infringing <QuiltedBathTissue.com> and <QuiltedToiletTissue.com> domain names and confusingly similar imitations of the QUILTED® Marks.

5. That the award of profits resulting from Defendant’s infringement, unfair competition, and false designation of origin be trebled.

6. That Georgia-Pacific recover its actual damages.
7. That Defendant be directed to file with the Court and serve on Georgia-Pacific, within thirty (30) days after entry of a final injunction, a report in writing under oath setting forth in detail the manner and form in which Defendant has complied with the injunction.
9. That the Court make a determination by virtue of a declaratory judgment that:
 - a) Each of the Challenged Registrations is valid;
 - b) Defendant's registration and use of the <QuiltedBathTissue.com> and <QuiltedToiletTissue.com> domain names infringes Georgia-Pacific's rights in its registered QUILTED® Marks;
 - c) Defendant's QUILTY mark so resembles one or more of Georgia-Pacific's registered marks as to be likely to cause confusion, or to cause mistake, or to deceive; and
 - d) Defendant's QUILTY mark is likely to cause dilution by blurring under 15 U.S.C. § 11125(c).
10. That, pursuant to 15 U.S.C. § 1119, the Court make a determination and certify an order to the Director of the USPTO that: (a) the counterclaims in the Opposition challenging the validity of the Challenged Registrations be dismissed with prejudice, and (b) the QUILTY mark be denied registration.
11. That, pursuant to 15 U.S.C. § 1116(a), the Court issue a permanent injunction enjoining Defendant from pursuing its current application for federal

registration of QUILTY, Serial No. 77/364,616, or any other future applications for federal registration of QUILTY for those or similar products.

12. That Georgia-Pacific be awarded its costs in connection with this suit, including reasonable attorneys' fees and expenses.

13. That Georgia-Pacific be awarded punitive damages.

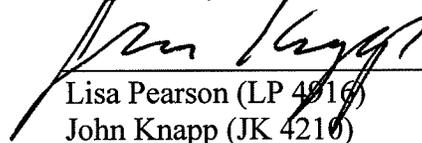
14. That Georgia-Pacific have such other and further relief as the Court may deem just and proper.

JURY TRIAL DEMAND

Georgia-Pacific respectfully demands a trial by jury on all claims and issues so triable.

DATED: October 27, 2011

Respectfully submitted,



Lisa Pearson (LP 4916)

John Knapp (JK 4210)

Kilpatrick Townsend & Stockton LLP

31 West 52nd Street, 14th Floor

New York, New York 10019

T: (212) 775-8700

F: (212) 775-8800

Email: LPearson@KilpatrickTownsend.com

JoKnapp@KilpatrickTownsend.com

William H. Brewster (Ga 080422)

R. Charles Henn Jr. (Ga 347098)

Charlene R. Marino (Ga 697316)

(*pro hac vice* application to be submitted)

Kilpatrick Townsend & Stockton LLP

1100 Peachtree Street, Suite 2800

Atlanta, Georgia 30309-4530

Tel. 404-815-6500

Fax 404-815-6555

Email: BBrewster@KilpatrickTownsend.com

CHenn@KilpatrickTownsend.com

CMarino@KilpatrickTownsend.com