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Filing date: **05/20/2016**

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

Proceeding	91222634
Party	Plaintiff Audience, Inc.
Correspondence Address	CRAIG A BEAKER MARSHALL GERSTEIN & BORUN LLP 233 S WACKER DRIVE, 6300 WILLIS TOWER 60606-6357, IL 94105 UNITED STATES gchinlund@marshallip.com, cbeaker@marshallip.com, kking@marshallip.com
Submission	Other Motions/Papers
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Signature	/Craig A. Beaker/
Date	05/20/2016
Attachments	160520 Q VOICE PLUS Motion to Withdraw Opposition.pdf(1789875 bytes)

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

Audience, Inc.,

Opposer,

v.

LG Electronics Inc.,

Applicant.

Serial No. 86/204,739

Opposition No. 91222634

Mark: Q VOICE PLUS

**MOTION FOR SUBSTITUTION &
WITHDRAWAL OF NOTICE OF OPPOSITION**

Pursuant to Trademark Trial and Appeal Board Manual of Procedure (“TBMP”) § 512, Opposer Audience, Inc. (“Audience”), by and through its counsel, hereby moves to substitute Knowles Electronics, LLC (“Knowles”) in place of Audience as the opposer of record in this proceeding due to a merger between Audience and Knowles concerning Audience’s alleged VOICEQ mark. A copy of the merger document, which was recorded with the U.S. Patent and Trademark Office on April 5, 2016, is attached as Exhibit A.

In addition, Opposer moves to withdraw its Notice of Opposition against Application Serial No. 86/204,739 for the mark Q VOICE PLUS without prejudice pursuant to TBMP § 601.01 and 37 C.F.R. 2.106(c). Opposer obtained Applicant LG Electronics Inc.’s consent to withdraw its Notice of Opposition, as evidenced by an agreement reached between the parties. A copy of the redacted agreement is attached as Exhibit B

Respectfully submitted,

Audience, Inc.

Dated: May 20, 2016

/Craig Beaker/

Gregory J. Chinlund
Craig A. Beaker
MARSHALL, GERSTEIN & BORUN LLP
6300 Willis Tower
233 South Wacker Drive
Chicago, Illinois 60606
(312) 474-6300

Attorneys for Opposer

CERTIFICATE OF SERVICE

I certify that this MOTION FOR SUBSTITUTION & WITHDRAWAL OF NOTICE OF OPPOSITION was served on LG Electronics Inc. by mailing a copy via first class mail, postage prepaid, to the following address:

Robert J. Kenney
Birch Stewart Kolasch & Birch LLP
PO Box 747
Falls Church, Virginia 22040-0747

Dated: May 20, 2016

/Craig Beaker/
Craig A. Beaker

EXHIBIT A

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM379449

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/21/2015		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Audience LLC		12/21/2015	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Knowles Electronics, LLC		
Street Address:	1151 Maplewood Drive		
City:	Itasca		
State/Country:	ILLINOIS		
Postal Code:	94043		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	86192326	VOICEQ	
Serial Number:	86296721	VOICEQ	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	3124746300		
Email:	docket@marshallip.com		
Correspondent Name:	Marshall Gerstein & Borun LLP		
Address Line 1:	233 South Wacker Drive		
Address Line 2:	Suite 6300		
Address Line 4:	Chicago, ILLINOIS 60613		
ATTORNEY DOCKET NUMBER:	30521/A61020		
NAME OF SUBMITTER:	Craig A. Beaker		
SIGNATURE:	/Craig A. Beaker/		
DATE SIGNED:	04/05/2016		
Total Attachments: 3			
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OP \$65.00 86192326

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Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"AUDIENCE LLC", A DELAWARE LIMITED LIABILITY COMPANY,
WITH AND INTO "KNOWLES ELECTRONICS, LLC" UNDER THE NAME OF
"KNOWLES ELECTRONICS, LLC", A LIMITED LIABILITY COMPANY
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,
AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF
DECEMBER, A.D. 2015, AT 8:08 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

3090028 8100M
SR# 20151454453

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 10656361
Date: 12-21-15

TRADEMARK
REEL: 005765 FRAME: 0660

CERTIFICATE OF MERGER
OF
AUDIENCE LLC
INTO
KNOWLES ELECTRONICS, LLC

Pursuant to Title 6, Section 18-209 of the Limited Liability Company Act of the State of Delaware, the undersigned Delaware limited liability company does hereby certify that:

1. The name and state of formation of each of the constituent limited liability companies that are to merge are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
Audience LLC	Delaware	Limited Liability Company
Knowles Electronics, LLC	Delaware	Limited Liability Company

2. An Agreement of Merger between the parties to the merger has been approved and executed by each of the constituent limited liability companies that are to merge in accordance with the requirements of the Limited Liability Company Act of the State of Delaware.
3. The name of the surviving Delaware limited liability company shall be:

Knowles Electronics, LLC
4. The Certificate of Formation of Knowles Electronics, LLC, a Delaware limited liability company, which is surviving the merger, shall be the Certificate of Formation of the surviving limited liability company.
5. The Agreement of Merger is on file at a place of business of the surviving limited liability company and the address is 1151 Maplewood Dr, Itasca, IL 60143.
6. A copy of the Agreement of Merger will be furnished by the surviving limited liability company, on request and without cost, to any member of any domestic limited liability company that is to merge hereunder.
7. The merger shall become effective on December 21, 2015.

(Signature page follows)

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the date set forth below by an authorized person of the undersigned, being the surviving limited liability company in the merger.

Dated: December 21, 2015

KNOWLES ELECTRONICS, LLC,
a Delaware limited liability company

By:

Name: 
Daniel J. Giesecke

Title: President

EXHIBIT B

COEXISTENCE AND CONSENT AGREEMENT

This Coexistence and Consent Agreement (“Agreement”) is made and entered into by and between Knowles Electronics, LLC (“Knowles”), a Delaware limited liability company with an address at 1151 Maplewood Drive, Itasca, Illinois 60143, United States, and LG Electronics Inc. (“LG”), a Republic of Korea corporation with an address at 128, Yeoui-daero, Yeongdeungpo-gu, Seoul 150-721, Republic of Korea. The parties are hereinafter collectively referred to as the “Parties.” This Agreement is effective as of the last date signed below (the “Effective Date”).

WHEREAS, Knowles is the owner of U.S. Application Serial Nos. 86/192,326 and 86/296,721 for the mark VOICEQ for various goods in Class 9, and Knowles intends to additionally adopt and use the mark VOICEIQ for such and similar goods in Class 9 (the “VOICEQ and VOICEIQ Marks”)

WHEREAS, LG is the owner of the following: U.S. Registration No. 4,461,137 for the mark QVOICE for “Smart phones; mobile phones; operating software for portable telecommunications apparatus and digital electronic products” in Class 9; U.S. Application Serial No. 86/204,739 for Q VOICE PLUS for “Mobile phones; computer application software for mobile phones for receiving and transmission of message in the nature of data, text, language, sound, image and video and operating system software for mobile phones” in Class 9; and trademark registrations and applications in various other countries for QVOICE and Q VOICE PLUS (collectively, the “QVOICE Marks”);

WHEREAS, on May 27, 2014 and September 19, 2014 respectively, the U.S. Patent and Trademark Office (“PTO”) initially refused Knowles’ U.S. Application Serial Nos. 86/192,326 and 86/296,721 for VOICEQ based on LG’s U.S. Registration No. 4,461,137 for QVOICE;

WHEREAS, on November 26, 2014, Knowles’ predecessor in interest, Audience, Inc. filed a Petition for Cancellation with the PTO Trademark Trial and Appeal Board (“Board”) against LG’s Registration No. 4,461,137 for QVOICE;

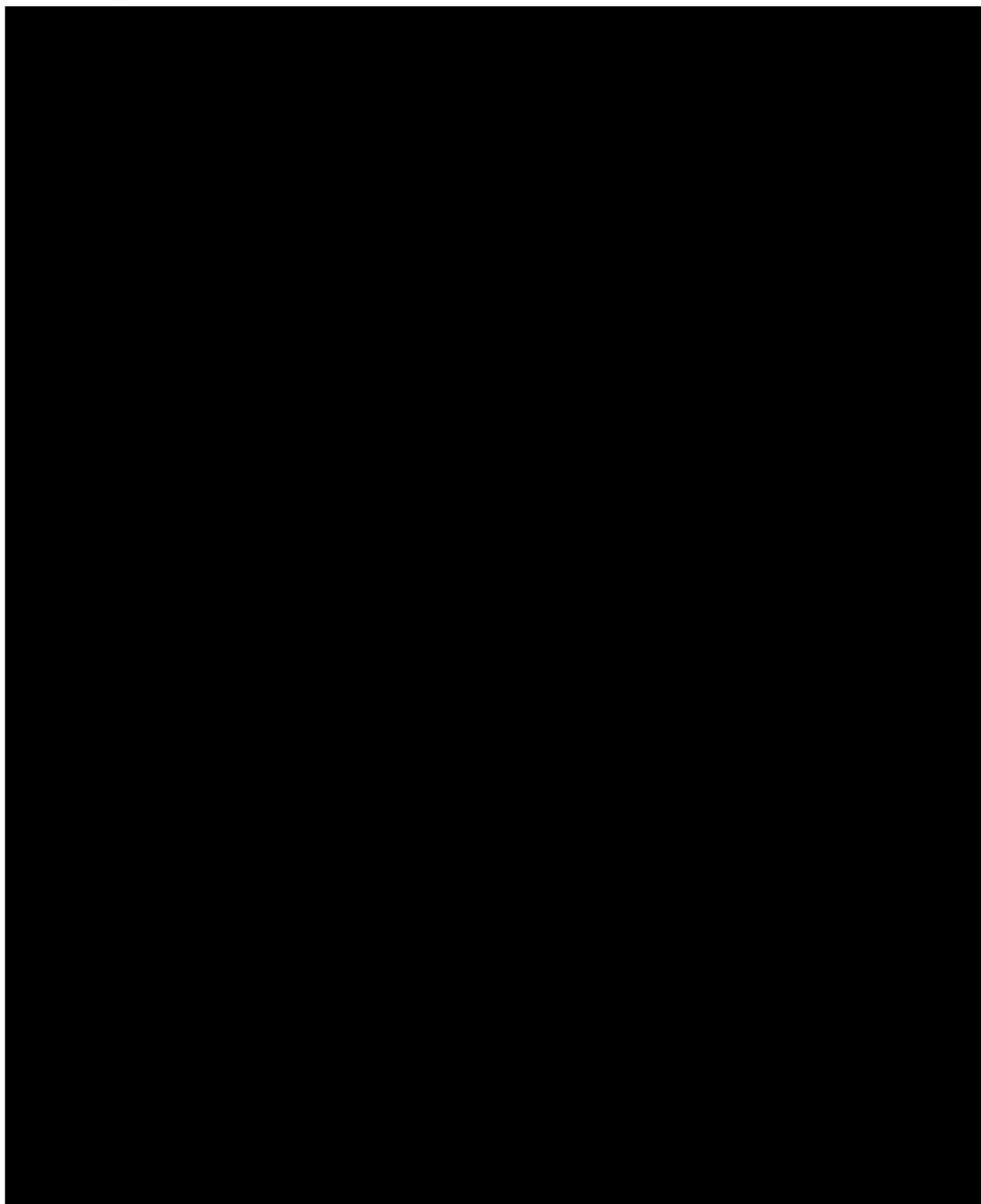
WHEREAS, on July 1, 2015, Audience, Inc. filed a Notice of Opposition with the Board against LG’s U.S. Application Serial No. 86/204,739 for Q VOICE PLUS;

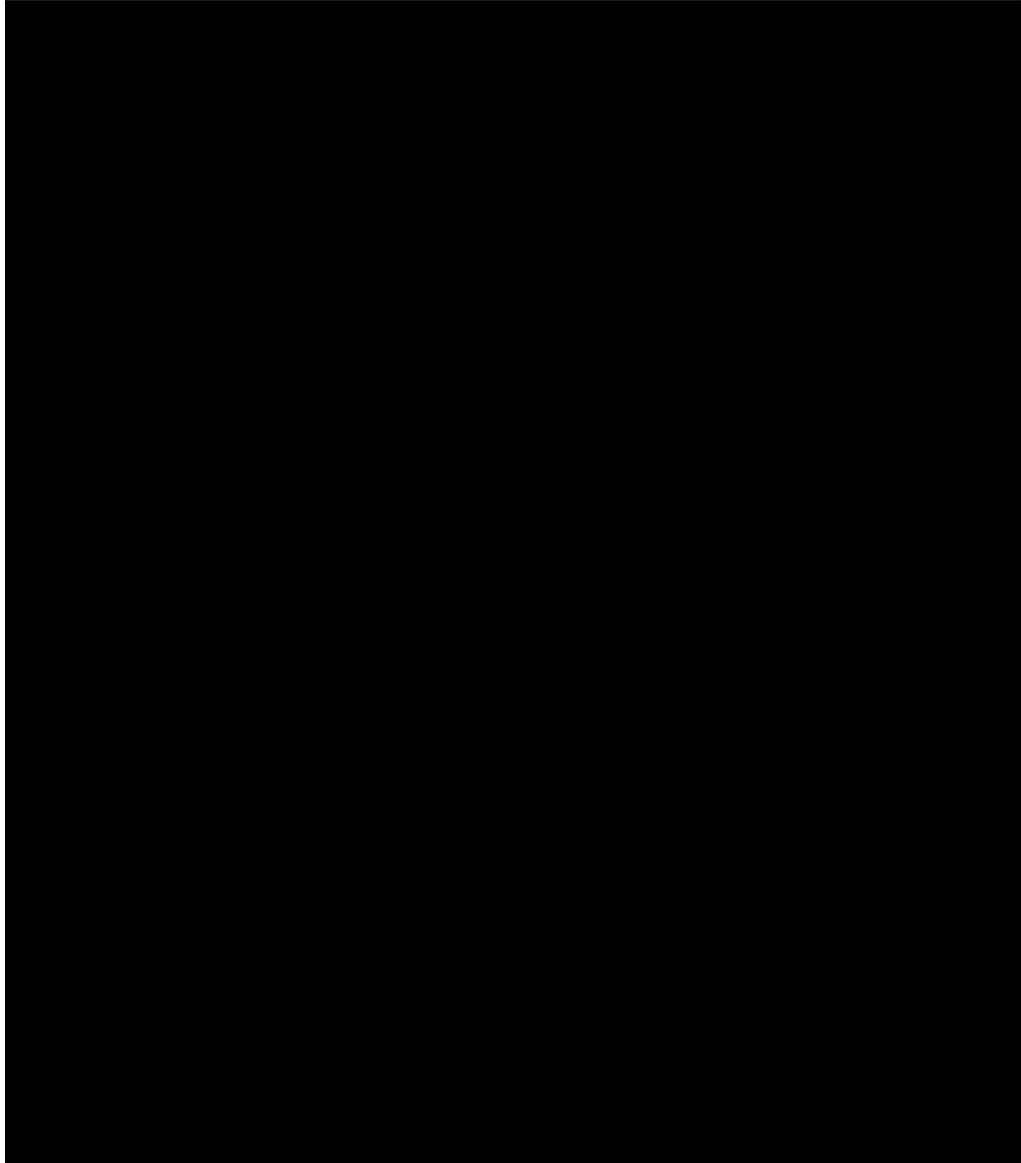
WHEREAS, the Parties agree that the VOICEQ and VOICEIQ Marks and the QVOICE Marks are distinguishable due to dissimilarities in overall appearance, sound, and commercial impression as well as the nature of the goods and/or services offered in connection with the respective marks, and that these differences obviate any real concern about or the potential for a likelihood of confusion, especially in light of the Parties’ undertakings set forth in this Agreement; and,

WHEREAS, the Parties desire to enter into this Agreement to ensure there is no confusion between the VOICEQ and VOICEIQ Marks and the QVOICE Marks, and to resolve any potential disputes that may arise in the future regarding these marks, subject to the terms and conditions contained herein.

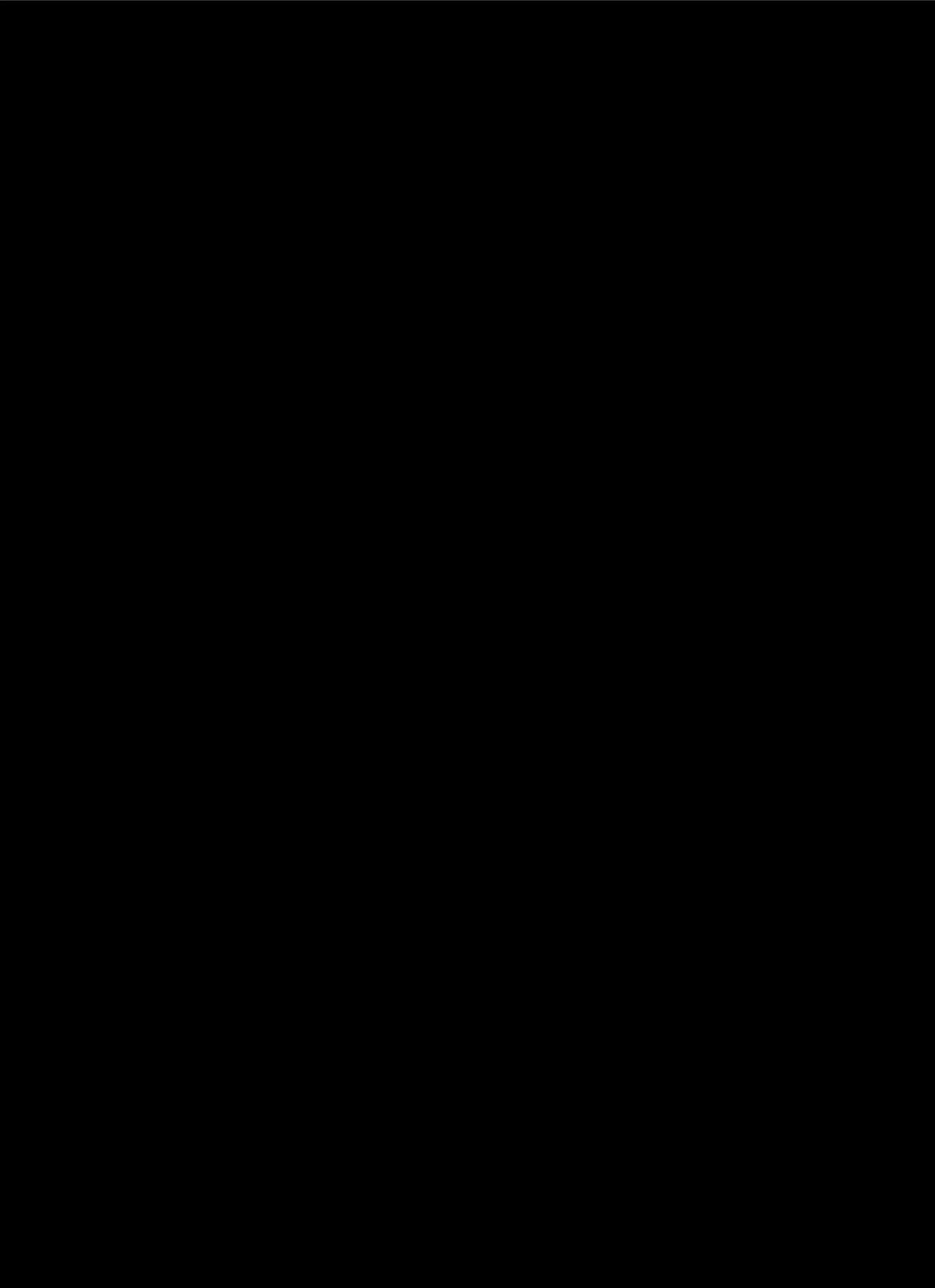
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged and received, the Parties agree as follows:

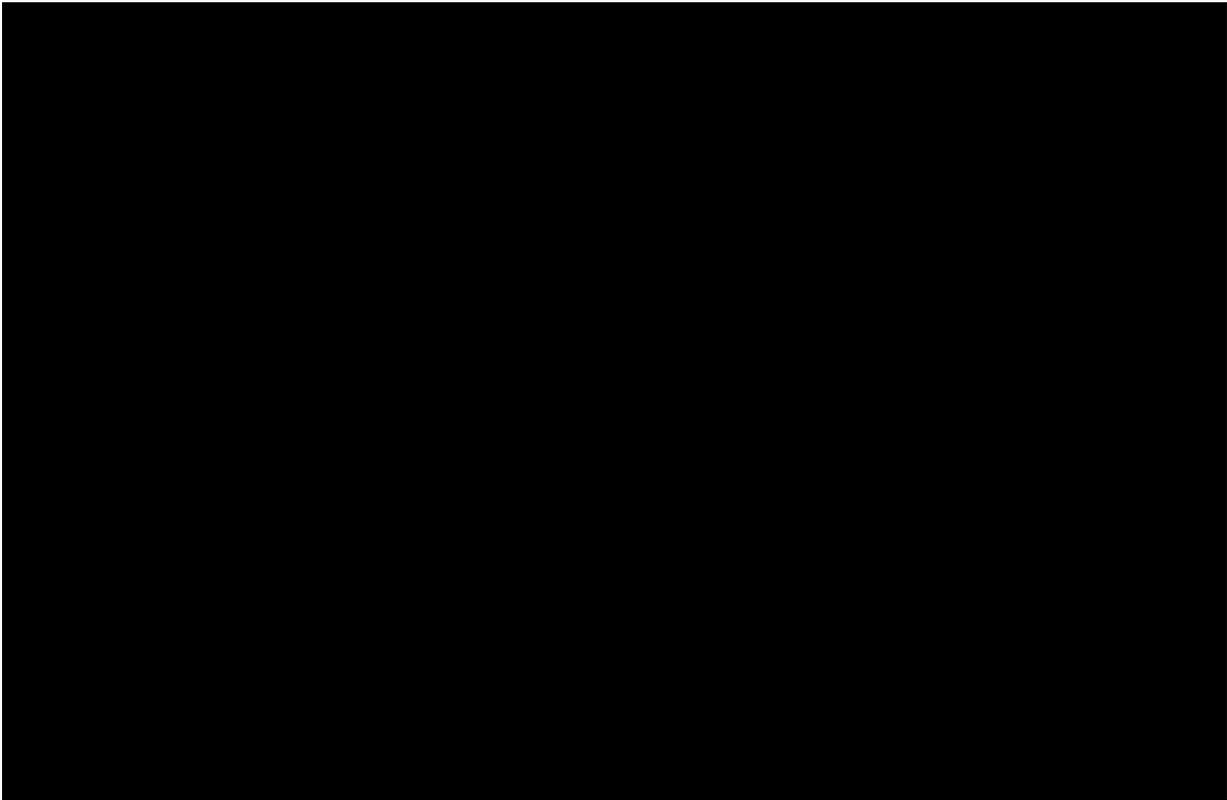
- I. **Obligations of the Parties:** The Parties hereby agree to certain obligations to avoid consumer confusion between the VOICEQ and VOICEIQ Marks and QVOICE Marks, as follows:





- v. Upon the PTO's withdrawal of the refusals of U.S. Application Serial Nos. 86/192,326 and 86/296,721 for VOICEQ based on LG's U.S. Registration No. 4,461,137 for QVOICE, Knowles agrees to withdraw its Petition for Cancellation against LG's U.S. Registration No. 4,461,137 with LG's consent within ten (10) days; and,
- vi. Upon the PTO's withdrawal of the refusals of U.S. Application Serial Nos. 86/192,326 and 86/296,721 for VOICEQ based on LG's U.S. Registration No. 4,461,137 for QVOICE, Knowles agrees to withdraw its Notice of Opposition against LG's U.S. Application Serial No. 86/204,739 with LG's consent within ten (10) days of the Effective Date of this Agreement.





IN WITNESS WHEREOF, the Parties hereto, intending to be bound, execute this Agreement by and through their authorized representatives.

Knowles Electronics, LLC

LG Electronics Inc.

By: Thomas Jackson
Name: Thomas Jackson
Title: Sr. Vice President GC + Secretary
Date: 3.9.16

By: Rick Cho
Name: Rick Cho
Title: Manager, IP Center of LG Electronics Inc.
Date: March 31, 2016