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

Proceeding	91222914
Party	Defendant Qualtrics, LLC
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Date	08/31/2015
Attachments	VOCALIZE Second Answer to Notice of Opposition with Exhibits-.pdf(3463047 bytes)

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

In Re: Application Serial No. 86/426,812
For the Mark: VOCALIZE
Filed: October 17, 2014
Published in the Official Gazette: March 24, 2015

Jordan Older)	
)	
Opposer)	
)	
v.)	Opp. No. 91222914
)	
Qualtrics, LLC)	
)	
Applicant)	

APPLICANT’S ANSWER TO NOTICE OF OPPOSITION

Qualtrics, LLC (“*Applicant*”) in its Answer to the Notice of Opposition filed by Jordan Older, (“*Opposer*”) against the subject Application Serial No. 86/426,812 on July 22, 2015, denies any allegations in the Opposition not specifically admitted herein. Given the narrative nature of the Opposer’s Notice of Opposition, Applicant further responds as follows.

INTRODUCTION

Just after Qualtrics contacted Opposer in 2014 in an effort to acquire the domain name <vocalize.com> Opposer filed a trademark application with the USPTO. As those negotiations proceeded, and Opposer learned more about the goods and services Applicant intended to offer under the mark, Opposer filed additional applications seeking to cover Applicant’s proposed scope of use. Ultimately, when Applicant filed the subject Application, Opposer filed yet another application, in essence copying the goods and services description of the subject Application. However, despite such application having been filed based on actual use, Opposer

has not used the mark VOCALIZE in connection with those goods and services and it appears does not have a *bona fide* intent to use the mark in connection with those goods and services. On the contrary, Opposer appears to have been using the USPTO as a tool for improperly preventing a legitimate user from obtaining registered trademark protection.

In any event, even assuming, arguendo, Opposer has some rights in the VOCALIZE mark, the Board should reject the Opposition as there is no likelihood of confusion between Opposer's plead rights and the subject Application. Specifically, Opposer's registrations cover vastly different goods and services than those identified in the Application. Notably, the Examiner assigned to the Application did not cite Opposer's registrations against the Application, confirming Applicant's position that the goods and services of the parties are not related and there is no potential for a likelihood of confusion or dilution. Applicant requests the Board affirm the Examiner's position and find there is no likelihood of confusion or dilution between Opposer's Registrations and the Application and dismiss this Opposition in its entirety.

MARKS

Applicant is the owner of the following United States Trademark Applications;

- 1) Serial No. 86/426,812, the subject Application for VOCALIZE in Class 42 for
“Computer services, namely, hosting and maintaining an on-line web site for others for conducting consumer surveys and analyzing resulting data; computer services, namely, hosting and maintaining an on-line web site for others for conducting business research and surveys and analyzing resulting data; hosting on-line web facilities for others for conducting consumer surveys and analyzing resulting data; hosting on-line web facilities for others for conducting business research and surveys and analyzing resulting data.”

- 2) Serial No. 86/426,779, for VOCALIZE in Class 35 for “*Business research and surveys; conducting business and market research surveys; conducting employee surveys for others for purposes of improving employee performance and moral; conducting market surveys; conducting on-line business management research surveys; consumer survey services; design of business surveys; design of marketing surveys.*”

Applicant admits Opposer has obtained the following United States Trademark Registrations;

- 1) Serial No. 86/351,698 filed July 29, 2014 for VOCALIZE in
Class 9 for “*computer hardware and software for voice controlled protocol.*”
Class 38 for “*voice controlled internet,*” and
Class 44 for “*voice sound therapy.*”
- 2) Serial No. 86/384,658 filed September 3, 2014 for VOCALIZE in
Class 35 for “*Online advertising and promotional services;*”
Class 45 for “*On-line social networking services.*”

Applicant admits Opposer has filed United States Trademark Application Serial No. 86/427,515 that is currently suspended pending the disposition of Applicant’s prior-filed subject Application Serial No. 86/426,812. Although relied upon by Opposer in his Opposition, pending trademark applications do not provide the Complainant with enforceable rights. *Sustainable Forestry Management Limited v. SFM.com and James M. van Johns “Infa dot Net” Web Services*, 2002 UDRP LEXIS 680, No. D2002-0535 (Sept. 13, 2002) (citing National Arbitration Forum Case No 97051, *Business Architecture Group Inc. v. Reflex Publishing*); See also *Petra Pet, Inc. v. Aspen Pet Products, Inc.*, 2005 TTAB LEXIS 62, No. 91154069 (Feb 17, 2005) (The mere ownership of a pending application does not in itself provide standing to oppose other applications).

Applicant further admits Opposer appears to have at least applied for Utah State Trademark Registration No. 9294372-0190 on January 27, 2015 for VOCALIZE for the following goods and services: “*Scientific, technology service, research / Scientific, nautical, surveying, electric Education; providing of trainin / Advertising; business management Telecommunications. / Personal and social services.*” The claimed date of first use and first use in Utah is listed as January 1, 1998. Applicant denies that Opposer has used the VOCALIZE mark in Utah at all, and denies that its first use was in 1998. Regardless of the validity of this registration, Applicant’s prior filed Federal United States Application, subject Application Serial No. 86/426,812, will have priority over Opposer’s Utah registration should Applicant’s Application mature to registration.

FACTUAL BACKGROUND

A. THE PARTIES

a. Qualtrics

Applicant (Qualtrics), founded in 2002, is a global leader in research software and related services. Based in Provo, Utah, the company enables users to perform various online data collections and analyses, including customer satisfaction and loyalty metrics. Qualtrics’ Vocalize™ service is a Voice of the Consumer (VoC) platform technology allowing companies to engage customers and retain them by understanding what makes those customers happy and likely to remain as loyal customers. In May 2013 Qualtrics determined it would brand its newest product for determining customer satisfaction as “VOCALIZE.” Research revealed that the domain <vocalize.com> was for sale by owner and Applicant reached out to the owner of the domain, the Opposer, in an effort to purchase the domain name. Applicant wanted to purchase

the domain as part of its global branding initiative for the new Vocalize™ service to launch in October 2014.

b. Jordan Older

Upon information and belief Opposer is the owner and operator of Ventura IT, a recently repurposed website development and design company. In the late 1990's Opposer purchased 128 domain names, presumably to later sell at a profit. (Exhibit A, <whois.com> screenshot from September, 2014 of Opposer's ownership of domains.) Included in these domain names was <vocalize.com>. Upon information and belief Opposer continues to buy and sell domain names as a business and is now associated with 478 domains. *Id.*

With respect to <vocalize.com>, the Internet Archive <archive.org> shows that in January, 1999 the website purported to be a "coming soon" style landing page, with no apparent services or goods for sale. (Exhibit B, website archive). By October of 2000, the site appeared to provide contact information for Nancy Older Voice Instruction, but again did not use the term "VOCALIZE" as a trademark. (Exhibit C, website archive). In September of 2001, the website stated it was "a forum for performing artists, musicians, and singers with a focus on singing." (Exhibit D, website archive). In 2004, the website changed and became an index of file names that offered no products for sale. (Exhibit E, website archive). Thereafter, in June of 2004, the website became a landing page with the simple statement "Voice coaching and lessons in Ventura, California. E-mail info@vocalize.com for more information and for appointments." (Exhibit F, website archive). In 2005 the landing page changed to say "Welcome to the home of vocalize.com." (Exhibit G, website archive). There are no additional web archives until March of 2011, when the captured website shows a parked domain by Sedo that states "the domain vocalize.com may be for sale by its owner!" (Exhibit H, website archive). The website

remained a parked domain until at least June 2, 2014. Opposer was contacted in the summer of 2014 by a domain broker hired by the Applicant to purchase Opposer's domain. The next capture from the Internet Archives of <vocalize.com> occurred in October, 2014, and for the first time the website <vocalize.com> indicates "active areas of work and research" relating to "voice instruction and voice over IP services." (Exhibit I, website archive). It also claims, for the first time, trademark rights in the tagline "If you can think it, you can Vocalize it!™" *Id.*

B. Negotiations to Purchase Domain

In June, 2014 Applicant engaged a domain broker to negotiate with Opposer for the purchase of the domain name <vocalize.com> in an effort to secure the domain name as part of its global branding strategy for the Vocalize™ service. Within days of contacting Opposer regarding the purchase of the domain <vocalize.com> Opposer filed Application Serial Number 86/351,698 with the USPTO under Section 1(a) for the mark VOCALIZE for "*computer hardware and software for the control of voice controlled information and communication devices;*" in Class 9; "*voice over internet protocol services;*" in Class 38; and "*voice and sound therapy services;*" in Class 44 (the "'698 Application"). Based on the Internet Archive, and based upon information and belief, Opposer did not previously offer any of the products or services identified in the '698 Application, nor at the time of the application filing. Rather, it appears Opposer's claimed dates of first use and first use in commerce for the '698 Application simply reflect the March 25, 1998 date of registration of the domain name, <vocalize.com> by Opposer. The negotiations to purchase the website through a domain broker ultimately failed.

On September 2, 2014, a representative of Applicant directly contacted Opposer regarding the purchase of the domain name <vocalize.com>. (Exhibit J, second attempt to initiate negotiations). As a result, Opposer gained some insight into Applicant's business. The

next day, Applicant contacted Opposer regarding a transfer of the trademark rights in addition to the domain. Again, within hours, Opposer filed a second application under Section 1(a), Application Serial Number 86/384,658, for the mark VOCALIZE for “*online advertising and promotional services,*” in Class 35 and “*on-line social networking services*” in Class 45. (Exhibit K, date stamped application) (the “‘658 Application”). Again the stated first use and first use in commerce dates for the ‘658 Application are listed as March 25, 1998, the date Opposer registered the domain name <vocalize.com>. Upon information and belief, Opposer was not offering the goods or services listed in this application as of March 1998, or at the time of the filing the application. The September negotiations also failed to result in an agreement for acquisition of the domain name by Applicant.

The negotiations between Applicant and Opposer resumed in October, 2014 when Applicant attempted to re-engage with Opposer using a domain purchasing service. However, negotiations again broke down and Applicant ultimately decided to move forward without securing the domain name registration from Opposer. Just prior to launch of its VOCALIZE product, Applicant filed the subject application based on Section 1(b) for the mark VOCALIZE for “*Computer services, namely, hosting and maintaining an on-line web site for others for conducting consumer surveys and analyzing resulting data; computer services, namely, hosting and maintaining an on-line web site for others for conducting business research and surveys and analyzing resulting data; hosting on-line web facilities for others for conducting consumer surveys and analyzing resulting data; hosting on-line web facilities for others for conducting business research and surveys and analyzing resulting data*” in Class 42 and “*Business research and surveys; conducting business and market research surveys; conducting employee surveys for others for purposes of improving employee performance and morale; conducting market*

surveys; conducting on-line business management research surveys; consumer survey services; design of business surveys; design of marketing surveys” in Class 35. (Exhibit L, time stamped applications of the Applicant).

Once again, hours after learning in detail the services Applicant intended to provide as set forth in the Applications, Opposer filed yet another trademark application under Section 1(a), Serial Number 86/427,515 for the mark VOCALIZE for “*Providing temporary use of on-line non-downloadable software for social networking, profiles, chatting, instant messaging, email, polls, surveys, research, forums, videos, quizzes, events, music, ecommerce, shopping, file sharing, blogging, research surveys, and advertising*” in Class 42. (Exhibit M, time stamped application) (the “‘515 Application”). As with his previous applications to the USPTO, Opposer filed this application with stated first use dates of March 25, 1998, the date of Opposer’s registration of the domain name <vocalize.com>. Upon information and belief, the ‘515 Application was simply another attempt by Opposer to cover the goods and services provided by the Applicant. Based on the Internet Archive, it is believed that Opposer was not offering the goods or services listed in this application as of the stated first use date of March 1998, or at the time of the filing the ‘515 Application.

As the foregoing amply demonstrates, Opposer is attempting to use the USPTO in an effort to compel substantial payments from the Applicant. Consistent with his scheme, the goods and services in Opposer’s registrations and applications start broad and narrow in scope as Opposer learned more about Applicant’s business. Opposer set forth a date of first use in each application that reflects his registration of a domain name, despite the fact that Opposer never offered any of the identified goods or services under the VOCALIZE mark as of the stated first use dates, nor at the time of registration. Further, upon information and belief, Opposer still has

not offered any of the identified goods or services under the VOCALIZE mark in any manner that would meet USPTO requirements for securing a trademark registration. The USPTO is not a tool for interfering with legitimate user's trademark rights, but is instead charged with balancing the appropriate protection of *bona fide* trademarks with the protection of the consuming public, awarding trademark rights where those balances are met.

The new addition of the Utah registration attached to Opposer's Notice of Opposition is another indicator of Opposer's bad faith in obtaining the trademark registrations for VOCALIZE. Opposer's statement of goods and services is expanded even further than his '515 Application to cover goods and services provided by the Applicant. "*Scientific, technology service, research / Scientific, nautical, surveying, electric Education; providing of trainin / Advertising; business management Telecommunications. / Personal and social services.*" Once again upon information and belief this is an attempt by the Opposer to keep Applicant from receiving a registration for its *bona fide* trademark rights in the mark VOCALIZE.

C. OPPOSER'S CLAIMED RIGHTS

Based on the records available from the Internet Archive, it appears Opposer has never offered the vast majority of the goods and services it claims its registrations nor the '515 Application plead in the Notice of Opposition. At best, a relative of Opposer appears to have offered voice lesson services under her name in the early 2000's with contact information available at the <vocalize.com> web address. Registration of a domain name and the launch of a landing page in connection therewith are not sufficient to create trademark rights of an unlimited nature. Opposer's Notice of Opposition admits he believes that the first registration of the domain name <vocalize.com> creates rights, and also admits that the intent of such registration

was entirely unrelated to the goods/services identified in nearly all of the applications Opposer filed with the USPTO:

I coined the term Vocalize for use on the Internet 17 years ago in 1998 when I was the first ever registrar and owner of the vocalize.com domain name registration. No one else had ever had a website named Vocalize or used the term Vocalize for a service before that time, since the Internet was only less than 4 years old. The domain was purchased to be used for voice instruction and to make a social network for voice teachers and related people and for voice over IP telephone research and development.

See Letter from Opposer submitted to USPTO with Notice of Opposition at paragraph 3. Such use is insufficient for purposes of establishing trademark rights of the nature identified in Opposer's various trademark filings plead in connection with this Opposition. As a result, Opposer appears to have no relevant legitimate trademark rights with respect to the plead registrations and '515 Application.

D. NO LIKELIHOOD OF CONFUSION

Even assuming, for the sake of argument, that Opposer had legitimate rights, there is no likelihood of confusion between the parties' respective uses of the marks. That is, the goods and services of Opposer's asserted registrations are not similar in their nature, connotation, commercial impression, trade channels, or consumer base to the Applicant's services. As a result, there is no likelihood of confusion.

a. Authority

When determining whether a likelihood of confusion exists, the Board should be guided by the DuPont factors. Here, the relevant DuPont factors counseling against a likelihood of confusion include, but are not limited to, (1) the dissimilarity of the marks in their entirety as to connotation and commercial impression; (2) the dissimilarity in the nature of the goods described in the application or registration of the mark, or in connection with which a prior mark is in use; (3) the dissimilarity of established trade channels; (4) the dissimilar conditions under which and

the buyers to whom sales are made; (5) the lack of fame of the prior mark; (6) the utter lack of any actual or potential confusion; and (7) the significant length of time during which there has been concurrent use without evidence of actual confusion. See *In re E.I. duPont de Nemours & Co.*, 476 F. 2d 1357, 177 U.S.P.Q. 562 (C.C.P.A. 1973); *In re National Data Corp.*, 753 F. 2d 1056, 1058, 224 U.S.P.Q. 749, 750-51 (Fed. Cir. 1985); TMEP Section 1207.01; 15 U.S.C.A. § 1052(d). The comparison between marks in light of the DuPont factors is made in light of what happens with consumers in the marketplace, not by viewing the marks side-by-side in a vacuum. *Globalaw Ltd. v. Carmon & Carmon Law Office*, 452 F.Supp.2d 1, 48 (D.D.C.2006); see also *Lang v. Ret. Living Publ'g Co.*, 949 F.2d 576, 581 (2d Cir.1991) (“In [determining whether marks are confusingly similar], a court should look at the general impression created by the marks, taking into account all factors that potential purchasers will likely perceive and remember.”); *Sensient Techs. Corp. v. SensoryEffects Flavor Co.*, 636 F.Supp.2d 891, 900 (E.D.Mo.2009) (“This analysis should not be completed in a vacuum because the Court must attempt to recreate the conditions in which buying decisions are made, and ... what a reasonable purchaser in market conditions would do.” (citation and internal quotation omitted; alteration in original)).

b. Dissimilarity of the marks in their connotation and commercial impression.

The connotation and commercial impression of the marks in this case are definitively different. Two marks that are identical in sound and/or appearance can create sufficiently different commercial impressions when applied to the respective parties' goods or services so that there is no likelihood of confusion. See, e.g., *In re Sears, Roebuck and Co.*, 2 USPQ2d 1312 (TTAB 1987) (CROSS-OVER for bras held not likely to be confused with CROSSOVER for ladies' sportswear, the Board finding that the term was suggestive of the construction of

applicant's bras, but was likely to be perceived by purchasers either as an entirely arbitrary designation or as being suggestive of sportswear that "crosses over" the line between informal and more formal wear when applied to ladies' sportswear); *In re British Bulldog, Ltd.*, 224 USPQ 854 (TTAB 1984) (PLAYERS for men's underwear held not likely to be confused with PLAYERS for shoes, the Board finding that the term PLAYERS implies a fit, style, color and durability adapted to outdoor activities when applied to shoes, but "implies something else, primarily indoors in nature" when applied to men's underwear). Confusion is evaluated from the perspective of the purchasing public. *Juice Generation, Inc. v. GS Enters. LLC*, 115 USPQ2d 1671, 1676 (Fed. Cir. 2015).

As an initial matter, the historical use of <vocalize.com> does not support Opposer's claimed trademark uses. For years the site was a simple landing page, advertising it was for sale by owner. Moreover, to the extent the website listed services, it appears those services were not offered in connection with the VOCALIZE mark. Regardless of whether Opposer's claimed trademark use is accurate, it is clear that the commercial impressions of the parties' marks are quite different. The consuming public encountering Opposer's VOCALIZE mark would come across the following in connection with Opposer's registered goods and services.





Consumers encountering Opposer's VOCALIZE mark typically find it in a stylized manner, with cursive script on an unsophisticated website. Where it is in block lettering, it is all capitals and utilizes a blurred "V" and is placed at the top of a webpage that is a quarter of the way built.

Applicant's mark, on the other hand is always used in connection with the Qualtrics brand name, such as:



The Qualtrics brand name and the VOCALIZE mark are typically in different colors, and VOCALIZE is in thin red block lettering with the emphasis on Voc showing those letters in bold. The website for Qualtrics' VOCALIZE services is sophisticated and is visually attractive, giving the impression that it is the product of a software company. The survey services are clearly identified with the name VOCALIZE and the VoC platform. VOCALIZE as applied to Applicant's VoC technology services, elicits in the consumer an overall commercial impression of a global sophisticated software company. There is an emphasis on the "consumer" and a business receiving feedback from a consumer. Opposer's use, if any, is more suggestive of its consumers' ability to physically use its voice and sing or control the internet. As a result of the differences in the manner in which the public encounters these marks and their use, they convey different commercial impressions such that consumers encountering the marks in the marketplace will not be confused of the source of the vastly different goods and services.

c. Dissimilarity of the nature of the goods and services

Here, the parties' goods and services are plainly distinct. Applicant uses VOCALIZE in connection with services that allow customers of a business to voice their experiences and recommendations to the business using a software platform. Specifically, it is used in connection with business research and surveys for customers to provide feedback, online or otherwise, to companies to help them improve their retention rates.

On the other hand, it is entirely unclear what, if any, use Opposer makes of VOCALIZE. Based on its trademark applications Opposer's claimed use shifts every time it learns more about Applicant's business. Based on its historical website use, Opposer has never offered any of the goods or services in the classes registered, or at best abandoned any use long ago. Even assuming *arguendo* that some use exists, singing lessons, voice controlled products, voice controlled protocol, and a social network of musicians, are completely unrelated to Applicant's services. As a result, the analysis of this key factor indicates there is no likelihood of confusion between the marks.

d. Dissimilarity of the trade channels.

The Applicant is a provider of a VoC platform for businesses to gain customer experience and satisfaction information in order to optimize customer retention. This platform is an offshoot of the house brand, Qualtrics, which is a global leader in survey technology. The Vocalize™ service compliments the Qualtrics brand and is directed primarily to those global businesses who are familiar with and use Qualtrics products. The services are provided to the Applicant's customers as a hosted on-line web facility that the businesses' clients can access. The services are provided through direct purchase sales with Qualtrics.

Again, because it does not appear that Opposer makes (or has ever made) any actual, legitimate, trademark use of the marks it asserts, there are no channels of trade to analyze.¹ Even if Opposer's claimed trademark uses are taken at face value, the channels of trade are distinctly different. Opposer claims sales of goods and services to singers and musicians via website. The singers and musicians using Opposer's social networking website are not likely to be customers of the Applicant, nor are Applicant's potential customers looking for internet voice protocol products. The large companies that are Applicant's clientele are established businesses looking to the Qualtrics brand name to supply the voice of the consumer Vocalize™ service to help their business adapt to the needs and requests of its customers. Those businesses are most likely already customers of Qualtrics, or if not, contacting the business directly to inquire about purchasing their services. The scale of the Applicant's services is not conducive to individual website sales. Thus, the trade channels for the goods and services offered for sale by the Parties is distinctly different.

e. Dissimilarity of the conditions under which and to whom sales are made

The consumers looking to purchase voice controlled devices or services on the internet are unlikely to be searching for a survey company's consumer survey product. Likewise, the large corporations with a need for a voice of a consumer platform will most likely not be interested in or searching for voice therapy services or voice controlled services or devices. A social networking website such as <vocalize.com> providing an online social outlet for vocalists is also unlikely to reach businesses looking for a consumer survey product. Customers of the Qualtrics Vocalize™ service are very aware of its affiliation with the house brand Qualtrics and the services are provided on a global scale to varying sizes of businesses and corporations.

¹ A review of Opposer's website casts doubt on whether the users and profiles are authentic.

Opposer's social networking services are not advertised widely and are only available to a select few who engage in the musical arts. Opposer's voice products, if they ever become available, appear to be provided on an individual basis. Therefore the conditions under which the parties' services are offered for sale vary greatly, and the customers could not be more different, eliminating the possibility of a likelihood of confusion between the source of the goods and services offered.

f. The Applicant's trademark rights in the mark VOCALIZE

Applicant's marketing teams settled on the name VOCALIZE for its voice of the consumer platform in early May, 2013 and the first customer of VOCALIZE was May 28, 2013. Applicant also purchased the domain <vocalize.co> and the trademark rights associated with the domain in October 2014, just before the large scale launch of the Vocalize™ service, which is now a globally available VoC platform. The rights associated with <vocalize.co> included trademark rights in the mark related to consumer surveys. (Exhibit N, assignment agreement transferring the purchased rights) The first use as evidenced by the United States Patent and Trademark Office trademark application for the mark VOCALIZE as applied for by this third party dates back to January 1, 2013. (Exhibit O, application for VOCALIZE).

g. There is no actual or potential confusion between the marks

To the extent Opposer ever used the VOCALIZE mark as a trademark, then the parties' marks have been in concurrent use for nearly a year, sustained a significant global marketing launch, and there has not been any evidence of actual confusion. It is well settled that the Trademark Office is "not concerned with mere theoretical possibilities of confusion, deception or mistake or with de-minimus situations but with the practicalities of the commercial world, with which the trademark laws deal." *Electronic Design & Sales, Inc. v. Electronic Data Systems*

Corp., 21 U.S.P.Q. 2d 1388, 1391 (1992). The simple fact is that the mark VOCALIZE has been in use now since October 2014 in connection with the sale of Qualtrics' VoC platform globally and there have been no instances of actual confusion. There is no potential for confusion.

The DuPont factors establish that there is no likelihood of confusion here. Simply put, the commercial worlds in which these two marks exist do not intersect, thus alleviating any possibility for confusion between these marks.

E. NO DILUTION

a. Lack of fame of Opposer's mark

A claim of dilution of a trademark requires the mark to be famous. 15 U.S.C. § 1125(c). Factors for determining whether a mark is famous include; the duration, extent, and geographic reach of advertising and publicity of the mark; the amount volume and geographic extent of sales of goods or services offered under the mark; and the extent of actual recognition of the mark. See 15 U.S.C. § 1125(c)(2)(A). A mark is famous if it is widely recognized by the general consuming public of the United States as a designation of the source of the goods or services of the mark's owner. 15 U.S.C. § 1125(c)(2)(A); *Gennie Shifter LLC v. Lokar, Inc.*, 2010 WL 126181 at 19 (D. Colo. 2010). Importantly, the fame achieved by the mark must be with the general consuming public of the United States, not solely in a niche market. *Gennie Shifter LLC v. Lokar, Inc.*, 2010 WL 126181 at 19. As discussed, upon information and belief Opposer is not using the trademark in commerce. Without offering any products or services to the general public it would impossible for the general public to associate the VOCALIZE trademark with Opposer's goods and services. Opposer's mark is clearly not famous.

Under no circumstance could the claimed use by Opposer rise to the level of a famous mark. Indeed, it appears that no trademark use exists, much less use substantiating a claim of a famous mark. As a result, there is no likelihood of dilution.

AFFIRMATIVE DEFENSES

The Notice of Opposition fails to state a claim upon which relief can be granted.

Pursuant to Fed. R. Civ. P. 15, and TBMP 311.02 and TBMP 314, Applicant reserves the right to amend the Affirmative Defenses as necessary if factual evidence reveals the need to amend this Answer.

CONCLUSION

Applicant owns valid trademark rights in the VOCALIZE trademark which are entitled to protection under the Lanham Act. There is no likelihood of confusion between Applicant's trademark use of VOCALIZE and any use by Opposer of the mark VOCALIZE.

PRAYER FOR RELIEF

WHEREFORE Applicant prays that the Opposition be dismissed in its entirety with prejudice and that the Trademark Trial and Appeal Board grant such other relief as it deems just and proper.

Respectfully submitted,

DORSEY & WHITNEY LLP

Date: August 31, 2015

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ATTORNEYS FOR APPLICANT,
QUALTRICS, LLC

CERTIFICATE OF SERVICE

I hereby certify that on August 31, 2015, the foregoing APPLICANT'S ANSWER TO NOTICE OF OPPOSITION was served upon the Opposer via first class mail to the following:

Mr. Jordan Older
1126 Via Arroyo Court
Ventura, CA 93003

s/ Karen Porter

Karen Porter

Exhibit A



DOMAINTOOLS

WHOIS LOOKUP

[MENU](#)

[Home](#) > [Whois Lookup](#) > [Vocalize.com](#)

Whois Record for Vocalize.com

[How does this work?](#)

Find out more about Project Whois and DomainTools for Windows.

DOMAINTOOLS for Windows

Download Now

Access domain ownership records from your desktop

Vocalize.com is for sale!

The owner of the domain you are researching has it listed for sale.

[Buy Vocalize.com](#)

— Whois & Quick Stats

Email	abuse@enom.com is associated with ~11,410,680 domains venturait@gmail.com is associated with ~478 domains	
Registrant Org	VENTURAIT is associated with ~122 other domains	
Registrar	ENOM, INC.	
Registrar Status	clientTransferProhibited	
Dates	Created on 1998-03-25 - Expires on 2015-03-24 - Updated on 2014-07-11	
Name Server(s)	NS1.HOSTBANDIT.NET (has 235 domains) NS2.HOSTBANDIT.NET (has 235 domains)	
IP Address	216.240.154.185 - 130 other sites hosted on this server	
IP Location	- California - Los Angeles - Atmlink Inc.	
ASN	AS7796 ATMLINK - ATMLINK, INC.,US (registered Jan 16, 1997)	
Domain Status	Registered And Active Website	
Whois History	61 records have been archived since 2004-05-08	

IP History	23 changes on 1 unique IP addresses over 10 years	↶
Registrar History	2 registrars	↶
Hosting History	5 changes on 5 unique name servers over 9 years	↶
Whois Server	whois.enom.com	

— Website

Website Title	 Vocalize Voice control software, voice control hardware, Voice over IP (VOIP) services, voice instruction and voice instruction software and apps.	↶
Server Type	Apache/2	
Response Code	200	
SEO Score	80%	
Terms	135 (Unique: 73, Linked: 14)	
Images	1 (Alt tags missing: 1)	
Links	9 (Internal: 8, Outbound: 0)	

Whois Record (last updated on 2014-09-09)

```

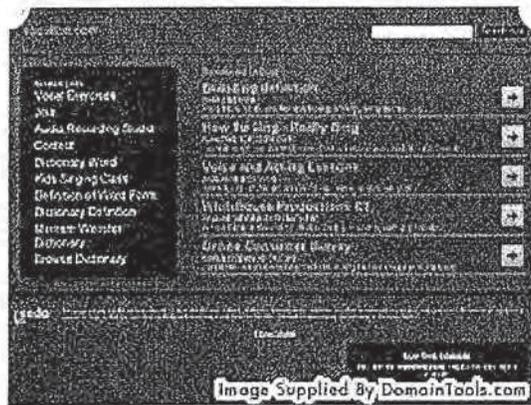
Domain Name: VOCALIZE.COM
Registry Domain ID: 1019990_DOMAIN_COM-VRSN
Registrar WHOIS Server: whois.enom.com
Registrar URL: www.enom.com
Updated Date: 2014-02-23 01:20:33Z
Creation Date: 1998-03-25 05:00:00Z
Registrar Registration Expiration Date: 2015-03-24 04:00:00Z
Registrar: ENOM, INC.
Registrar IANA ID: 48
Registrar Abuse Contact Email: abuse@enom.com
Registrar Abuse Contact Phone: +1.4252744500
Domain Status: clientTransferProhibited
Registry Registrant ID:
Registrant Name: VENTURA IT
Registrant Organization: VENTURAIT
Registrant Street: POBOX7203
Registrant City: VENTURA
Registrant State/Province: CA
Registrant Postal Code: 93006
Registrant Country: US
Registrant Phone: 8056449981
Registrant Phone Ext:
Registrant Fax:
Registrant Fax Ext:
Registrant Email: venturait@gmail.com
Registry Admin ID:
Admin Name: VENTURA IT
Admin Organization: VENTURAIT
Admin Street: POBOX7203
Admin City: VENTURA

```

Admin State/Province: CA
 Admin Postal Code: 93006
 Admin Country: US
 Admin Phone: 8056449981
 Admin Phone Ext:
 Admin Fax:
 Admin Fax Ext:
 Admin Email: venturait@gmail.com
 Registry Tech ID:
 Tech Name: VENTURA IT
 Tech Organization: VENTURAIT
 Tech Street: POBOX7203
 Tech City: VENTURA
 Tech State/Province: CA
 Tech Postal Code: 93006
 Tech Country: US
 Tech Phone: 8056449981
 Tech Phone Ext:
 Tech Fax:
 Tech Fax Ext:
 Tech Email: venturait@gmail.com
 Name Server: NS1.HOSTBANDIT.NET
 Name Server: NS2.HOSTBANDIT.NET
 DNSSEC: unSigned
 URL of the ICANN WHOIS Data Problem Reporting System: <http://wdprs.internic.net/>

Tools

Whois History	
Hosting History	
Monitor Domain Properties	▼
Reverse Whois Lookup	▼
Reverse IP Address Lookup	▼
Reverse Name Server Lookup	▼
Network Tools	▼
Buy This Domain	
Visit Website	
 Preview the Full Domain Report	



[View Screenshot History](#)

Available TLDs

General TLDs

Country TLDs

The following domains are available through our preferred partners. Select domains below for more information. (3rd party site)

- Taken domain.
- Available domain.
- Deleted previously owned domain.

Vocalize.com	View Whois
Vocalize.net	View Whois
Vocalize.org	View Whois
Vocalize.info	View Whois
Vocalize.biz	View Whois
Vocalize.us	View Whois



Exhibit B



The Website For Voice And Music Related Areas

[Home](#)[Featured Artist](#)

Vocalize is the Internet's Website For Voice, Voice Instruction, Opera, Music, and related areas. The *Vocalize* website will feature artists and will give visitors to *Vocalize* a chance to interact with them via E-mail.

In addition there will be public areas where visitors can post their music related resumes and job openings, chat about voice and music related subjects, and share information on current voice and music research being conducted.

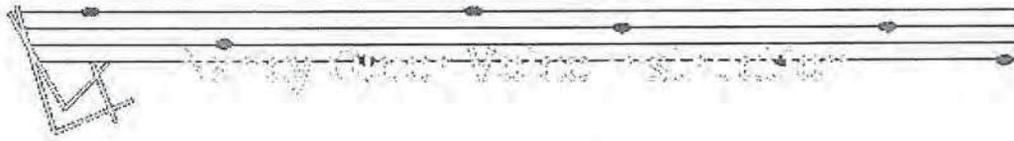
Vocalize is new and changing daily so be sure to visit often!

Send [E-Mail](#) here to be featured on *Vocalize*. Include text as you would like it to appear on *Vocalize*, and a scanned photo in .jpg format.

[\[Home\]](#) [\[Featured
Artist\]](#)

Copyright © 1998 [Internet Information Systems](#)

Exhibit C



Nancy Older Voice Instruction
vocalize.com
805.644.0859



Voice instruction with specialization in voice
technique, voice building.

All styles and voice types.

E-mail

E-mail Or Call For Consultation Or Appointment

Home | Nancy Older

Design And Hosting By Internet Information Systems

Exhibit D



Vocalize

is a forum for performing artists,
musicians, and teachers with a
focus on singing.

Visit us often for new information
and articles of interest to the
performance arts: musicians,
singers, and voice teachers.

Featured Artist August 2001

[Associates](#)

[Contact Us](#)

**We are the music makers,
and we are the dreamers of dreams.**
-- O'Shaughnessy

Exhibit E

Index of /

<u>Name</u>	<u>Last modified</u>	<u>Size</u>	<u>Description</u>
 Parent Directory	30-Apr-2004 13:20	-	
 cgi-bin/	12-Apr-2004 20:06	-	
 logs/	12-Apr-2004 20:11	-	
 stats/	02-May-2004 00:35	-	

Apache/1.3.27 OpenSSL/0.9.7 Server at www.vocalize.com Port 80

Exhibit F



<http://www.vocalize.com/>

Go

57 captures
25 Jan 99 - 1 May 15

MAR JUN AL
◀ 5 ▶
2002 2004 20

Voice coaching and lessons in Ventura, California

E-mail info@vocalize.com for more information and for appointments.

Exhibit G

Welcome to the home of **vocalize.com**

To change this page, upload your website into the public_html directory



Exhibit H

INTERNET ARCHIVE
WaybackMachine
 57 captures
 25 Jun 09 - 1 May 15

http://www.vocalize.com/

MAR MAR DEC
 2007 2011 2012

Related Searches [Fashion Clothes](#) [Americas next top model](#) [Redeem points](#) [Drums](#) [Music](#) [Free music](#) [MP3 Music](#) [Online music](#) [Sheet music](#) [Download music](#)

VOCALIZE.COM

The domain **vocalize.com** may be for sale by its owner!

Language: **English** ▼

RELATED SEARCHES

- [Fashion Clothes](#)
- [Americas next top model](#)
- [Redeem points](#)
- [Drums](#)
- [Music](#)
- [Free music](#)
- [MP3 Music](#)
- [Online music](#)
- [Sheet music](#)
- [Download music](#)

BUY THIS DOMAIN

The domain **vocalize.com** may be for sale by its owner!

[More details...](#)



[Related Searches](#) [Fashion Clothes](#) [Americas next top model](#) [Redeem points](#) [Drums](#) [Music](#) [Free music](#) [MP3 Music](#) [Online music](#) [Sheet music](#)
[Download music](#)

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[Privacy Policies](#)

Exhibit I

INTERNET ARCHIVE
Wayback Machine

57 captures
25 Jan 98 - 1 May 15

http://vocalize.com/

Go

JUN OCT DEC
◀ 12 ▶
2013 2014 2015

Close
Help

Menu

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- [Home](#)
- [About](#)
- [Who We Are](#)
- [Investors](#)
- [Media and Links](#)
- [Contact](#)

Welcome to Vocalize

Vocalize was founded in 1998 and provides research, technology, services, and products relating to voice, sound, audio, and related areas. *If you can think it, you can Vocalize it!*™

Active areas of work and research:

- Voice control software
- Voice control hardware
- Voice over IP hardware
- Voice over IP software
- Voice over IP hosting
- Voice over IP service provider
- Voice instruction
- Voice instruction software
- Voice instruction hardware
- Voice instruction services
- Sound and noise cancellation
- Loudspeaker design

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Exhibit J

On Tue, Sep 2, 2014 at 3:29 PM, Kylan Lundeen <kylanl@gmail.com> wrote:

Hi Jordan,

My name is Kylan Lundeen. I wanted to reach out to you regarding www.vocalize.com. The company I work for is thinking about launching a new product sometime next year and is exploring the idea of using "Vocalize" as the name of the product. As a first step, we thought we'd check to see if the domain is for sale. So, we engaged with a domain broker (GoDaddy) and asked them to reach out. Unfortunately, it sounds like there was a miscommunication somewhere along the line and that discussions eventually broke down.

So, I wanted to send you a personal note to see if we could maybe talk without any third parties. Would you be open to a call? Email also works for me, so just let me know if either work for you.

I look forward to hearing back from you!

Best,

Kylan

Exhibit K

Trademark/Service Mark Application, Principal Register

TEAS Plus Application

Serial Number: 86384658

Filing Date: 09/03/2014

*NOTE: Data fields with the * are mandatory under TEAS Plus. The wording "(if applicable)" appears where the field is only mandatory under the facts of the particular application.*

The table below presents the data as entered.

Input Field	Entered
TEAS Plus	YES
MARK INFORMATION	
*MARK	<u>vocalize</u>
*STANDARD CHARACTERS	YES
USPTO-GENERATED IMAGE	YES
LITERAL ELEMENT	vocalize
*MARK STATEMENT	The mark consists of standard characters, without claim to any particular font, style, size, or color.
REGISTER	Principal
APPLICANT INFORMATION	
*OWNER OF MARK	Jordan Older
*STREET	1126 Via Arroyo
*CITY	Ventura
*STATE (Required for U.S. applicants)	California
*COUNTRY	United States
*ZIP/POSTAL CODE (Required for U.S. applicants only)	93003
PHONE	805 644 9981
EMAIL ADDRESS	venturait@gmail.com

AUTHORIZED TO COMMUNICATE VIA EMAIL	Yes
WEBSITE ADDRESS	http://vocalize.com
LEGAL ENTITY INFORMATION	
*TYPE	INDIVIDUAL
* COUNTRY OF CITIZENSHIP	United States
GOODS AND/OR SERVICES AND BASIS INFORMATION	
*INTERNATIONAL CLASS	035
*IDENTIFICATION	Online advertising and promotional services
*FILING BASIS	SECTION 1(a)
FIRST USE ANYWHERE DATE	At least as early as 03/25/1998
FIRST USE IN COMMERCE DATE	At least as early as 03/25/1998
SPECIMEN FILE NAME(S)	<u>\\TICRS\EXPORT16\IMAGEOUT</u> <u>16\863\846\86384658\xml1\ FTK0003.JPG</u>
	<u>\\TICRS\EXPORT16\IMAGEOUT</u> <u>16\863\846\86384658\xml1\ FTK0004.JPG</u>
	<u>\\TICRS\EXPORT16\IMAGEOUT</u> <u>16\863\846\86384658\xml1\ FTK0005.JPG</u>
	<u>\\TICRS\EXPORT16\IMAGEOUT</u> <u>16\863\846\86384658\xml1\ FTK0006.JPG</u>
	<u>\\TICRS\EXPORT16\IMAGEOUT</u> <u>16\863\846\86384658\xml1\ FTK0007.JPG</u>
	<u>\\TICRS\EXPORT16\IMAGEOUT</u> <u>16\863\846\86384658\xml1\ FTK0008.JPG</u>
SPECIMEN DESCRIPTION	Specimens include various web site screenshots and 1998 ownership registration of advertising/social network Vocalize.
*INTERNATIONAL CLASS	045
*IDENTIFICATION	On-line social networking services
*FILING BASIS	SECTION 1(a)
FIRST USE ANYWHERE DATE	At least as early as 03/25/1998
FIRST USE IN COMMERCE DATE	At least as early as 03/25/1998
SPECIMEN FILE NAME(S)	<u>\\TICRS\EXPORT16\IMAGEOUT</u> <u>16\863\846\86384658\xml1\ FTK0009.JPG</u>

	<u>\\TICRS\EXPORT16\IMAGEOUT 16\863\846\86384658\xml1\ FTK0010.JPG</u>
	<u>\\TICRS\EXPORT16\IMAGEOUT 16\863\846\86384658\xml1\ FTK0011.JPG</u>
	<u>\\TICRS\EXPORT16\IMAGEOUT 16\863\846\86384658\xml1\ FTK0012.JPG</u>
	<u>\\TICRS\EXPORT16\IMAGEOUT 16\863\846\86384658\xml1\ FTK0013.JPG</u>
	<u>\\TICRS\EXPORT16\IMAGEOUT 16\863\846\86384658\xml1\ FTK0014.JPG</u>
SPECIMEN DESCRIPTION	Specimens include various web site screenshots and 1998 ownership registration of advertising/social network Vocalize.
ADDITIONAL STATEMENTS INFORMATION	
*TRANSLATION (if applicable)	
*TRANSLITERATION (if applicable)	
*CLAIMED PRIOR REGISTRATION (if applicable)	
*CONSENT (NAME/LIKENESS) (if applicable)	
*CONCURRENT USE CLAIM (if applicable)	
CORRESPONDENCE INFORMATION	
*NAME	Jordan Older
*STREET	1126 Via Arroyo
*CITY	Ventura
*STATE (Required for U.S. applicants)	California
*COUNTRY	United States
*ZIP/POSTAL CODE	93003
PHONE	805 644 9981
*EMAIL ADDRESS	venturait@gmail.com;jordan_older@hotmail.com
*AUTHORIZED TO COMMUNICATE VIA EMAIL	Yes
FEE INFORMATION	

NUMBER OF CLASSES	2
FEE PER CLASS	275
*TOTAL FEE PAID	550
SIGNATURE INFORMATION	
* SIGNATURE	/Jordan Older/
* SIGNATORY'S NAME	Jordan Older
* SIGNATORY'S POSITION	Owner
SIGNATORY'S PHONE NUMBER	805 644 9981
* DATE SIGNED	09/03/2014

Trademark/Service Mark Application, Principal Register

TEAS Plus Application

Serial Number: 86384658

Filing Date: 09/03/2014

To the Commissioner for Trademarks:

MARK: vocalize (Standard Characters, see [mark](#))

The literal element of the mark consists of vocalize.

The mark consists of standard characters, without claim to any particular font, style, size, or color.

The applicant, Jordan Older, a citizen of United States, having an address of
1126 Via Arroyo
Ventura, California 93003
United States

requests registration of the trademark/service mark identified above in the United States Patent and Trademark Office on the Principal Register established by the Act of July 5, 1946 (15 U.S.C. Section 1051 et seq.), as amended, for the following:

For specific filing basis information for each item, you must view the display within the Input Table.
International Class 035: Online advertising and promotional services

In International Class 035, the mark was first used by the applicant or the applicant's related company or licensee predecessor in interest at least as early as 03/25/1998, and first used in commerce at least as early as 03/25/1998, and is now in use in such commerce. The applicant is submitting one(or more) specimen(s) showing the mark as used in commerce on or in connection with any item in the class of listed goods and/or services, consisting of a(n) Specimens include various web site screenshots and 1998 ownership registration of advertising/social network Vocalize..

[Specimen File1](#)

[Specimen File2](#)

[Specimen File3](#)

[Specimen File4](#)

[Specimen File5](#)

[Specimen File6](#)

For specific filing basis information for each item, you must view the display within the Input Table.
International Class 045: On-line social networking services

In International Class 045, the mark was first used by the applicant or the applicant's related company or licensee predecessor in interest at least as early as 03/25/1998, and first used in commerce at least as early as 03/25/1998, and is now in use in such commerce. The applicant is submitting one(or more) specimen(s) showing the mark as used in commerce on or in connection with any item in the class of listed goods and/or services, consisting of a(n) Specimens include various web site screenshots and 1998 ownership registration of advertising/social network Vocalize..

Specimen File1

Specimen File2

Specimen File3

Specimen File4

Specimen File5

Specimen File6

For informational purposes only, applicant's website address is: <http://vocalize.com>

The applicant's current Correspondence Information:

Jordan Older

1126 Via Arroyo

Ventura, California 93003

805 644 9981(phone)

venturait@gmail.com; jordan_older@hotmail.com (authorized)

A fee payment in the amount of \$550 has been submitted with the application, representing payment for 2 class(es).

Declaration

The signatory believes that: if the applicant is filing the application under 15 U.S.C. Section 1051(a), the applicant is the owner of the trademark/service mark sought to be registered; the applicant or the applicant's related company or licensee is using the mark in commerce on or in connection with the goods/services in the application, and such use by the applicant's related company or licensee inures to the benefit of the applicant; the specimen(s) shows the mark as used on or in connection with the goods/services in the application; and/or if the applicant filed an application under 15 U.S.C. Section 1051(b), Section 1126(d), and/or Section 1126(e), the applicant is entitled to use the mark in commerce; the applicant has a bona fide intention to use or use through the applicant's related company or licensee the mark in commerce on or in connection with the goods/services in the application. The signatory believes that to the best of the signatory's knowledge and belief, no other person has the right to use the mark in commerce, either in the identical form or in such near resemblance as to be likely, when used on or in connection with the goods/services of such other person, to cause confusion or mistake, or to deceive. The signatory being warned that willful false statements and the like are punishable by fine or imprisonment, or both, under 18 U.S.C. Section 1001, and that such willful false statements and the like may jeopardize the validity of the application or any registration resulting therefrom, declares that all statements made of his/her own knowledge are true and all statements made on information and belief are believed to be true.

Signature: /Jordan Older/ Date Signed: 09/03/2014

Signatory's Name: Jordan Older

Signatory's Position: Owner

RAM Sale Number: 86384658

RAM Accounting Date: 09/04/2014

Serial Number: 86384658

Internet Transmission Date: Wed Sep 03 19:39:55 EDT 2014

TEAS Stamp: USPTO/FTK-104.32.14.205-2014090319395523

4996-86384658-500893498b5e8ac4b4b961bde7

42d4973832c0bf18eb2156b18f29cac7dc5da7e-

CC-5502-20140903190057677838

Exhibit L

Trademark/Service Mark Application, Principal Register

Serial Number: 86426812

Filing Date: 10/17/2014

The table below presents the data as entered.

Input Field	Entered
SERIAL NUMBER	86426812
MARK INFORMATION	
*MARK	<u>VOCALIZE</u>
STANDARD CHARACTERS	YES
USPTO-GENERATED IMAGE	YES
LITERAL ELEMENT	VOCALIZE
MARK STATEMENT	The mark consists of standard characters, without claim to any particular font, style, size, or color.
REGISTER	Principal
APPLICANT INFORMATION	
*OWNER OF MARK	Qualtrics, LLC
*STREET	400 Qualtrics Drive, #100
*CITY	Provo
*STATE (Required for U.S. applicants)	Utah
*COUNTRY	United States
*ZIP/POSTAL CODE (Required for U.S. applicants only)	84604
LEGAL ENTITY INFORMATION	
TYPE	limited liability company
STATE/COUNTRY WHERE LEGALLY ORGANIZED	Delaware
GOODS AND/OR SERVICES AND BASIS INFORMATION	
INTERNATIONAL CLASS	042

*IDENTIFICATION	Computer services, namely, hosting and maintaining an on-line web site for others for conducting consumer surveys and analyzing resulting data; computer services, namely, hosting and maintaining an on-line web site for others for conducting business research and surveys and analyzing resulting data; hosting on-line web facilities for others for conducting consumer surveys and analyzing resulting data; hosting on-line web facilities for others for conducting business research and surveys and analyzing resulting data
FILING BASIS	SECTION 1(b)
ATTORNEY INFORMATION	
NAME	Stephen A. Zemanick
ATTORNEY DOCKET NUMBER	T249487.US.01
FIRM NAME	Dorsey & Whitney LLP
INTERNAL ADDRESS	Suite 400
STREET	1400 Wewatta Street
CITY	Denver
STATE	Colorado
COUNTRY	United States
ZIP/POSTAL CODE	80202-5549
PHONE	(303) 629-3400
FAX	(303) 629-3450
EMAIL ADDRESS	docketing-dv@dorsey.com
AUTHORIZED TO COMMUNICATE VIA EMAIL	Yes
OTHER APPOINTED ATTORNEY	Lisa A. Osman; Charlene M. Krogh; Julie C. Mahoney; Anna B. Miller
CORRESPONDENCE INFORMATION	
NAME	Stephen A. Zemanick
FIRM NAME	Dorsey & Whitney LLP
INTERNAL ADDRESS	Suite 400
STREET	1400 Wewatta Street
CITY	Denver

STATE	Colorado
COUNTRY	United States
ZIP/POSTAL CODE	80202-5549
PHONE	(303) 629-3400
FAX	(303) 629-3450
EMAIL ADDRESS	docketing-dv@dorsey.com
AUTHORIZED TO COMMUNICATE VIA EMAIL	Yes
FEE INFORMATION	
NUMBER OF CLASSES	1
FEE PER CLASS	325
*TOTAL FEE DUE	325
*TOTAL FEE PAID	325
SIGNATURE INFORMATION	
SIGNATURE	/Chris Beckstead/
SIGNATORY'S NAME	Chris Beckstead
SIGNATORY'S POSITION	Officer
DATE SIGNED	10/16/2014

Trademark/Service Mark Application, Principal Register

Serial Number: 86426812

Filing Date: 10/17/2014

To the Commissioner for Trademarks:

MARK: VOCALIZE (Standard Characters, see mark)

The literal element of the mark consists of VOCALIZE.

The mark consists of standard characters, without claim to any particular font, style, size, or color.

The applicant, Qualtrics, LLC, a limited liability company legally organized under the laws of Delaware, having an address of

400 Qualtrics Drive, #100
Provo, Utah 84604
United States

requests registration of the trademark/service mark identified above in the United States Patent and Trademark Office on the Principal Register established by the Act of July 5, 1946 (15 U.S.C. Section 1051 et seq.), as amended, for the following:

International Class 042: Computer services, namely, hosting and maintaining an on-line web site for others for conducting consumer surveys and analyzing resulting data; computer services, namely, hosting and maintaining an on-line web site for others for conducting business research and surveys and analyzing resulting data; hosting on-line web facilities for others for conducting consumer surveys and analyzing resulting data; hosting on-line web facilities for others for conducting business research and surveys and analyzing resulting data

Intent to Use: The applicant has a bona fide intention to use or use through the applicant's related company or licensee the mark in commerce on or in connection with the identified goods and/or services. (15 U.S.C. Section 1051(b)).

The applicant's current Attorney Information:

Stephen A. Zemanick and Lisa A. Osman; Charlene M. Krogh; Julie C. Mahoney; Anna B. Miller of
Dorsey & Whitney LLP

Suite 400
1400 Wewatta Street
Denver, Colorado 80202-5549
United States

The attorney docket/reference number is T249487.US.01.

The applicant's current Correspondence Information:

Stephen A. Zemanick
Dorsey & Whitney LLP

Suite 400
1400 Wewatta Street
Denver, Colorado 80202-5549
(303) 629-3400(phone)
(303) 629-3450(fax)
docketing-dv@dorsey.com (authorized)

A fee payment in the amount of \$325 has been submitted with the application, representing payment for 1 class(es).

Declaration

The signatory believes that: if the applicant is filing the application under 15 U.S.C. Section 1051(a), the applicant is the owner of the trademark/service mark sought to be registered; the applicant or the applicant's related company or licensee is using the mark in commerce on or in connection with the goods/services in the application, and such use by the applicant's related company or licensee inures to the benefit of the applicant; the specimen(s) shows the mark as used on or in connection with the goods/services in the application; and/or if the applicant filed an application under 15 U.S.C. Section 1051(b), Section 1126(d), and/or Section 1126(e), the applicant is entitled to use the mark in commerce; the applicant has a bona fide intention to use or use through the applicant's related company or licensee the mark in commerce on or in connection with the goods/services in the application. The signatory believes that to the best of the signatory's knowledge and belief, no other person has the right to use the mark in commerce, either in the identical form or in such near resemblance as to be likely, when used on or in connection with the goods/services of such other person, to cause confusion or mistake, or to deceive. The signatory being warned that willful false statements and the like are punishable by fine or imprisonment, or both, under 18 U.S.C. Section 1001, and that such willful false statements and the like may jeopardize the validity of the application or any registration resulting therefrom, declares that all statements made of his/her own knowledge are true and all statements made on information and belief are believed to be true.

Declaration Signature

Signature: /Chris Beckstead/ Date: 10/16/2014
Signatory's Name: Chris Beckstead
Signatory's Position: Officer
RAM Sale Number: 86426812
RAM Accounting Date: 10/17/2014

Serial Number: 86426812
Internet Transmission Date: Fri Oct 17 13:04:28 EDT 2014
TEAS Stamp: USPTO/BAS-38.104.32.78-20141017130428834
880-86426812-500345ea1d7c735a56875e1ead2
ff169195c3a6158ff93286684c4aa2e4c735ed6f
-DA-9732-20141016175318928188

Trademark/Service Mark Application, Principal Register

Serial Number: 86426779

Filing Date: 10/17/2014

The table below presents the data as entered.

Input Field	Entered
SERIAL NUMBER	86426779
MARK INFORMATION	
*MARK	<u>VOCALIZE</u>
STANDARD CHARACTERS	YES
USPTO-GENERATED IMAGE	YES
LITERAL ELEMENT	VOCALIZE
MARK STATEMENT	The mark consists of standard characters, without claim to any particular font, style, size, or color.
REGISTER	Principal
APPLICANT INFORMATION	
*OWNER OF MARK	Qualtrics, LLC
*STREET	400 Qualtrics Drive, #100
*CITY	Provo
*STATE (Required for U.S. applicants)	Utah
*COUNTRY	United States
*ZIP/POSTAL CODE (Required for U.S. applicants only)	84604
LEGAL ENTITY INFORMATION	
TYPE	limited liability company
STATE/COUNTRY WHERE LEGALLY ORGANIZED	Delaware
GOODS AND/OR SERVICES AND BASIS INFORMATION	
INTERNATIONAL CLASS	035

*IDENTIFICATION	Business research and surveys; conducting business and market research surveys; conducting employee surveys for others for purposes of improving employee performance and morale; conducting market surveys; conducting on-line business management research surveys; consumer survey services; design of business surveys; design of marketing surveys
FILING BASIS	SECTION 1(b)
ATTORNEY INFORMATION	
NAME	Stephen A. Zemanick
ATTORNEY DOCKET NUMBER	T249445.US.01
FIRM NAME	Dorsey & Whitney LLP
INTERNAL ADDRESS	Suite 400
STREET	1400 Wewatta Street
CITY	Denver
STATE	Colorado
COUNTRY	United States
ZIP/POSTAL CODE	80202-5549
PHONE	(303) 629-3400
FAX	(303) 629-3450
EMAIL ADDRESS	docketing-dv@dorsey.com
AUTHORIZED TO COMMUNICATE VIA EMAIL	Yes
OTHER APPOINTED ATTORNEY	Lisa A. Osman; Charlene M. Krogh; Julie C. Mahoney; Anna B. Miller
CORRESPONDENCE INFORMATION	
NAME	Stephen A. Zemanick
FIRM NAME	Dorsey & Whitney LLP
INTERNAL ADDRESS	Suite 400
STREET	1400 Wewatta Street
CITY	Denver
STATE	Colorado
COUNTRY	United States

ZIP/POSTAL CODE	80202-5549
PHONE	(303) 629-3400
FAX	(303) 629-3450
EMAIL ADDRESS	docketing-dv@dorsey.com
AUTHORIZED TO COMMUNICATE VIA EMAIL	Yes
FEE INFORMATION	
NUMBER OF CLASSES	1
FEE PER CLASS	325
*TOTAL FEE DUE	325
*TOTAL FEE PAID	325
SIGNATURE INFORMATION	
SIGNATURE	/Chris Beckstead/
SIGNATORY'S NAME	Chris Beckstead
SIGNATORY'S POSITION	Officer
DATE SIGNED	10/16/2014

Trademark/Service Mark Application, Principal Register

Serial Number: 86426779

Filing Date: 10/17/2014

To the Commissioner for Trademarks:

MARK: VOCALIZE (Standard Characters, see mark)

The literal element of the mark consists of VOCALIZE.

The mark consists of standard characters, without claim to any particular font, style, size, or color.

The applicant, Qualtrics, LLC, a limited liability company legally organized under the laws of Delaware, having an address of

400 Qualtrics Drive, #100
Provo, Utah 84604
United States

requests registration of the trademark/service mark identified above in the United States Patent and Trademark Office on the Principal Register established by the Act of July 5, 1946 (15 U.S.C. Section 1051 et seq.), as amended, for the following:

International Class 035: Business research and surveys; conducting business and market research surveys; conducting employee surveys for others for purposes of improving employee performance and morale; conducting market surveys; conducting on-line business management research surveys; consumer survey services; design of business surveys; design of marketing surveys

Intent to Use: The applicant has a bona fide intention to use or use through the applicant's related company or licensee the mark in commerce on or in connection with the identified goods and/or services. (15 U.S.C. Section 1051(b)).

The applicant's current Attorney Information:

Stephen A. Zemanick and Lisa A. Osman; Charlene M. Krogh; Julie C. Mahoney; Anna B. Miller of
Dorsey & Whitney LLP

Suite 400
1400 Wewatta Street
Denver, Colorado 80202-5549
United States

The attorney docket/reference number is T249445.US.01.

The applicant's current Correspondence Information:

Stephen A. Zemanick
Dorsey & Whitney LLP
Suite 400

1400 Wewatta Street
Denver, Colorado 80202-5549
(303) 629-3400(phone)
(303) 629-3450(fax)
docketing-dv@dorsey.com (authorized)

A fee payment in the amount of \$325 has been submitted with the application, representing payment for 1 class(es).

Declaration

The signatory believes that: if the applicant is filing the application under 15 U.S.C. Section 1051(a), the applicant is the owner of the trademark/service mark sought to be registered; the applicant or the applicant's related company or licensee is using the mark in commerce on or in connection with the goods/services in the application, and such use by the applicant's related company or licensee inures to the benefit of the applicant; the specimen(s) shows the mark as used on or in connection with the goods/services in the application; and/or if the applicant filed an application under 15 U.S.C. Section 1051(b), Section 1126(d), and/or Section 1126(e), the applicant is entitled to use the mark in commerce; the applicant has a bona fide intention to use or use through the applicant's related company or licensee the mark in commerce on or in connection with the goods/services in the application. The signatory believes that to the best of the signatory's knowledge and belief, no other person has the right to use the mark in commerce, either in the identical form or in such near resemblance as to be likely, when used on or in connection with the goods/services of such other person, to cause confusion or mistake, or to deceive. The signatory being warned that willful false statements and the like are punishable by fine or imprisonment, or both, under 18 U.S.C. Section 1001, and that such willful false statements and the like may jeopardize the validity of the application or any registration resulting therefrom, declares that all statements made of his/her own knowledge are true and all statements made on information and belief are believed to be true.

Declaration Signature

Signature: /Chris Beckstead/ Date: 10/16/2014
Signatory's Name: Chris Beckstead
Signatory's Position: Officer
RAM Sale Number: 86426779
RAM Accounting Date: 10/17/2014

Serial Number: 86426779
Internet Transmission Date: Fri Oct 17 12:50:47 EDT 2014
TEAS Stamp: USPTO/BAS-38.104.32.78-20141017125047503
885-86426779-500b8a18810d747039a912a0909
7ea8a8aae473753ca5462eec6934919ab97c7b-D
A-9553-20141016181641085653

VOCALIZE

Exhibit M

Trademark/Service Mark Application, Principal Register

TEAS Plus Application

Serial Number: 86427515

Filing Date: 10/17/2014

*NOTE: Data fields with the * are mandatory under TEAS Plus. The wording "(if applicable)" appears where the field is only mandatory under the facts of the particular application.*

The table below presents the data as entered.

Input Field	Entered
TEAS Plus	YES
MARK INFORMATION	
*MARK	<u>vocalize</u>
*STANDARD CHARACTERS	YES
USPTO-GENERATED IMAGE	YES
LITERAL ELEMENT	vocalize
*MARK STATEMENT	The mark consists of standard characters, without claim to any particular font, style, size, or color.
REGISTER	Principal
APPLICANT INFORMATION	
*OWNER OF MARK	Jordan Older
*STREET	1126 Via Arroyo
*CITY	Ventura
*STATE (Required for U.S. applicants)	California
*COUNTRY	United States
*ZIP/POSTAL CODE (Required for U.S. applicants only)	93003
PHONE	805 644 9981
EMAIL ADDRESS	venturait@gmail.com

AUTHORIZED TO COMMUNICATE VIA EMAIL	Yes
WEBSITE ADDRESS	http://vocalize.com
LEGAL ENTITY INFORMATION	
*TYPE	INDIVIDUAL
* COUNTRY OF CITIZENSHIP	United States
GOODS AND/OR SERVICES AND BASIS INFORMATION	
*INTERNATIONAL CLASS	042
*IDENTIFICATION	Providing temporary use of on-line non-downloadable software for social networking, profiles, chatting, instant messaging, email, polls, surveys, research, forums, videos, quizzes, events, music, ecommerce, shopping, file sharing, blogging, resarch surveys, and advertising
*FILING BASIS	SECTION 1(a)
FIRST USE ANYWHERE DATE	At least as early as 03/25/1998
FIRST USE IN COMMERCE DATE	At least as early as 03/25/1998
SPECIMEN FILE NAME(S)	<u>\\TICRS\EXPORT16\IMAGEOUT</u> <u>16\864\275\86427515\xml1\ FTK0003.JPG</u>
SPECIMEN DESCRIPTION	Screenshot of Vocalize online software.
ADDITIONAL STATEMENTS INFORMATION	
*TRANSLATION (if applicable)	
*TRANSLITERATION (if applicable)	
*CLAIMED PRIOR REGISTRATION (if applicable)	
*CONSENT (NAME/LIKENESS) (if applicable)	
*CONCURRENT USE CLAIM (if applicable)	
CORRESPONDENCE INFORMATION	
*NAME	Jordan Older
*STREET	1126 Via Arroyo
*CITY	Ventura
*STATE	California

(Required for U.S. applicants)	
*COUNTRY	United States
*ZIP/POSTAL CODE	93003
PHONE	805 644 9981
*EMAIL ADDRESS	venturait@gmail.com;jordan_older@hotmail.com
*AUTHORIZED TO COMMUNICATE VIA EMAIL	Yes
FEE INFORMATION	
NUMBER OF CLASSES	1
FEE PER CLASS	275
*TOTAL FEE PAID	275
SIGNATURE INFORMATION	
* SIGNATURE	/Jordan Older/
* SIGNATORY'S NAME	Jordan Older
* SIGNATORY'S POSITION	Owner
SIGNATORY'S PHONE NUMBER	805 644 9981
* DATE SIGNED	10/17/2014

Trademark/Service Mark Application, Principal Register

TEAS Plus Application

Serial Number: 86427515

Filing Date: 10/17/2014

To the Commissioner for Trademarks:

MARK: vocalize (Standard Characters, see mark)

The literal element of the mark consists of vocalize.

The mark consists of standard characters, without claim to any particular font, style, size, or color.

The applicant, Jordan Older, a citizen of United States, having an address of
1126 Via Arroyo
Ventura, California 93003
United States

requests registration of the trademark/service mark identified above in the United States Patent and Trademark Office on the Principal Register established by the Act of July 5, 1946 (15 U.S.C. Section 1051 et seq.), as amended, for the following:

For specific filing basis information for each item, you must view the display within the Input Table.

International Class 042: Providing temporary use of on-line non-downloadable software for social networking, profiles, chatting, instant messaging, email, polls, surveys, research, forums, videos, quizzes, events, music, ecommerce, shopping, file sharing, blogging, research surveys, and advertising

In International Class 042, the mark was first used by the applicant or the applicant's related company or licensee predecessor in interest at least as early as 03/25/1998, and first used in commerce at least as early as 03/25/1998, and is now in use in such commerce. The applicant is submitting one(or more) specimen(s) showing the mark as used in commerce on or in connection with any item in the class of listed goods and/or services, consisting of a(n) Screenshot of Vocalize online software..

Specimen File 1

For informational purposes only, applicant's website address is: <http://vocalize.com>

The applicant's current Correspondence Information:

Jordan Older
1126 Via Arroyo
Ventura, California 93003
805 644 9981(phone)

venturait@gmail.com;jordan_older@hotmail.com (authorized)

A fee payment in the amount of \$275 has been submitted with the application, representing payment for 1 class(es).

Declaration

The signatory believes that: if the applicant is filing the application under 15 U.S.C. Section 1051(a), the applicant is the owner of the trademark/service mark sought to be registered; the applicant or the applicant's related company or licensee is using the mark in commerce on or in connection with the goods/services in the application, and such use by the applicant's related company or licensee inures to the benefit of the applicant; the specimen(s) shows the mark as used on or in connection with the goods/services in the application; and/or if the applicant filed an application under 15 U.S.C. Section 1051(b), Section 1126(d), and/or Section 1126(e), the applicant is entitled to use the mark in commerce; the applicant has a bona fide intention to use or use through the applicant's related company or licensee the mark in commerce on or in connection with the goods/services in the application. The signatory believes that to the best of the signatory's knowledge and belief, no other person has the right to use the mark in commerce, either in the identical form or in such near resemblance as to be likely, when used on or in connection with the goods/services of such other person, to cause confusion or mistake, or to deceive. The signatory being warned that willful false statements and the like are punishable by fine or imprisonment, or both, under 18 U.S.C. Section 1001, and that such willful false statements and the like may jeopardize the validity of the application or any registration resulting therefrom, declares that all statements made of his/her own knowledge are true and all statements made on information and belief are believed to be true.

Signature: /Jordan Older/ Date Signed: 10/17/2014

Signatory's Name: Jordan Older

Signatory's Position: Owner

RAM Sale Number: 86427515

RAM Accounting Date: 10/20/2014

Serial Number: 86427515

Internet Transmission Date: Fri Oct 17 20:24:36 EDT 2014

TEAS Stamp: USPTO/FTK-104.32.14.205-2014101720243628

8660-86427515-500e07036b9b35c91776a20adc

4619623f4a1e6d283ceee68e123de46556dd24-C

C-5984-20141017200127478514

vocalize

[Sign Up](#) Vocalize is the world's first social network for singers, musicians, voice instructors, voice students, and fans.

Polls

[Add New Poll](#)

All Polls Size: [List](#) [5 per page](#) When: [All Time](#)

- All Polls
- My Polls
- Favorite Polls

What is your favorite vocal style?

- Pop
- Operatic
- Pop
- Country
- Rock
- Folk
- Smooth
- Jazz
- Other

Exhibit N

ASSIGNMENT AGREEMENT

This Assignment Agreement (the "Agreement") is entered into by and between Miguel Sampaio, an individual residing at 123 Grove Street, Tarrytown, NY 10591 ("Seller") and Qualtrics, LLC, a Delaware limited liability company with offices at 400 Qualtrics Drive, #100, Provo UT 84604 ("Buyer"), and effective as of October 13, 2014 (the "Effective Date").

WHEREAS, Buyer anonymously engaged Seller to acquire on its behalf, and on a paid basis, the common law rights in the mark VOCALIZE in International Class 35 in both a word and stylized form (the stylized form appearing on Exhibit A attached hereto), and U.S. Application No. 86/010,836 (now abandoned) for the word mark VOCALIZE in International Class 35 (collectively the "VOCALIZE Marks") from a third party;

WHEREAS, Buyer also anonymously engaged Seller to acquire on its behalf, and on a paid basis, the domain name VOCALIZE.CO (the "VOCALIZE Domain Name") from the same third party; and

WHEREAS, Seller has now acquired both the VOCALIZE Marks and the VOCALIZE Domain Name from the third party, and Seller and Buyer both desire for Seller to transfer to Buyer of all of the rights Seller has acquired in relation to the VOCALIZE Marks and the VOCALIZE Domain Name.

NOW, THEREFORE, in consideration of the foregoing, the consideration Buyer has paid Seller to acquire the rights that are the subject of this agreement, and the mutual promises and other consideration hereinafter set forth, the parties agree as follows:

1. **Definitions.**

1.1 "Acquired Trademark" means all of Seller's right, title and interest in the VOCALIZE Marks including all common law rights, U.S. Application No. 86/010836, and any and all goodwill relating thereto.

2. **Assignment.**

2.1 **Assignment.** At the Closing (as defined below) and subject to all of the terms and conditions of this Agreement, the Seller hereby irrevocably grants, sells, transfers and assigns to Buyer, and Buyer hereby acquires and assumes from the Seller, all of the Seller's rights, title and interests of every kind and nature in and to the Acquired Trademark, together with all causes of action for damages by reason of past or present infringement thereof, and the right to retain any damages obtained as a result of such causes of action and all income, royalties or payments due as of the date hereof or hereafter, which Acquired Trademark shall be free and clear of any liens, security interests or other encumbrances unless otherwise stated herein. Pursuant to the Post-Closing Obligation of Seller described in Section 2.2(b), Seller shall also grant, sell, transfer and assign or otherwise convey control over the VOCALIZE Domain Name to Buyer.

2.2 Closing.

- (a) The closing of the assignment of the Acquired Trademark and VOCALIZE Domain Name contemplated by this Agreement (the "Closing") shall take place simultaneously with the execution of this Agreement by Buyer.
- (b) Prior to Closing, Seller shall deliver, or cause to be delivered, to Buyer a faxed or PDF copy of this Agreement, which has been signed on behalf of Seller.

2.3 Post-Closing Obligation of Seller. Within five (5) business days after the Closing, Seller shall transfer the VOCALIZE Domain Name to Buyer.

3. Representations and Warranties of Seller.

The Seller does not represent or warrant to the Buyer that the Acquired Trademarks are capable of federal or state registration. However, the Seller represents and warrants to the Buyer as follows:

3.1 Organization and Power. Seller has full power to own assets and to convey the Acquired Trademark and VOCALIZE Domain Name to Buyer pursuant to this Agreement.

3.2 Authorization; Enforceability. The execution, delivery and performance of this Agreement is within the power of the Seller and, prior to the Closing, will have been duly authorized by all necessary actions by the Seller.

3.3 No Violation or Conflict. The execution, delivery and performance of this Agreement and the consummation by Seller of the transactions contemplated herein,

- (a) do not and will not violate, or conflict with, any applicable law, judgment, order or decree;
- (b) will not violate or conflict with, or constitute a default (or an event which, with notice or lapse of time, or both, would constitute a default) under, and will not result in the termination of, or accelerate the performance required by, or result in the creation of, any lien, security interest or other encumbrance upon any of the Acquired Trademark or VOCALIZE Domain Name under any contract, commitment, understanding, arrangement, agreement or restriction of any kind or character to which the Seller is a party or by which the Seller or the Acquired Trademark or VOCALIZE Domain Name may be bound or affected.

3.4 Licenses. There exist no license agreements granted by the Seller with respect to the Acquired Trademark or VOCALIZE Domain Name.

3.5 Title and Ownership.

- (a) The Seller is the owner of all right, title and interest in and to the Acquired Trademark, with the sole and exclusive good, valid and transferable title to the Acquired Trademark, all of which are free and clear of any liens, security interests or other encumbrances.
- (b) The Seller is the owner of all right, title and interest in and to the VOCALIZE Domain Name, with the sole and exclusive good, valid and transferable title to the VOCALIZE Domain Name, all of which are free and clear of any liens, security interests or other encumbrances.
- (c) The Seller shall retain, after the Closing, no right, title or interest (directly or indirectly) in any trademark, domain name, or trade name which is confusingly similar to the Acquired Trademark.
- (d) Other than what is being transferred to Buyer herein, the Seller has no right, title or interest (directly or indirectly) in or to any other trademark application or registration or domain names that are confusingly similar to the Acquired Trademark.

3.6 No Assignment. The Seller has not previously assigned, transferred, conveyed or otherwise encumbered its right, title or interest in the Acquired Trademark or VOCALIZE Domain Name.

3.7 No Royalties. No royalties or other consideration is required to be paid by the Seller to any third party in connection with the Seller's use and enjoyment of the Acquired Trademark or VOCALIZE Domain Name.

3.8 No Infringement. Seller has not received any written or oral notice from any third party of any claims or potential claims of infringement by the Acquired Trademark before the Effective Date.

3.9 No Claims or Litigation. There have not been any claims, actions or judicial or other adversary proceedings against the Seller, and, to the knowledge of the Seller, there are no pending or potential claims or litigation, relating to the Acquired Trademark of VOCALIZE Domain Name before the Effective Date. The Seller has not asserted any similar claims against any entity or individual with respect to the Acquired Trademark.

4. Representations and Warranties of Buyer.

The Buyer represents and warrants to the Seller as follows:

4.1 Organization and Power. The Buyer is a corporation duly and validly organized and existing and in good standing under the laws of its state of incorporation and has full corporate power to consummate the transactions contemplated in and pursuant to this Agreement.

4.2 Authorization; Enforceability. The execution, delivery and performance of this Agreement has been duly authorized by all necessary action by the Buyer.

4.3 No Violation or Conflict. The execution, delivery, and performance of this Agreement, and the consummation by the Buyer of the transactions contemplated herein,

- (a) do not and will not conflict with, or violate, any law, judgment, order or decree; and
- (b) will not require any authorization, consent, approval, exemption or other action by, or notice to, any governmental entity.

5. Conditions to Closing.

5.1 Seller's Closing Conditions. The obligation of Seller to consummate and effect the acquisitions contemplated hereby shall be subject to the satisfaction at or prior to the Effective Date of each of the following conditions:

- (a) Representations and Warranties. Each representation and warranty of Buyer contained in this Agreement shall have been true and correct as of the date of this Agreement.
- (b) Agreements and Covenants. Buyer shall have performed or complied in all material respects with all agreements and covenants required by this Agreement to be performed or complied with by it at or prior to the Effective Date.

5.2 Buyer's Closing Conditions. The obligation of Buyer to consummate and effect the acquisitions contemplated hereby shall be subject to the satisfaction at or prior to the Effective Date of each of the following conditions, any of which may be waived, in writing, exclusively by Buyer:

- (a) Representations and Warranties. Each representation and warranty of Seller contained in this Agreement shall have been true and correct as of the date of this Agreement.
- (b) Agreements and Covenants. Seller shall have performed or complied in all material respects with all agreements and covenants required by this Agreement to be performed or complied with by Seller at or prior to the Effective Date.

6. Covenants.

6.1 Confidentiality. Each party and its officers, employees, agents and representatives will hold in confidence all terms, conditions and the existence of this Agreement except for the contemplated transfer of the VOCALIZE Domain Name, and also excepting any such information which (a) is lawfully compelled to be disclosed by judicial or administrative process or, in the opinion of its counsel, by other requirements of law or (b) with respect to which the other party waives this confidentiality requirement by prior written authorization. In

the event that a party becomes legally compelled or otherwise required to disclose by requirement of law any confidential information pursuant to clause (a) of this Section 6.1, that party shall use best efforts to provide the other party with prior written notice so that the other party may seek a protective order or other appropriate remedy and/or waive compliance.

6.2 Cooperation. The Seller and the Buyer shall cooperate in good faith with each other and with their respective legal counsel in connection with any steps to be taken as part of the parties' obligations under this Agreement.

6.3 No Further Use. Seller agrees not to directly or indirectly challenge the ownership, use, registration or validity of the Acquired Trademark the VOCALIZE Domain Name, or any confusingly similar variations thereof, by Buyer. Seller agrees not to use the Acquired Trademark or any confusingly similar trademark or service mark after the Effective Date. Moreover, after the Effective Date, Seller agrees not to directly or indirectly obtain or attempt to obtain any right, title, or interest in the Acquired Trademark, the VOCALIZE Domain Name, or any confusingly similar variations thereof (e.g., through registration of any confusingly similar trademarks, service marks, or domain names).

6.4 Future Cooperation. Seller agrees not to challenge the ownership, use, registration or validity of the Acquired Trademark, or any confusingly similar variations thereof, by Buyer.

6.5 No Restrictions.

- (a) Seller acknowledges and agrees that Buyer is not restricted in any way in the use (or non-use) of the Acquired Trademark and VOCALIZE Domain Name following the transfers contemplated in this Agreement and agrees not to challenge any such use or non-use, as applicable.

7. Severability. Wherever possible, each provision of this Agreement shall be interpreted in such a manner as to be valid under applicable law, but if any provision of this Agreement shall be invalid or prohibited thereunder, such provision shall be ineffective to the extent of such prohibition without invalidating the remainder of such provision or the remaining provisions of this Agreement.

8. Entire Agreement. This Agreement and the exhibit hereto contain the entire agreement of the parties as to the subject matter hereof and supersede all prior understandings and agreements of the parties with respect thereto. This Agreement cannot be modified except by a writing executed by both parties hereto.

9. Binding Effect. This Agreement shall bind the parties and their successors and assigns. All rights and obligations under this Agreement shall be freely assignable by Buyer without any requirement of notice or the consent of Seller.

10. Rules of Construction. Each party to this Agreement has been represented by counsel during the negotiation, preparation and execution of this Agreement and, therefore,

waives any rule of construction that would construe ambiguities against the party drafting this Agreement.

11. **Governing Law.** This Agreement shall be governed by and construed in accordance with the laws of the State of California, without regard to its conflict of laws principles.

12. **Counterparts.** This Agreement may be executed in two or more counterparts, including by facsimile, each of which will be deemed to be an original copy of this Agreement and all of which, when taken together, will be deemed to constitute one and the same agreement.

WHEREFORE, the parties have executed this Agreement to be effective as of the Effective Date.

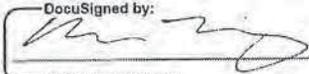
SELLER

BUYER

MIGUEL SAMPAIO, AN INDIVIDUAL

QUALTRICS, LLC

By: Miguel Sampaio

By: 

Name: Miguel Sampaio

Name: Blake Tierney

Title: Senior Corporate Counsel

Date: 11/6/14

Date: 11/6/2014

EXHIBIT A

vocalize

Exhibit O

Trademark/Service Mark Application, Principal Register

Serial Number: 86010836

Filing Date: 07/15/2013

The table below presents the data as entered.

Input Field	Entered
SERIAL NUMBER	86010836
MARK INFORMATION	
*MARK	<u>VOCALIZE</u>
STANDARD CHARACTERS	YES
USPTO-GENERATED IMAGE	YES
LITERAL ELEMENT	VOCALIZE
MARK STATEMENT	The mark consists of standard characters, without claim to any particular font, style, size, or color.
REGISTER	Principal
APPLICANT INFORMATION	
*OWNER OF MARK	Alchemy Factory
DBA/AKA/TA/Formerly	DBA Alchemy
*STREET	64 Marbella
*CITY	San Clemente
*STATE (Required for U.S. applicants)	California
*COUNTRY	United States
*ZIP/POSTAL CODE (Required for U.S. applicants only)	92673
PHONE	9494223545
EMAIL ADDRESS	fabio@alchemyfactory.co
AUTHORIZED TO COMMUNICATE VIA EMAIL	Yes
WEBSITE ADDRESS	http://www.vocalize.co
LEGAL ENTITY INFORMATION	

TYPE	limited liability company
STATE/COUNTRY WHERE LEGALLY ORGANIZED	California
GOODS AND/OR SERVICES AND BASIS INFORMATION	
INTERNATIONAL CLASS	035
*IDENTIFICATION	Service that allows people to provide feedback or express their opinions on a variety of different concepts (including, but not limited to, brands and companies) using Interactive Voice Response (IVR), telephony, mobile apps, and online tools. Market research service that delivers interactive voice-response surveys via Web, e-mail, mobile and SMS. Opinion leader service recruits, invited and gathers insights from online influencers.
FILING BASIS	SECTION 1(a)
FIRST USE ANYWHERE DATE	At least as early as 01/01/2013
FIRST USE IN COMMERCE DATE	At least as early as 01/01/2013
SPECIMEN FILE NAME(S)	<u>\\TICRS\EXPORT16\IMAGEOUT16\860\108\86010836\xml1\ APP0003.JPG</u>
SPECIMEN DESCRIPTION	website showing mark for services
CORRESPONDENCE INFORMATION	
NAME	Alchemy Factory
FIRM NAME	Alchemy Factory
STREET	64 Marbella
CITY	San Clemente
STATE	California
COUNTRY	United States
ZIP/POSTAL CODE	92673
PHONE	9494223545
EMAIL ADDRESS	fabio@alchemyfactory.co
AUTHORIZED TO COMMUNICATE VIA EMAIL	Yes
FEE INFORMATION	
NUMBER OF CLASSES	1

FEE PER CLASS	325
*TOTAL FEE DUE	325
*TOTAL FEE PAID	325
SIGNATURE INFORMATION	
SIGNATURE	/Fabio Gratton/
SIGNATORY'S NAME	Fabio Gratton
SIGNATORY'S POSITION	Owner
DATE SIGNED	07/15/2013

Trademark/Service Mark Application, Principal Register

Serial Number: 86010836

Filing Date: 07/15/2013

To the Commissioner for Trademarks:

MARK: VOCALIZE (Standard Characters, see mark)

The literal element of the mark consists of VOCALIZE.

The mark consists of standard characters, without claim to any particular font, style, size, or color.

The applicant, Alchemy Factory, DBA Alchemy, a limited liability company legally organized under the laws of California, having an address of

64 Marbella

San Clemente, California 92673

United States

requests registration of the trademark/service mark identified above in the United States Patent and Trademark Office on the Principal Register established by the Act of July 5, 1946 (15 U.S.C. Section 1051 et seq.), as amended, for the following:

International Class 035: Service that allows people to provide feedback or express their opinions on a variety of different concepts (including, but not limited to, brands and companies) using Interactive Voice Response (IVR), telephony, mobile apps, and online tools. Market research service that delivers interactive voice-response surveys via Web, e-mail, mobile and SMS. Opinion leader service recruits, invited and gathers insights from online influencers.

In International Class 035, the mark was first used by the applicant or the applicant's related company or licensee or predecessor in interest at least as early as 01/01/2013, and first used in commerce at least as early as 01/01/2013, and is now in use in such commerce. The applicant is submitting one(or more) specimen(s) showing the mark as used in commerce on or in connection with any item in the class of listed goods and/or services, consisting of a(n) website showing mark for services.

Specimen File 1

For informational purposes only, applicant's website address is: <http://www.vocalize.co>

The applicant's current Correspondence Information:

Alchemy Factory

Alchemy Factory

64 Marbella

San Clemente, California 92673

9494223545(phone)

fabio@alchemyfactory.co (authorized)

A fee payment in the amount of \$325 has been submitted with the application, representing payment for 1 class(es).

Declaration

The undersigned, being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. Section 1001, and that such willful false statements, and the like, may jeopardize the validity of the application or any resulting registration, declares that he/she is properly authorized to execute this application on behalf of the applicant; he/she believes the applicant to be the owner of the trademark/service mark sought to be registered, or, if the application is being filed under 15 U.S.C. Section 1051(b), he/she believes applicant to be entitled to use such mark in commerce; to the best of his/her knowledge and belief no other person, firm, corporation, or association has the right to use the mark in commerce, either in the identical form thereof or in such near resemblance thereto as to be likely, when used on or in connection with the goods/services of such other person, to cause confusion, or to cause mistake, or to deceive; and that all statements made of his/her own knowledge are true; and that all statements made on information and belief are believed to be true.

Declaration Signature

Signature: /Fabio Gratton/ Date: 07/15/2013

Signatory's Name: Fabio Gratton

Signatory's Position: Owner

RAM Sale Number: 86010836

RAM Accounting Date: 07/16/2013

Serial Number: 86010836

Internet Transmission Date: Mon Jul 15 20:41:28 EDT 2013

TEAS Stamp: USPTO/BAS-68.5.166.25-201307152041287648

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