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

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| Proceeding | 91224777 |
| Party | Defendant TCR IP Holdings, LLC |
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| Submission | Answer |
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| Signature | /Marc T. Rasich/ |
| Date | 12/21/2015 |
| Attachments | Soul Pose Answer 80776986_2.pdf(16810 bytes) |

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

In the Matter of Trademark Application Nos. 86/471,545 and 86/566,781
For the mark SOUL POSE

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| SOULCYCLE INC., |) | |
| |) | |
| Opposer, |) | |
| |) | |
| v. |) | Opposition No. 91224777 |
| |) | |
| TCR IP HOLDINGS, LLC, |) | |
| |) | |
| Applicant. |) | |
| |) | |

ANSWER TO NOTICE OF OPPOSITION

For its answer to Opposer’s Notice of Opposition (the “Opposition”), TCR IP Holdings, LLC ("TCR") responds as follows:

With respect to the first unnumbered introductory paragraph of the Opposition, TCR is without sufficient knowledge or information to form a belief as to the truth or falsity of the allegations contained in this paragraph pertaining to Opposer, its form of organization, or its principal place of business and therefore denies those allegations. As for the remaining allegations, TCR admits that it is the owner of United States Trademark Application Serial Nos. 86/471,545 and 86/566,781 (“the Applications”) for SOUL POSE (“TCR’s Mark”) in international classes 25 and 41, and that its prior business address was 12244 S. Business Park Drive, Suite 100, Draper, Utah. As reflected on current Trademark Status Document Retrieval (“TSDR”) records, TCR’s current business address is 1957 South 4800 West, Salt Lake City, Utah 84104. TCR specifically denies that Opposer will be damaged by registration of TCR’s Mark.

With respect to the numbered paragraphs of the Opposition, TCR responds as follows:

1. In response to the allegations in paragraph 1 of the Opposition, TCR lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 1 of the Opposition and, therefore, denies those allegations.

2. In response to the allegations in paragraph 2 of the Opposition, TCR admits that the web address Soul.com/shops links to an online store where various items are available for sale. TCR lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in paragraph 2 of the Opposition and, therefore, denies those allegations.

3. In response to the allegations in paragraph 3 of the Opposition, TCR admits that Opposer appears to have registrations for marks including the word Soul in class 41 and 25, 35, 14, 18, 28. TCR lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in paragraph 3 and, therefore, denies them.

4. In response to the allegations in paragraph 4 of the Opposition, TCR admits that the TSDR records attached to the Opposition appear to reflect that Opposer is the owner of record of numerous federal registrations for marks including the word Soul. Except as expressly admitted, TCR lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in paragraph 4 and, therefore, denies them.

5. In response to the allegations in paragraph 5 of the Opposition, TCR admits that the TSDR records attached to the Opposition appear to reflect that Opposer is the owner of record of registrations for marks in class 25 that include the word Soul. Except as expressly admitted, TCR lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in paragraph 5 and, therefore, denies them.

6. In response to the allegations in paragraph 5 of the Opposition, TCR admits that the TSDR records attached to the Opposition appear to reflect that Opposer is the owner of record of registrations for marks in class 41 that include the word Soul. Except as expressly admitted, TCR lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in paragraph 5 and, therefore, denies them.

7. In response to the allegations in paragraph 7 of the Opposition, TCR denies that the use of the word Soul in Opposer's marks is what fosters or reinforces consumer association with Opposer. Except as expressly denied, TCR lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in paragraph 7 of the Opposition and, therefore, denies them.

8. In response to the allegations in paragraph 8, TCR lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 8 of the Opposition and, therefore, denies them.

9. In response to the allegations in paragraph 9 of the Opposition, TCR lacks knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 9 of the Opposition and, therefore, denies those allegations.

10. TCR denies the allegations contained in paragraph 10 of the Opposition.

11. TCR admits the allegations contained in paragraph 11 of the Opposition. On or about November 3, 2015, TCR filed a Post-Approval/Publication/Post-Notice of Allowance (NOA) Amendment to delete Class 41 of Application Ser. No. 86/471,545 (the "Amendment"). The Amendment was filed after Opposer's extension of time to oppose, but prior to the filing of the Opposition. Thus, Ser. No. 86/471,545 is not at issue in this Opposition proceeding.

12. TCR admits the allegations contained in paragraph 12 of the Opposition.

13. In response to the allegations in paragraph 13 of the Opposition, TCR lacks knowledge or information sufficient to form a belief as to the truth of the allegations and, therefore, denies them.

14. In response to the allegations in paragraph 14 of the Opposition, TCR admits both TCR and Opposer provide services and apparel and promote them through websites. Except as expressly admitted, TCR denies the remaining allegations contained in paragraph 14 of the Opposition and, therefore, denies them.

15. TCR denies the allegations in paragraph 15 of the Opposition.

16. TCR denies the allegations in paragraph 16 of the Opposition.

17. TCR denies the allegations in paragraph 17 of the Opposition.

18. TCR denies the allegations in paragraph 18 of the Opposition.

19. TCR denies the allegations in paragraph 19 of the Opposition.

AFFIRMATIVE DEFENSES

1. Opposer has failed to state a claim upon which relief may be granted.

2. Opposer's claims are barred by the doctrines of estoppels and unclean hands, or other equitable principles.

3. Upon information and belief, users of Opposer's goods and services are careful consumers of such goods and services.

4. Upon information and belief, users of TCR's goods and services are careful consumers of such goods and services.

5. TCR's Mark and Opposer's marks have very different commercial impressions.

6. The trade channels and target markets for TCR's and Opposer's respective marks are distinct.

7. TCR's Mark is not likely to cause confusion, mistake, or deception to purchasers as to the source of Opposer's goods or services or TCR's goods or services. Any similarity, if at all, between TCR's Mark and the pleaded marks of Opposer is in the portion "Soul" which, upon information and belief, has been used and registered by numerous third parties across multiple classes of goods, including international classes 25 and 41. As a result, Opposer cannot base any similarity between its pleaded marks and TCR's Mark solely on the inclusion of the word "Soul." Any trademark or service mark rights that Opposer may have must be narrowly circumscribed to the goods or services indicated. Any other use or any meaningful difference between similar marks, including the word Soul, would not lead to a likelihood of confusion.

8. TCR's Mark does not falsely suggest a connection with Opposer or Opposer's marks.

9. TCR reserves the right to add further affirmative defenses discovered to be applicable during discovery.

WHEREFORE, TCR respectfully requests that the Opposition be dismissed with prejudice and that TCR be granted its registrations for the mark Soul Pose.

Dated: December 20, 2015

Respectfully Submitted,

/Marc T. Rasich/
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Attorneys for Applicant TCR IP Holdings, LLC

CERTIFICATE OF SERVICE

I hereby certify that I served the foregoing **ANSWER TO NOTICE OF OPPOSITION** on the following named persons on the date indicated below by:

- .. mailing with postage prepaid
- .. hand delivery
- .. facsimile transmission
- .. overnight delivery
- .. e-mail attachment in PDF format

to said persons a true copy thereof, contained in a sealed envelope, addressed to said persons' last-known address indicated below.

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Attorneys for Opposer

DATED: December 21, 2015

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