ESTTA Tracking number: **ESTTA910640**

Filing date: **07/19/2018**

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

Proceeding	91229208
Party	Plaintiff Apple Inc.
Correspondence Address	GLENN A GUNDERSEN DECHERT LLP CIRA CENTRE, 2929 ARCH STREET PHILADELPHIA, PA 19104-2808 UNITED STATES Email: glenn.gundersen@dechert.com, trademarks@dechert.com, gayle.denman@dechert.com, jennifer.insley-pruitt@dechert.com
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Signature	/Jennifer Insley-Pruitt/
Date	07/19/2018
Attachments	Trial Declaration of Tom La Perle - Declaration.pdf(212146 bytes) Trial Declaration of Tom La Perle -Exhibit A -1.pdf(307112 bytes) Trial Declaration of Tom La Perle - Exhibit A - 2.pdf(392364 bytes) Trial Declaration of Tom La Perle - Exhibit A - 3.pdf(202346 bytes) Trial Declaration of Tom La Perle - Exhibit A - 4.pdf(201273 bytes) Trial Declaration of Tom La Perle - Exhibit A - 5.pdf(182316 bytes) Trial Declaration of Tom La Perle - Exhibit A - 6.pdf(196541 bytes) Trial Declaration of Tom La Perle - Exhibit A - 7.pdf(220994 bytes) Trial Declaration of Tom La Perle - Exhibit A - 8.pdf(231473 bytes) Trial Declaration of Tom La Perle - Exhibit A - 9.pdf(95038 bytes) Trial Declaration of Tom La Perle - Exhibits B - D.pdf(973155 bytes) Trial Declaration of Tom La Perle - Exhibits E - F.pdf(821590 bytes) Trial Declaration of Tom La Perle - Exhibit G -1.pdf(3578864 bytes) Trial Declaration of Tom La Perle - Exhibit G - 2.pdf(5762280 bytes) Trial Declaration of Tom La Perle - Exhibit G - 3.pdf(3903168 bytes) Trial Declaration of Tom La Perle - Exhibit G- 4.pdf(3504633 bytes) Trial Declaration of Tom La Perle - Exhibit G - 5.pdf(4422452 bytes) Trial Declaration of Tom La Perle - Exhibit G -6.pdf(1922042 bytes) Trial Declaration of Tom La Perle - Exhibits H - K.pdf(992941 bytes) Trial Declaration of Tom La Perle - Exhibits L - N.pdf(995441 bytes) Trial Declaration of Tom La Perle - Exhibit O.pdf(201775 bytes) Trial Declaration of Tom La Perle - Exhibit P - 1.pdf(2056228 bytes) Trial Declaration of Tom La Perle - Exhibit P -2.pdf(4418716 bytes) Trial Declaration of Tom La Perle - Exhibits Q - S.pdf(1810405 bytes) Trial Declaration of Tom La Perle - Exhibits T - U.pdf(445531 bytes) Trial Declaration of Tom La Perle - Exhibit V .pdf(2237190 bytes) Trial Declaration of Tom La Perle - Exhibit W.pdf(282255 bytes) Trial Declaration of Tom La Perle - Exhibit X - 1.pdf(91330 bytes) Trial Declaration of Tom La Perle - Exhibit X - 2.pdf(108303 bytes) Trial Declaration of Tom La Perle - Exhibit X - 3.pdf(11043 bytes) Trial Declaration of Tom La Perle - Exhibit Y - 1.pdf(229860 bytes) Trial Declaration of Tom La Perle - Exhibit Y - 2.pdf(337061 bytes) Trial Declaration of Tom La Perle - Exhbit Y - 3.pdf(154643 bytes) Trial Declaration of Tom La Perle - Exhibit Y - 4.pdf(219946 bytes) Trial Declaration of Tom La Perle - Exhibit Y - 5.pdf(134692 bytes) Trial Declaration of Tom La Perle - Exhibit Y - 6.pdf(172884 bytes)

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

In re Application Serial No. 86/765,783
Mark: APPLE PENCIL

APPLE INC., Opposer, v. HOMER MARTIN PEAVY, Applicant.	Opposition No. 91229208

TRIAL DECLARATION OF THOMAS R. LA PERLE

I, THOMAS R. LA PERLE, declare under penalty of perjury as follows:

1. I am a Director in the Legal Department of Apple Inc., managing the Trademark and Copyright Group. In this Declaration, I refer to Apple Inc. as "Apple."

2. I have been employed by Apple continuously since September 1999. Before joining Apple, I worked as Apple's outside intellectual property counsel at a US law firm. Since joining Apple, my responsibilities have included and still include the global prosecution and protection of Apple's well-known trademarks. As a result of my current and previous job responsibilities, I am familiar with the history and operations of Apple and, among other things, its products, advertising, sales, and trademarks.

3. I submit this declaration as my direct testimony in connection with the above-captioned proceeding between, on the one hand, Opposer Apple Inc. and, on the other, Applicant

Homer Martin Peavy ("Applicant"). I confirm that the facts and matters set out herein are based on my own knowledge and understanding or from my review of the records and documents of Apple, which are prepared and kept in the regular course of business and to which I have access and that I rely on in my position at Apple. Furthermore, all of the exhibits attached hereto are records kept in the ordinary course of Apple's business or compiled from records kept in the ordinary course of Apple's business, and Apple regularly relies on documents of this type in conducting its business.

I. BUSINESS AND PRODUCTS OF APPLE

4. Since its founding in 1976, Apple and its wholly-owned subsidiaries designs, manufactures and markets mobile communication and media devices and personal computers, and sells a variety of related software, services, accessories, networking solutions and third-party digital content and applications. Apple's products and services include iPhone, iPad, Mac, Apple Watch, AirPods, Apple TV, HomePod, a portfolio of consumer and professional software applications, iOS, macOS, watchOS and tvOS operating systems, iCloud, Apple Pay and a variety of other accessory, service and support offerings. Apple sells and delivers digital content and applications through the iTunes Store, App Store, Mac App Store, TV App Store, iBooks Store and Apple Music (collectively "Digital Content and Services"). Apple sells its products worldwide through its retail stores, online stores and direct sales force, as well as through third-party cellular network carriers, wholesalers, retailers and resellers.

A. Apple and Its Famous Trademarks

5. Since at least as early as 1977, Apple has continuously and extensively promoted, marketed, advertised, distributed, and sold goods and services in connection with a family of

trademarks consisting, in whole or in part, of the word APPLE and/or a graphical equivalent of the word, i.e., a logo depicting a stylized apple with a "bite" and a detached leaf, as shown below:

(the "Apple Logo").

6. Today, Apple is one of the biggest and most famous companies in the world. In Fiscal Year 2017 alone, Apple had $229.23 billion in global net sales, with $84.3 billion of those sales in the United States. Attached as **Exhibit A** is Apple's Form 10-K for the fiscal year that ended on September 30, 2017.

7. In February 2018, Apple announced the most profitable quarter in its history, and reported that at that time, there were 1.3 billion Apple devices in active use worldwide. Attached as **Exhibit B** is a February 1, 2018 press release issued by Apple reporting Apple's financial results for the first quarter of fiscal year 2018.

8. As of January 2018, Apple was the largest taxpayer in the United States, and employed 84,000 people in the United States alone. Attached as **Exhibit C** is a January 17, 2018 press release issued by Apple discussing Apple's role in the U.S. economy.

9. Due to Apple's enormous sales and the fame of the company and its products, the mark APPLE and its visual equivalent, the Apple Logo, are among the world's most iconic trademarks. I will refer to APPLE and the Apple Logo together as the "Apple Mark."

10. All of Apple's goods and services are marketed and sold under the famous Apple

Mark, and many of its most popular products and services also bear Apple Mark-formative product marks (collectively, "Apple-Formative Product Marks," and together with the Apple Mark, the "Apple Family of Marks"), including APPLE WATCH, WATCH, APPLE TV, tv, APPLE MUSIC, and MUSIC. Attached as **Exhibit D** are printouts from Apple's *apple.com* website (the "Apple Website") showing Apple's use of the Apple Mark and a selection of goods and services marketed by Apple under Apple-Formative Product Marks.

B. The APPLE PENCIL Precision Writing Instrument and the APPLE PENCIL Mark

11. Among Apple's well-known Apple-Formative Product Marks is the mark APPLE PENCIL and its logo form, Pencil (together, the "APPLE PENCIL Mark").

12. Apple announced the APPLE PENCIL device on September 9, 2015 as a versatile precision stylus allowing users to write, draw, and sketch on their iPad Pro tablets. Attached as **Exhibit E** is a September 9, 2015 press release issued by Apple announcing the introduction of the APPLE PENCIL device.

13. Since then, the APPLE PENCIL device, which operates like a classic writing instrument, has become a well-regarded tool among many groups of users, including students and artists. Apple now markets the APPLE PENCIL device not only for use with the iPad Pro, but also in connection with Apple's most popular and affordable entry-level iPad. Attached as **Exhibit F** is a March 27, 2018 press release issued by Apple announcing the introduction of a new line of iPads for use with the APPLE PENCIL device.

14. The APPLE PENCIL device is used in connection with a vast array of tasks ranging from taking notes to retouching layers in a photo. It works in conjunction with a variety

of apps and programs, including programs such as Microsoft Office, to allow users to add handwriting and drawings alongside text, make edits to documents, spreadsheets, and presentations, and write directly on email messages. Artists use the APPLE PENCIL device for purposes ranging from drawing and painting to calligraphy. Attached as **Exhibit G** is a printout from the Apple Website providing information on the APPLE PENCIL device and its uses.

15. Apple uses its APPLE PENCIL Mark prominently in connection with the sale of both the APPLE PENCIL writing instrument and certain accessories for the APPLE PENCIL device, including an APPLE PENCIL case. Attached as **Exhibit H** are printouts from the Apple Website showing use of the APPLE PENCIL Mark in connection with the sale of the APPLE PENCIL device and related accessories.

16. The APPLE PENCIL Mark is featured on the APPLE PENCIL product and its packaging in logo form. Attached as **Exhibit I** are photographs of the APPLE PENCIL device and its packaging showing the placement of the APPLE PENCIL Mark on the APPLE PENCIL device and its box.

17. The APPLE PENCIL Mark is also displayed in Apple's retail stores. Attached as **Exhibit J** are photographs of the display of APPLE PENCIL products in Apple's retail store at 1981 Broadway in New York City.

C. Marketing and Advertising of the APPLE PENCIL Device

18. Apple supports its APPLE PENCIL device through strategic and highly visible advertising, promotions, and public relations programs. Apple advertises and promotes its APPLE PENCIL product in marketing material focusing on the APPLE PENCIL device, and also through advertisements of other products such as Apple's well-known iPad featuring use of

those products in conjunction with the APPLE PENCIL device.

19. Apple has advertised the APPLE PENCIL device in a variety of media, including television. Apple's U.S. television commercials are also posted on Apple's YouTube page, where they draw millions of views even after the television run of the advertisement has ended. Attached as **Exhibit K** are screenshots from Apple's YouTube page of the commercial entitled *The Amazing Apple Pencil*, which aired on United States television beginning in or about June 2017; attached as **Exhibit L** are screenshots from Apple's YouTube page of the commercial entitled *On Any Given Wednesday*, which aired on United States television beginning in or about June 2017; and attached as **Exhibit M** are screenshots from Apple's YouTube page of the commercial entitled *Homework*, which aired on United States television beginning in or about March 2018.

20. Apple also advertises the APPLE PENCIL device through Internet-only commercials. Attached as **Exhibit N** are screenshots from Apple's YouTube page of an Internet commercial entitled *Organized Notes*, which was released in or about July 2018; and attached as **Exhibit O** are screenshots from Apple's YouTube page of an Internet commercial entitled *Travel Simply*, which was released in or about July 2018.

21. Apple promotes the APPLE PENCIL device through its website. Attached as **Exhibit P** are a selection of pages from the Apple Website promoting the APPLE PENCIL device, including for use in connection with Apple's IPAD products and with applications including KEYNOTE and PAGES.

22. Apple also promotes the APPLE PENCIL device through its social media accounts, including Twitter and Facebook. Attached as **Exhibit Q** are printouts from Apple's

social media accounts promoting the APPLE PENCIL product.

23. Apple also promotes the APPLE PENCIL device through "how-to" videos explaining the utility of the product to different groups of users. Attached as **Exhibit R** are screenshots from Apple's YouTube page of an instructional video entitled *How to Mark Stuff Up With Apple Pencil*, which was released in or about August 2017; attached as **Exhibit S** are screenshots from Apple's YouTube page of an instructional video entitled *How to Sketch in Notes With Apple Pencil*, which was released in or about April 2018; and attached as **Exhibit T** are screenshots from Apple's YouTube page of an instructional video entitled *How to Draw on Screenshots*, which was released in or about April 2018.

24. In addition, Apple promotes the APPLE PENCIL device through Apple's TODAY AT APPLE program, which consists of sessions and special events held at stores around the United States that focus on teaching individuals how to use Apple products. Attached as **Exhibit U** are printouts from the Apple Website advertising a variety of TODAY AT APPLE classes focusing on the APPLE PENCIL product.

25. Through its extensive marketing and advertising activity, Apple promotes its APPLE PENCIL products to students, artists, educators, and other user groups. Attached as **Exhibit V** are printouts from the Apple Website and press releases evidencing promotion of the APPLE PENCIL device to various user groups.

D. Distribution of APPLE PENCIL Products

26. APPLE PENCIL products are sold throughout the United States through the Apple Website and authorized resellers. The APPLE PENCIL device is also sold in Apple's more than 270 APPLE STORE retail stores, which are located across the United States, with at

least one store in almost every state. Attached as **Exhibit W** is a listing of Apple retail stores across the United States.

II. APPLE'S TRADEMARK REGISTRATIONS AND ENFORCEMENT EFFORTS

27. In connection with its efforts in protecting its renowned brands, Apple has secured a number of federal registrations for the Apple Family of Marks. Attached as **Exhibit X** are copies of records from the Trademark Search and Document Retrieval service of the United States Patent and Trademark Office reflecting some of Apple's registrations for the Apple Family of Marks, including U.S. Registration No. 5028493 for the mark APPLE PENCIL and U.S. Registration No. 5028531 for the mark Pencil.

28. Apple takes great care to vigorously enforce its exclusive rights in the Apple Family of Marks. Among other steps, Apple has filed a number of trademark oppositions against parties who improperly seek to register marks confusingly similar to those owned by Apple. Attached as **Exhibit Y** are notices of opposition filed by Apple (with attached exhibits omitted), and documents sufficient to indicate the resolution of these opposition proceedings.

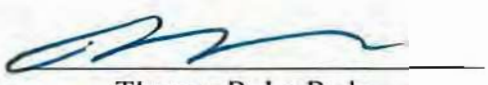
III. HARM TO APPLE IF APPLICANT IS PERMITTED TO REGISTER HIS MARK

29. Given the renown of the Apple Family of Marks and the vast sales under the Apple Family of Marks, I believe that consumers overwhelmingly associate both the Apple Mark and Apple-Formative Product Marks with Apple and its wide variety of technology-related goods and services.

30. As I understand it, Applicant has applied to register the mark APPLE PENCIL in connection with various goods in Class 16, including writing and drawing instruments. Applicant's mark is identical to Apple's APPLE PENCIL word mark. Because the Apple

Family of Marks and Apple-Formative Product Marks generally and the APPLE PENCIL Mark specifically are so well-known among consumers, I am concerned that consumers are likely to incorrectly believe that Applicant's goods sold under Applicant's APPLE PENCIL mark originate with or are otherwise associated with Apple.

Declared under penalty of perjury, this 18th day of July 2018 at Sunnyvale, California.



Thomas R. La Perle

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing **Trial Declaration of Thomas R. La Perle** and attached exhibits have been served by email to counsel for Applicant, Homer Martin Peavy, at *ms@themiamilaw.com* and *midstewart@gmail.com*, this 19th day of July, 2018.

Jennifer Insley-Pruitt

EXHIBIT A

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended September 30, 2017

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number: **001-36743**

Apple Inc.

(Exact name of Registrant as specified in its charter)

California	**94-2404110**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1 Infinite Loop, Cupertino, California	**95014**
(Address of principal executive offices)	(Zip Code)

(408) 996-1010

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Common Stock, $0.00001 par value per share	**The Nasdaq Stock Market LLC**
1.000% Notes due 2022	**New York Stock Exchange LLC**
1.375% Notes due 2024	**New York Stock Exchange LLC**
0.875% Notes due 2025	**New York Stock Exchange LLC**
1.625% Notes due 2026	**New York Stock Exchange LLC**
2.000% Notes due 2027	**New York Stock Exchange LLC**
1.375% Notes due 2029	**New York Stock Exchange LLC**
3.050% Notes due 2029	**New York Stock Exchange LLC**
3.600% Notes due 2042	**New York Stock Exchange LLC**
(Title of each class)	(Name of each exchange on which registered)

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☒ No ☐

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes ☐ No ☒

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of the Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐ (Do not check if a smaller reporting company)	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes ☐ No ☒

The aggregate market value of the voting and non-voting stock held by non-affiliates of the Registrant, as of March 31, 2017 , the last business day of the Registrant's most recently completed second fiscal quarter, was approximately $747,509,000,000 . Solely for purposes of this disclosure, shares of common stock held by executive officers and directors of the Registrant as of such date have been excluded because such persons may be deemed to be affiliates. This determination of executive officers and directors as affiliates is not necessarily a conclusive determination for any other purposes.

5,134,312,000 shares of common stock were issued and outstanding as of October 20, 2017 .

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's definitive proxy statement relating to its 2018 annual meeting of shareholders (the " 2018 Proxy Statement") are incorporated by reference into Part III of this Annual Report on Form 10-K where indicated. The 2018 Proxy Statement will be filed with the U.S. Securities and Exchange Commission within 120 days after the end of the fiscal year to which this report relates.

Apple Inc.

Form 10-K

For the Fiscal Year Ended September 30, 2017

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This Annual Report on Form 10-K ("Form 10-K") contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties. Many of the forward-looking statements are located in Part II, Item 7 of this Form 10-K under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations." Forward-looking statements provide current expectations of future events based on certain assumptions and include any statement that does not directly relate to any historical or current fact. Forward-looking statements can also be identified by words such as "future," "anticipates," "believes," "estimates," "expects," "intends," "plans," "predicts," "will," "would," "could," "can," "may," and similar terms. Forward-looking statements are not guarantees of future performance and the Company's actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such differences include, but are not limited to, those discussed in Part I, Item 1A of this Form 10-K under the heading "Risk Factors," which are incorporated herein by reference. All information presented herein is based on the Company's fiscal calendar. Unless otherwise stated, references to particular years, quarters, months or periods refer to the Company's fiscal years ended in September and the associated quarters, months and periods of those fiscal years. Each of the terms the "Company" and "Apple" as used herein refers collectively to Apple Inc. and its wholly-owned subsidiaries, unless otherwise stated. The Company assumes no obligation to revise or update any forward-looking statements for any reason, except as required by law.

PART I

Item 1. Business

Company Background

The Company designs, manufactures and markets mobile communication and media devices and personal computers, and sells a variety of related software, services, accessories, networking solutions and third-party digital content and applications. The Company's products and services include iPhone ®, iPad ®, Mac ®, Apple Watch ®, Apple TV ®, a portfolio of consumer and professional software applications, iOS, macOS ®, watchOS ® and tvOS™ operating systems, iCloud ®, Apple Pay ® and a variety of accessory, service and support offerings. The Company sells and delivers digital content and applications through the iTunes Store ®, App Store ®, Mac App Store, TV App Store, iBooks Store ® and Apple Music ® (collectively "Digital Content and Services"). The Company sells its products worldwide through its retail stores, online stores and direct sales force, as well as through third-party cellular network carriers, wholesalers, retailers and value-added resellers. In addition, the Company sells a variety of third-party Apple-compatible products, including application software and various accessories through its retail and online stores. The Company sells to consumers, small and mid-sized businesses and education, enterprise and government customers. The Company's fiscal year is the 52 or 53-week period that ends on the last Saturday of September. The Company is a California corporation established in 1977.

Business Strategy

The Company is committed to bringing the best user experience to its customers through its innovative hardware, software and services. The Company's business strategy leverages its unique ability to design and develop its own operating systems, hardware, application software and services to provide its customers products and solutions with innovative design, superior ease-of-use and seamless integration. As part of its strategy, the Company continues to expand its platform for the discovery and delivery of digital content and applications through its Digital Content and Services, which allows customers to discover and download digital content, iOS, Mac, Apple Watch and Apple TV applications, and books through either a Mac or Windows personal computer or through iPhone, iPad and iPod touch ® devices ("iOS devices"), Apple TV and Apple Watch. The Company also supports a community for the development of third-party software and hardware products and digital content that complement the Company's offerings. The Company believes a high-quality buying experience with knowledgeable salespersons who can convey the value of the Company's products and services greatly enhances its ability to attract and retain customers. Therefore, the Company's strategy also includes building and expanding its own retail and online stores and its third-party distribution network to effectively reach more customers and provide them with a high-quality sales and post-sales support experience. The Company believes ongoing investment in research and development ("R&D"), marketing and advertising is critical to the development and sale of innovative products, services and technologies.

Business Organization

The Company manages its business primarily on a geographic basis. The Company's reportable segments consist of the Americas, Europe, Greater China, Japan and Rest of Asia Pacific. Americas includes both North and South America. Europe includes European countries, as well as India, the Middle East and Africa. Greater China includes China, Hong Kong and Taiwan. Rest of Asia Pacific includes Australia and those Asian countries not included in the Company's other reportable segments. Although the

reportable segments provide similar hardware and software products and similar services, each one is managed separately to better align with the location of the Company's customers and distribution partners and the unique market dynamics of each geographic region. Further information regarding the Company's reportable segments may be found in Part II, Item 7 of this Form 10-K under the subheading "Segment Operating Performance," and in Part II, Item 8 of this Form 10-K in the Notes to Consolidated Financial Statements in Note 11, "Segment Information and Geographic Data."

Products

iPhone

iPhone is the Company's line of smartphones based on its iOS operating system. iPhone includes Siri ®, a voice-activated intelligent assistant, and Apple Pay and Touch ID ® on qualifying devices. In September 2017, the Company introduced iPhone 8 and 8 Plus, featuring a new glass and aluminum design, enhanced cameras and speakers, wireless charging and augmented reality optimization. Additionally, in September 2017, the Company announced iPhone X, featuring an all-glass design with a Super Retina™ OLED display and facial recognition. iPhone 8 and 8 Plus were available starting in September 2017, and iPhone X is expected to be available in November 2017. The Company's line of smartphones also includes iPhone 7, 7 Plus, 6s, 6s Plus and SE models. iPhone works with the iTunes Store, App Store, iBooks Store and Apple Music for purchasing, organizing and playing digital content and apps.

iPad

iPad is the Company's line of multi-purpose tablets based on its iOS operating system, which includes iPad Pro ®, iPad and iPad mini™. iPad includes Siri, Apple Pay and Touch ID. In June 2017, the Company released a new 10.5-inch iPad Pro and an updated 12.9-inch iPad Pro with more advanced displays and enhanced performance. iPad works with the iTunes Store, App Store, iBooks Store and Apple Music for purchasing, organizing and playing digital content and apps.

Mac

Mac is the Company's line of desktop and portable personal computers based on its macOS operating system. Mac includes Siri and Apple Pay and also includes Touch ID on qualifying devices. The Company's desktop computers include iMac ®, 21.5" iMac with Retina ® 4K display, 27" iMac with Retina 5K display, Mac Pro ® and Mac mini ®. In June 2017, the Company announced the new iMac Pro™, which is expected to be available in December 2017. The Company's portable computers include MacBook ®, MacBook Air ®, MacBook Pro ® and MacBook Pro with Touch Bar™.

Operating Systems

iOS

iOS is the Company's mobile operating system that serves as the foundation for iOS devices. Devices running iOS are compatible with both Mac and Windows personal computers and Apple's iCloud services. In September 2017, the Company released iOS 11, which includes new iPad features, new capabilities to improve images in Photos and Camera, enhanced Siri functionality and a redesigned App Store. iOS 11 also introduces ARKit, an augmented reality framework for developers.

macOS

macOS is the Company's desktop operating system and is built on an open-source UNIX-based foundation and provides an intuitive and integrated computer experience. Support for iCloud is built into macOS so users can access content and information from Mac, iOS devices and other supported devices and access downloaded content and apps from the iTunes Store. macOS High Sierra, released in September 2017, is the 14th major release of macOS and incorporates new storage, video and graphics technologies, and includes improvements to Photos, Safari ® and Mail.

watchOS

watchOS is the Company's operating system for Apple Watch. In September 2017, the Company released watchOS 4, which adds a proactive Siri watch face that displays the information users need most throughout the day, personalized activity coaching and a new music experience. watchOS 4 also includes an enhanced Workout app and introduces GymKit™, a technology platform that offers users connected workouts with cardio equipment.

tvOS

tvOS is the Company's operating system for Apple TV. The tvOS operating system is based on the Company's iOS platform and enables developers to create new apps and games specifically for Apple TV and deliver them to customers through the Apple TV App Store. tvOS incorporates Siri capabilities that allow searching across apps and services.

Application Software

The Company's application software includes iWork ® and various other software, including Final Cut Pro ® , Logic Pro ® X and FileMaker ® Pro. iWork is the Company's integrated productivity suite included with all Mac computers and is designed to help users create, present and publish documents through Pages ® , presentations through Keynote ® and spreadsheets through Numbers ® . The Company also has Multi-Touch™ versions of iWork applications designed specifically for use on iOS devices, which are available as free downloads for all new iOS devices.

Services

Digital Content and Services

The iTunes Store, available for iOS devices, Mac and Windows personal computers and Apple TV, allows customers to purchase and download music and TV shows, rent or purchase movies and download free podcasts. The App Store, available for iOS devices, allows customers to discover and download apps and purchase in-app content. The Mac App Store, available for Mac computers, allows customers to discover, download and install Mac applications. The TV App Store allows customers access to apps and games specifically for Apple TV. The iBooks Store, available for iOS devices and Mac computers, features e-books from major and independent publishers. Apple Music offers users a curated listening experience with on-demand radio stations that evolve based on a user's play or download activity and a subscription-based internet streaming service that also provides unlimited access to the Apple Music library.

iCloud

iCloud is the Company's cloud service which stores music, photos, contacts, calendars, mail, documents and more, keeping them up-to-date and available across multiple iOS devices, Mac and Windows personal computers and Apple TV. iCloud services include iCloud Drive ® , iCloud Photo Library, Family Sharing, Find My iPhone, iPad or Mac, Find My Friends, Notes, iCloud Keychain ® and iCloud Backup for iOS devices.

AppleCare

The Company offers a range of support options for its customers. These include assistance that is built into software products, electronic product manuals, online support including comprehensive product information as well as technical assistance, the AppleCare ® Protection Plan ("APP") and AppleCare+ ("AC+"). APP and AC+ are fee-based services that extend the coverage of phone support eligibility and hardware warranty repairs. APP and AC+ offer additional coverage under some circumstances for instances of accidental damage and are available in certain countries for certain products.

Apple Pay

Apple Pay is the Company's cashless payment service available in certain countries that offers an easy, secure and private way to pay. Apple Pay allows users to pay for purchases in participating stores accepting contactless payments and to pay for purchases within participating apps on qualifying devices. Apple Pay accepts credit and debit cards across major card networks and also supports reward programs and store-issued credit and debit cards. The Company expects to release an update to iOS 11 and watchOS 4 in fall 2017 that will allow peer-to-peer payments using Apple Pay.

Other Products

Accessories

The Company sells a variety of Apple-branded and third-party accessories, including Beats ® products, headphones, displays, storage devices, and various other connectivity and computing products and supplies. In December 2016, the Company released AirPods ® , new wireless headphones that interact with Siri. Additionally, in June 2017, the Company announced the HomePod™ wireless speaker and in September 2017, announced AirPower™, a new wireless charging accessory, which are expected to be available in December 2017 and calendar year 2018, respectively.

Apple TV

Apple TV connects to consumers' TVs and enables them to access digital content directly for streaming video, playing music and games, and viewing photos. Content from Apple Music and other media services is also available on Apple TV. Apple TV allows streaming digital content from Mac and Windows personal computers through Home Share and from compatible Mac and iOS devices through AirPlay ® . Apple TV runs on the Company's tvOS operating system and is based on apps built for the television. Additionally, the Apple TV remote features Siri, allowing users to search and access content with their voice. In September 2017, the Company introduced Apple TV 4K, which supports 4K and High Dynamic Range content, providing customers with enhanced picture quality.

Apple Watch

Apple Watch is a personal electronic device that combines the watchOS user interface and technologies created specifically for a smaller device, including the Digital Crown™, a unique navigation tool that allows users to seamlessly scroll, zoom and navigate, and Force Touch, a technology that senses the difference between a tap and a press and allows users to access controls within apps. Apple Watch enables users to communicate in new ways from their wrist, track their health and fitness through activity and workout apps, and includes Siri and Apple Pay. In September 2017, the Company introduced Apple Watch Series 3, featuring health and fitness enhancements and built-in cellular capability on qualifying devices.

iPod touch

iPod touch, based on the Company's iOS operating system, is a flash memory-based digital music and media player that works with the iTunes Store, App Store, iBooks Store and Apple Music for purchasing and playing digital content and apps.

Developer Programs

The Company's developer programs support app developers with building, testing and distributing apps for iOS, macOS, watchOS and tvOS. Developer program membership provides access to beta software and advanced app capabilities (e.g., CloudKit ®, HealthKit™ and Apple Pay), the ability to test apps using TestFlight ®, distribution on the App Store, access to App Analytics and code-level technical support. Developer programs also exist for businesses creating apps for internal use (the Apple Developer Enterprise Program) and developers creating accessories for Apple devices (the MFi Program). All developers, even those who are not developer program members, can sign in with their Apple ID to post on the Apple Developer Forums and use Xcode ®, the Company's integrated development environment for creating apps for Apple platforms. Xcode includes project management tools; analysis tools to collect, display and compare app performance data; simulation tools to locally run, test and debug apps; and tools to simplify the design and development of user interfaces. All developers also have access to extensive technical documentation and sample code.

Markets and Distribution

The Company's customers are primarily in the consumer, small and mid-sized business, education, enterprise and government markets. The Company sells its products and resells third-party products in most of its major markets directly to consumers and small and mid-sized businesses through its retail and online stores and its direct sales force. The Company also employs a variety of indirect distribution channels, such as third-party cellular network carriers, wholesalers, retailers and value-added resellers. During 2017 , the Company's net sales through its direct and indirect distribution channels accounted for 28% and 72%, respectively, of total net sales.

The Company believes that sales of its innovative and differentiated products and services are enhanced by knowledgeable salespersons who can convey the value of the hardware and software integration and demonstrate the unique solutions that are available on its products. The Company further believes providing direct contact with its targeted customers is an effective way to demonstrate the advantages of its products over those of its competitors and providing a high-quality sales and after-sales support experience is critical to attracting new and retaining existing customers.

To ensure a high-quality buying experience for its products in which service and education are emphasized, the Company continues to build and improve its distribution capabilities by expanding the number of its own retail stores worldwide. The Company's retail stores are typically located at high-traffic locations in quality shopping malls and urban shopping districts. By operating its own stores and locating them in desirable high-traffic locations the Company is better positioned to ensure a high-quality customer buying experience and attract new customers. The stores are designed to simplify and enhance the presentation and marketing of the Company's products and related solutions. The retail stores employ experienced and knowledgeable personnel who provide product advice, service and training, and offer a wide selection of third-party hardware, software and other accessories that complement the Company's products.

The Company has also invested in programs to enhance reseller sales by placing high-quality Apple fixtures, merchandising materials and other resources within selected third-party reseller locations. Through the Apple Premium Reseller Program, certain third-party resellers focus on the Apple platform by providing a high level of product expertise, integration and support services.

The Company is committed to delivering solutions to help educators teach and students learn. The Company believes effective integration of technology into classroom instruction can result in higher levels of student achievement and has designed a range of

products, services and programs to address the needs of education customers. The Company also supports mobile learning and real-time distribution of, and access to, education-related materials through iTunes U ® , a platform that allows students and teachers to share and distribute educational media online. The Company sells its products to the education market through its direct sales force, select third-party resellers and its retail and online stores.

The Company also sells its hardware and software products to enterprise and government customers in each of its reportable segments. The Company's products are deployed in these markets because of their performance, productivity, ease-of-use and seamless integration into information technology environments. The Company's products are compatible with thousands of third-party business applications and services, and its tools enable the development and secure deployment of custom applications as well as remote device administration.

No single customer accounted for more than 10% of net sales in 2017 , 2016 and 2015 .

Competition

The markets for the Company's products and services are highly competitive and the Company is confronted by aggressive competition in all areas of its business. These markets are characterized by frequent product introductions and rapid technological advances that have substantially increased the capabilities and use of mobile communication and media devices, personal computers and other digital electronic devices. Many of the Company's competitors that sell mobile devices and personal computers based on other operating systems seek to compete primarily through aggressive pricing and very low cost structures. The Company's financial condition and operating results can be adversely affected by these and other industry-wide downward pressures on gross margins. Principal competitive factors important to the Company include price, product features (including security features), relative price and performance, product quality and reliability, design innovation, a strong third-party software and accessories ecosystem, marketing and distribution capability, service and support and corporate reputation.

The Company is focused on expanding its market opportunities related to personal computers and mobile communication and media devices. These markets are highly competitive and include many large, well-funded and experienced participants. The Company expects competition in these markets to intensify significantly as competitors attempt to imitate some of the features of the Company's products and applications within their own products or, alternatively, collaborate with each other to offer solutions that are more competitive than those they currently offer. These markets are characterized by aggressive price competition, frequent product introductions, evolving design approaches and technologies, rapid adoption of technological and product advancements by competitors and price sensitivity on the part of consumers and businesses.

The Company's digital content services have faced significant competition from other companies promoting their own digital music and content products and services, including those offering free peer-to-peer music and video services.

The Company's future financial condition and operating results depend on the Company's ability to continue to develop and offer new innovative products and services in each of the markets in which it competes. The Company believes it offers superior innovation and integration of the entire solution including the hardware (iOS devices, Mac, Apple Watch and Apple TV), software (iOS, macOS, watchOS and tvOS), online services and distribution of digital content and applications (Digital Content and Services). Some of the Company's current and potential competitors have substantial resources and may be able to provide such products and services at little or no profit or even at a loss to compete with the Company's offerings.

Supply of Components

Although most components essential to the Company's business are generally available from multiple sources, a few components are currently obtained from single or limited sources. In addition, the Company competes for various components with other participants in the markets for mobile communication and media devices and personal computers. Therefore, many components used by the Company, including those that are available from multiple sources, are at times subject to industry-wide shortage and significant pricing fluctuations that could materially adversely affect the Company's financial condition and operating results.

The Company uses some custom components that are not commonly used by its competitors, and new products introduced by the Company often utilize custom components available from only one source. When a component or product uses new technologies, initial capacity constraints may exist until the suppliers' yields have matured or manufacturing capacity has increased. If the Company's supply of components for a new or existing product were delayed or constrained, or if an outsourcing partner delayed shipments of completed products to the Company, the Company's financial condition and operating results could be materially adversely affected. The Company's business and financial performance could also be materially adversely affected depending on the time required to obtain sufficient quantities from the original source, or to identify and obtain sufficient quantities from an alternative source. Continued availability of these components at acceptable prices, or at all, may be affected if those suppliers decide to concentrate on the production of common components instead of components customized to meet the Company's requirements.

The Company has entered into agreements for the supply of many components; however, there can be no guarantee that the Company will be able to extend or renew these agreements on similar terms, or at all. Therefore, the Company remains subject to significant risks of supply shortages and price increases that could materially adversely affect its financial condition and operating results.

Substantially all of the Company's hardware products are currently manufactured by outsourcing partners that are located primarily in Asia, with some Mac computers manufactured in the U.S. and Ireland. A significant concentration of this manufacturing is currently performed by a small number of outsourcing partners, often in single locations. Certain of these outsourcing partners are the sole-sourced suppliers of components and manufacturers for many of the Company's products. Although the Company works closely with its outsourcing partners on manufacturing schedules, the Company's operating results could be adversely affected if its outsourcing partners were unable to meet their production commitments. The Company's manufacturing purchase obligations typically cover its requirements for periods up to 150 days .

Research and Development

Because the industries in which the Company competes are characterized by rapid technological advances, the Company's ability to compete successfully depends heavily upon its ability to ensure a continual and timely flow of competitive products, services and technologies to the marketplace. The Company continues to develop new technologies to enhance existing products and services, and to expand the range of its offerings through R&D, licensing of intellectual property and acquisition of third-party businesses and technology. Total R&D expense was $ 11.6 billion , $ 10.0 billion and $ 8.1 billion in 2017 , 2016 and 2015 , respectively.

Intellectual Property

The Company currently holds a broad collection of intellectual property rights relating to certain aspects of its hardware devices, accessories, software and services. This includes patents, copyrights, trademarks, service marks, trade dress and other forms of intellectual property rights in the U.S. and a number of foreign countries. Although the Company believes the ownership of such intellectual property rights is an important factor in its business and that its success does depend in part on such ownership, the Company relies primarily on the innovative skills, technical competence and marketing abilities of its personnel.

The Company regularly files patent applications to protect innovations arising from its research, development and design, and is currently pursuing thousands of patent applications around the world. Over time, the Company has accumulated a large portfolio of issued patents, including utility patents, design patents and others. The Company also holds copyrights relating to certain aspects of its products and services. No single intellectual property right is solely responsible for protecting the Company's products. The Company believes the duration of its intellectual property rights is adequate relative to the expected lives of its products.

Many of the Company's products are designed to include intellectual property obtained from third parties. It may be necessary in the future to seek or renew licenses relating to various aspects of its products, processes and services. While the Company has generally been able to obtain such licenses on commercially reasonable terms in the past, there is no guarantee that such licenses could be obtained in the future on reasonable terms or at all. Because of technological changes in the industries in which the Company competes, current extensive patent coverage and the rapid rate of issuance of new patents, it is possible that certain components of the Company's products, processes and services may unknowingly infringe existing patents or intellectual property rights of others. From time to time, the Company has been notified that it may be infringing certain patents or other intellectual property rights of third parties.

Foreign and Domestic Operations and Geographic Data

During 2017 , the Company's domestic and international net sales accounted for 37% and 63% , respectively, of total net sales. Information regarding financial data by geographic segment is set forth in Part II, Item 7 of this Form 10-K under the subheading "Segment Operating Performance," and in Part II, Item 8 of this Form 10-K in the Notes to Consolidated Financial Statements in Note 11, "Segment Information and Geographic Data."

Substantially all of the Company's hardware products are currently manufactured by outsourcing partners that are located primarily in Asia, with some Mac computers manufactured in the U.S. and Ireland. The supply and manufacture of a number of components is performed by sole-sourced outsourcing partners in the U.S., Asia and Europe. Margins on sales of the Company's products in foreign countries and on sales of products that include components obtained from foreign suppliers, can be adversely affected by foreign currency exchange rate fluctuations and by international trade regulations, including tariffs and antidumping penalties. Information regarding concentration in the available sources of supply of materials and products is set forth in Part II, Item 8 of this Form 10-K in the Notes to Consolidated Financial Statements in Note 10, "Commitments and Contingencies."

Business Seasonality and Product Introductions

The Company has historically experienced higher net sales in its first quarter compared to other quarters in its fiscal year due in part to seasonal holiday demand. Additionally, new product introductions can significantly impact net sales, product costs and operating

expenses. Product introductions can also impact the Company's net sales to its indirect distribution channels as these channels are filled with new product inventory following a product introduction, and often, channel inventory of a particular product declines as the next related major product launch approaches. Net sales can also be affected when consumers and distributors anticipate a product introduction. However, neither historical seasonal patterns nor historical patterns of product introductions should be considered reliable indicators of the Company's future pattern of product introductions, future net sales or financial performance.

Warranty

The Company offers a limited parts and labor warranty on its hardware products. The basic warranty period is typically one year from the date of purchase by the original end-user. The Company also offers a 90-day limited warranty on the service parts used to repair the Company's hardware products. In certain jurisdictions, local law requires that manufacturers guarantee their products for a period prescribed by statute, typically at least two years. In addition, where available, consumers may purchase APP or AC+, which extends service coverage on many of the Company's hardware products.

Backlog

In the Company's experience, the actual amount of product backlog at any particular time is not a meaningful indication of its future business prospects. In particular, backlog often increases immediately following new product introductions as customers anticipate shortages. Backlog is often reduced once customers believe they can obtain sufficient supply. Because of the foregoing, backlog should not be considered a reliable indicator of the Company's ability to achieve any particular level of revenue or financial performance.

Employees

As of September 30, 2017 , the Company had approximately 123,000 full-time equivalent employees.

Available Infor mation

The Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to reports filed pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are filed with the Securities and Exchange Commission (the "SEC"). The Company is subject to the informational requirements of the Exchange Act and files or furnishes reports, proxy statements and other information with the SEC. Such reports and other information filed by the Company with the SEC are available free of charge on the Company's website at investor.apple.com/sec.cfm when such reports are available on the SEC's website. The public may read and copy any materials filed by the Company with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Room 1580, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an internet site that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC at www.sec.gov. The information contained on the websites referenced in this Form 10-K is not incorporated by reference into this filing. Further, the Company's references to website URLs are intended to be inactive textual references only.

Item 1A. Risk Factors

The following discussion of risk factors contains forward-looking statements. These risk factors may be important to understanding other statements in this Form 10-K. The following information should be read in conjunction with Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the consolidated financial statements and related notes in Part II, Item 8, "Financial Statements and Supplementary Data" of this Form 10-K.

The business, financial condition and operating results of the Company can be affected by a number of factors, whether currently known or unknown, including but not limited to those described below, any one or more of which could, directly or indirectly, cause the Company's actual financial condition and operating results to vary materially from past, or from anticipated future, financial condition and operating results. Any of these factors, in whole or in part, could materially and adversely affect the Company's business, financial condition, operating results and stock price.

Because of the following factors, as well as other factors affecting the Company's financial condition and operating results, past financial performance should not be considered to be a reliable indicator of future performance, and investors should not use historical trends to anticipate results or trends in future periods.

Global and regional economic conditions could materially adversely affect the Company.

The Company's operations and performance depend significantly on global and regional economic conditions. Uncertainty about global and regional economic conditions poses a risk as consumers and businesses may postpone spending in response to tighter credit, higher unemployment, financial market volatility, government austerity programs, negative financial news, declines in income or asset values and/or other factors. These worldwide and regional economic conditions could have a material adverse effect on demand for the Company's products and services. Demand also could differ materially from the Company's expectations as a result of currency fluctuations because the Company generally raises prices on goods and services sold outside the U.S. to correspond with the effect of a strengthening of the U.S. dollar. Other factors that could influence worldwide or regional demand include changes in fuel and other energy costs, conditions in the real estate and mortgage markets, unemployment, labor and healthcare costs, access to credit, consumer confidence and other macroeconomic factors affecting consumer spending behavior. These and other economic factors could materially adversely affect demand for the Company's products and services.

In the event of financial turmoil affecting the banking system and financial markets, additional consolidation of the financial services industry, or significant financial service institution failures, there could be tightening in the credit markets, low liquidity and extreme volatility in fixed income, credit, currency and equity markets. This could have a number of effects on the Company's business, including the insolvency or financial instability of outsourcing partners or suppliers or their inability to obtain credit to finance development and/or manufacture products, resulting in product delays; inability of customers, including channel partners, to obtain credit to finance purchases of the Company's products; failure of derivative counterparties and other financial institutions; and restrictions on the Company's ability to issue new debt. Other income and expense also could vary materially from expectations depending on gains or losses realized on the sale or exchange of financial instruments; impairment charges resulting from revaluations of debt and equity securities and other investments; changes in interest rates; increases or decreases in cash balances; volatility in foreign exchange rates; and changes in fair value of derivative instruments. Increased volatility in the financial markets and overall economic uncertainty would increase the risk of the actual amounts realized in the future on the Company's financial instruments differing significantly from the fair values currently assigned to them.

Global markets for the Company's products and services are highly competitive and subject to rapid technological change, and the Company may be unable to compete effectively in these markets.

The Company's products and services compete in highly competitive global markets characterized by aggressive price competition and resulting downward pressure on gross margins, frequent introduction of new products, short product life cycles, evolving industry standards, continual improvement in product price/performance characteristics, rapid adoption of technological and product advancements by competitors and price sensitivity on the part of consumers.

The Company's ability to compete successfully depends heavily on its ability to ensure a continuing and timely introduction of innovative new products, services and technologies to the marketplace. The Company believes it is unique in that it designs and develops nearly the entire solution for its products, including the hardware, operating system, numerous software applications and related services. As a result, the Company must make significant investments in R&D. The Company currently holds a significant number of patents and copyrights and has registered and/or has applied to register numerous patents, trademarks and service marks. In contrast, many of the Company's competitors seek to compete primarily through aggressive pricing and very low cost structures, and emulating the Company's products and infringing on its intellectual property. If the Company is unable to continue to develop and sell innovative new products with attractive margins or if competitors infringe on the Company's intellectual property, the Company's ability to maintain a competitive advantage could be adversely affected.

The Company markets certain mobile communication and media devices based on the iOS mobile operating system and also markets related services, including third-party digital content and applications. The Company faces substantial competition in these markets from companies that have significant technical, marketing, distribution and other resources, as well as established hardware, software and digital content supplier relationships; and the Company has a minority market share in the global smartphone market. Additionally, the Company faces significant competition as competitors reduce their selling prices and attempt to imitate the Company's product features and applications within their own products or, alternatively, collaborate with each other to offer solutions that are more competitive than those they currently offer. The Company competes with business models that provide content to users for free. The Company also competes with illegitimate means to obtain third-party digital content and applications. Some of the Company's competitors have greater experience, product breadth and distribution channels than the Company. Because some current and potential competitors have substantial resources and/or experience and a lower cost structure, they may be able to provide products and services at little or no profit or even at a loss. The Company also expects competition to intensify as competitors attempt to imitate the Company's approach to providing components seamlessly within their individual offerings or work collaboratively to offer integrated solutions. The Company's financial condition and operating results depend substantially on the Company's ability to continually improve iOS and iOS devices in order to maintain their functional and design advantages.

The Company is the only authorized maker of hardware using macOS, which has a minority market share in the personal computer market. This market has been contracting and is dominated by computer makers using competing operating systems, most notably Windows. In the market for personal computers and accessories, the Company faces a significant number of competitors, many of which have broader product lines, lower-priced products and a larger installed customer base. Historically, consolidation in this market has resulted in larger competitors. Competition has been particularly intense as competitors have aggressively cut prices and lowered product margins. An increasing number of internet-enabled devices that include software applications and are smaller and simpler than traditional personal computers compete for market share with the Company's existing products. The Company's financial condition and operating results also depend on its ability to continually improve the Mac platform to maintain its functional and design advantages.

There can be no assurance the Company will be able to continue to provide products and services that compete effectively.

To remain competitive and stimulate customer demand, the Company must successfully manage frequent product introductions and transitions.

Due to the highly volatile and competitive nature of the industries in which the Company competes, the Company must continually introduce new products, services and technologies, enhance existing products and services, effectively stimulate customer demand for new and upgraded products and successfully manage the transition to these new and upgraded products. The success of new product introductions depends on a number of factors including, but not limited to, timely and successful product development, market acceptance, the Company's ability to manage the risks associated with new product production ramp-up issues, the availability of application software for new products, the effective management of purchase commitments and inventory levels in line with anticipated product demand, the availability of products in appropriate quantities and at expected costs to meet anticipated demand and the risk that new products may have quality or other defects or deficiencies in the early stages of introduction. Accordingly, the Company cannot determine in advance the ultimate effect of new product introductions and transitions.

The Company depends on the performance of distributors, carriers and other resellers.

The Company distributes its products through cellular network carriers, wholesalers, national and regional retailers and value-added resellers, many of whom distribute products from competing manufacturers. The Company also sells its products and third-party products in most of its major markets directly to education, enterprise and government customers and consumers and small and mid-sized businesses through its retail and online stores.

Some carriers providing cellular network service for iPhone subsidize users' purchases of the device. There is no assurance that such subsidies will be continued at all or in the same amounts upon renewal of the Company's agreements with these carriers or in agreements the Company enters into with new carriers.

The Company has invested and will continue to invest in programs to enhance reseller sales, including staffing selected resellers' stores with Company employees and contractors, and improving product placement displays. These programs could require a substantial investment while providing no assurance of return or incremental revenue. The financial condition of these resellers could weaken, these resellers could stop distributing the Company's products, or uncertainty regarding demand for some or all of the Company's products could cause resellers to reduce their ordering and marketing of the Company's products.

The Company faces substantial inventory and other asset risk in addition to purchase commitment cancellation risk.

The Company records a write-down for product and component inventories that have become obsolete or exceed anticipated demand or net realizable value and accrues necessary cancellation fee reserves for orders of excess products and components. The Company also reviews its long-lived assets, including capital assets held at its suppliers' facilities and inventory prepayments, for impairment whenever events or circumstances indicate the carrying amount of an asset may not be recoverable. If the Company determines that impairment has occurred, it records a write-down equal to the amount by which the carrying value of the asset exceeds its fair value. Although the Company believes its provisions related to inventory, capital assets, inventory prepayments and other assets and purchase commitments are currently adequate, no assurance can be given that the Company will not incur additional related charges given the rapid and unpredictable pace of product obsolescence in the industries in which the Company competes.

The Company must order components for its products and build inventory in advance of product announcements and shipments. Manufacturing purchase obligations typically cover forecasted component and manufacturing requirements for periods up to 150 days . Because the Company's markets are volatile, competitive and subject to rapid technology and price changes, there is a risk the Company will forecast incorrectly and order or produce excess or insufficient amounts of components or products, or not fully utilize firm purchase commitments.

Future operating results depend upon the Company's ability to obtain components in sufficient quantities on commercially reasonable terms.

Because the Company currently obtains components from single or limited sources, the Company is subject to significant supply and pricing risks. Many components, including those that are available from multiple sources, are at times subject to industry-wide shortages and significant commodity pricing fluctuations. While the Company has entered into agreements for the supply of many components, there can be no assurance that the Company will be able to extend or renew these agreements on similar terms, or at all. A number of suppliers of components may suffer from poor financial conditions, which can lead to business failure for the supplier or consolidation within a particular industry, further limiting the Company's ability to obtain sufficient quantities of components on commercially reasonable terms. The effects of global or regional economic conditions on the Company's suppliers, described in " *Global and regional economic conditions could materially adversely affect the Company"* above, also could affect the Company's ability to obtain components . Therefore, the Company remains subject to significant risks of supply shortages and price increases.

The Company's new products often utilize custom components available from only one source. When a component or product uses new technologies, initial capacity constraints may exist until the suppliers' yields have matured or manufacturing capacity has increased. Continued availability of these components at acceptable prices, or at all, may be affected for any number of reasons, including if those suppliers decide to concentrate on the production of common components instead of components customized to meet the Company's requirements. The supply of components for a new or existing product could be delayed or constrained, or a key manufacturing vendor could delay shipments of completed products to the Company.

The Company depends on component and product manufacturing and logistical services provided by outsourcing partners, many of which are located outside of the U.S.

Substantially all of the Company's manufacturing is performed in whole or in part by a few outsourcing partners located primarily in Asia. The Company has also outsourced much of its transportation and logistics management. While these arrangements may lower operating costs, they also reduce the Company's direct control over production and distribution. It is uncertain what effect such diminished control will have on the quality or quantity of products or services, or the Company's flexibility to respond to changing conditions. Although arrangements with these partners may contain provisions for warranty expense reimbursement, the Company may remain responsible to the consumer for warranty service in the event of product defects and could experience an unanticipated product defect or warranty liability. While the Company relies on its partners to adhere to its supplier code of conduct, material violations of the supplier code of conduct could occur.

The Company relies on sole-sourced outsourcing partners in the U.S., Asia and Europe to supply and manufacture many critical components, and on outsourcing partners primarily located in Asia, for final assembly of substantially all of the Company's hardware products. Any failure of these partners to perform may have a negative impact on the Company's cost or supply of components or finished goods. In addition, manufacturing or logistics in these locations or transit to final destinations may be disrupted for a variety of reasons including, but not limited to, natural and man-made disasters, information technology system failures, commercial disputes, military actions or economic, business, labor, environmental, public health, or political issues.

The Company has invested in manufacturing process equipment, much of which is held at certain of its outsourcing partners, and has made prepayments to certain of its suppliers associated with long-term supply agreements. While these arrangements help ensure the supply of components and finished goods, if these outsourcing partners or suppliers experience severe financial problems or other disruptions in their business, such continued supply could be reduced or terminated and the net realizable value of these assets could be negatively impacted.

The Company's products and services may experience quality problems from time to time that can result in decreased sales and operating margin and harm to the Company's reputation.

The Company sells complex hardware and software products and services that can contain design and manufacturing defects. Sophisticated operating system software and applications, such as those sold by the Company, often contain "bugs" that can unexpectedly interfere with the software's intended operation. The Company's online services may from time to time experience outages, service slowdowns or errors. Defects may also occur in components and products the Company purchases from third parties. There can be no assurance the Company will be able to detect and fix all defects in the hardware, software and services it sells. Failure to do so could result in lost revenue, significant warranty and other expenses and harm to the Company's reputation.

The Company relies on access to third-party digital content, which may not be available to the Company on commercially reasonable terms or at all.

The Company contracts with numerous third parties to offer their digital content to customers. This includes the right to sell currently available music, movies, TV shows and books. The licensing or other distribution arrangements with these third parties are for relatively short terms and do not guarantee the continuation or renewal of these arrangements on reasonable terms, if at all. Some third-party content providers and distributors currently or in the future may offer competing products and services, and could take action to make it more difficult or impossible for the Company to license or otherwise distribute their content in the future. Other content owners, providers or distributors may seek to limit the Company's access to, or increase the cost of, such content. The Company may be unable to continue to offer a wide variety of content at reasonable prices with acceptable usage rules, or continue to expand its geographic reach. Failure to obtain the right to make third-party digital content available, or to make such content available on commercially reasonable terms, could have a material adverse impact on the Company's financial condition and operating results.

Some third-party digital content providers require the Company to provide digital rights management and other security solutions. If requirements change, the Company may have to develop or license new technology to provide these solutions. There is no assurance the Company will be able to develop or license such solutions at a reasonable cost and in a timely manner. In addition, certain countries have passed or may propose and adopt legislation that would force the Company to license its digital rights management, which could lessen the protection of content and subject it to piracy and also could negatively affect arrangements with the Company's content providers.

The Company's future performance depends in part on support from third-party software developers.

The Company believes decisions by customers to purchase its hardware products depend in part on the availability of third-party software applications and services. There is no assurance that third-party developers will continue to develop and maintain software applications and services for the Company's products. If third-party software applications and services cease to be developed and maintained for the Company's products, customers may choose not to buy the Company's products.

With respect to its Mac products, the Company believes the availability of third-party software applications and services depends in part on the developers' perception and analysis of the relative benefits of developing, maintaining and upgrading such software for the Company's products compared to Windows-based products. This analysis may be based on factors such as the market position of the Company and its products, the anticipated revenue that may be generated, expected future growth of Mac sales and the costs of developing such applications and services. If the Company's minority share of the global personal computer market causes developers to question the Mac's prospects, developers could be less inclined to develop or upgrade software for the Company's Mac products and more inclined to devote their resources to developing and upgrading software for the larger Windows market.

With respect to iOS devices, the Company relies on the continued availability and development of compelling and innovative software applications, including applications distributed through the App Store. iOS devices are subject to rapid technological change, and, if third-party developers are unable to or choose not to keep up with this pace of change, third-party applications might not successfully operate and may result in dissatisfied customers. As with applications for the Company's Mac products, the availability and development of these applications also depend on developers' perceptions and analysis of the relative benefits of developing, maintaining or upgrading software for the Company's iOS devices rather than its competitors' platforms, such as Android. If developers focus their efforts on these competing platforms, the availability and quality of applications for the Company's iOS devices may suffer.

The Company relies on access to third-party intellectual property, which may not be available to the Company on commercially reasonable terms or at all.

Many of the Company's products include third-party intellectual property, which requires licenses from those third parties. Based on past experience and industry practice, the Company believes such licenses generally can be obtained on reasonable terms. There is, however, no assurance that the necessary licenses can be obtained on acceptable terms or at all. Failure to obtain the right to use third-party intellectual property, or to use such intellectual property on commercially reasonable terms, could preclude the Company from selling certain products or otherwise have a material adverse impact on the Company's financial condition and operating results.

The Company could be impacted by unfavorable results of legal proceedings, such as being found to have infringed on intellectual property rights.

The Company is subject to various legal proceedings and claims that have arisen in the ordinary course of business and have not yet been fully resolved, and new claims may arise in the future. In addition, agreements entered into by the Company sometimes include indemnification provisions which may subject the Company to costs and damages in the event of a claim against an indemnified third party.

Claims against the Company based on allegations of patent infringement or other violations of intellectual property rights have generally increased over time and may continue to increase. In particular, the Company has historically faced a significant number of patent claims relating to its cellular-enabled products, and new claims may arise in the future. For example, technology and other patent-holding companies frequently assert their patents and seek royalties and often enter into litigation based on allegations of patent infringement or other violations of intellectual property rights. The Company is vigorously defending infringement actions in courts in a number of U.S. jurisdictions and before the U.S. International Trade Commission, as well as internationally in various countries. The plaintiffs in these actions frequently seek injunctions and substantial damages.

Regardless of the merit of particular claims, litigation may be expensive, time-consuming, disruptive to the Company's operations and distracting to management. In recognition of these considerations, the Company may enter into licensing agreements or other arrangements to settle litigation and resolve such disputes. No assurance can be given that such agreements can be obtained on acceptable terms or that litigation will not occur. These agreements may also significantly increase the Company's operating expenses.

In management's opinion, there is not at least a reasonable possibility the Company may have incurred a material loss, or a material loss in excess of a recorded accrual, with respect to loss contingencies, including matters related to infringement of intellectual property rights. However, the outcome of litigation is inherently uncertain.

Although management considers the likelihood of such an outcome to be remote, if one or more legal matters were resolved against the Company or an indemnified third party in a reporting period for amounts in excess of management's expectations, the Company's consolidated financial statements for that reporting period could be materially adversely affected. Further, such an outcome could result in significant compensatory, punitive or trebled monetary damages, disgorgement of revenue or profits, remedial corporate measures or injunctive relief against the Company that could materially adversely affect its financial condition and operating results.

While the Company maintains insurance coverage for certain types of claims, such insurance coverage may be insufficient to cover all losses or all types of claims that may arise.

The Company is subject to laws and regulations worldwide, changes to which could increase the Company's costs and individually or in the aggregate adversely affect the Company's business.

The Company is subject to laws and regulations affecting its domestic and international operations in a number of areas. These U.S. and foreign laws and regulations affect the Company's activities including, but not limited to, in areas of labor, advertising, digital content, consumer protection, real estate, billing, e-commerce, promotions, quality of services, telecommunications, mobile communications and media, television, intellectual property ownership and infringement, tax, import and export requirements, anti-corruption, foreign exchange controls and cash repatriation restrictions, data privacy requirements, anti-competition, environmental, health and safety.

By way of example, laws and regulations related to mobile communications and media devices in the many jurisdictions in which the Company operates are extensive and subject to change. Such changes could include, among others, restrictions on the production,

manufacture, distribution and use of devices, locking devices to a carrier's network, or mandating the use of devices on more than one carrier's network. These devices are also subject to certification and regulation by governmental and standardization bodies, as well as by cellular network carriers for use on their networks. These certification processes are extensive and time consuming, and could result in additional testing requirements, product modifications, or delays in product shipment dates, or could preclude the Company from selling certain products.

Compliance with these laws, regulations and similar requirements may be onerous and expensive, and they may be inconsistent from jurisdiction to jurisdiction, further increasing the cost of compliance and doing business. Any such costs, which may rise in the future as a result of changes in these laws and regulations or in their interpretation, could individually or in the aggregate make the Company's products and services less attractive to the Company's customers, delay the introduction of new products in one or more regions, or cause the Company to change or limit its business practices. The Company has implemented policies and procedures designed to ensure compliance with applicable laws and regulations, but there can be no assurance that the Company's employees, contractors, or agents will not violate such laws and regulations or the Company's policies and procedures.

The Company's business is subject to the risks of international operations.

The Company derives a significant portion of its revenue and earnings from its international operations. Compliance with applicable U.S. and foreign laws and regulations, such as import and export requirements, anti-corruption laws, tax laws, foreign exchange controls and cash repatriation restrictions, data privacy requirements, environmental laws, labor laws and anti-competition regulations, increases the costs of doing business in foreign jurisdictions. Although the Company has implemented policies and procedures to comply with these laws and regulations, a violation by the Company's employees, contractors or agents could nevertheless occur. In some cases, compliance with the laws and regulations of one country could violate the laws and regulations of another country. Violations of these laws and regulations could materially adversely affect the Company's brand, international growth efforts and business.

The Company also could be significantly affected by other risks associated with international activities including, but not limited to, economic and labor conditions, increased duties, taxes and other costs and political instability. Margins on sales of the Company's products in foreign countries, and on sales of products that include components obtained from foreign suppliers, could be materially adversely affected by international trade regulations, including duties, tariffs and antidumping penalties. The Company is also exposed to credit and collectability risk on its trade receivables with customers in certain international markets. There can be no assurance the Company can effectively limit its credit risk and avoid losses.

The Company's retail stores have required and will continue to require a substantial investment and commitment of resources and are subject to numerous risks and uncertainties.

The Company's retail stores have required substantial investment in equipment and leasehold improvements, information systems, inventory and personnel. The Company also has entered into substantial operating lease commitments for retail space. Certain stores have been designed and built to serve as high-profile venues to promote brand awareness and serve as vehicles for corporate sales and marketing activities. Because of their unique design elements, locations and size, these stores require substantially more investment than the Company's more typical retail stores. Due to the high cost structure associated with the Company's retail stores, a decline in sales or the closure or poor performance of individual or multiple stores could result in significant lease termination costs, write-offs of equipment and leasehold improvements and severance costs.

Many factors unique to retail operations, some of which are beyond the Company's control, pose risks and uncertainties. These risks and uncertainties include, but are not limited to, macro-economic factors that could have an adverse effect on general retail activity, as well as the Company's inability to manage costs associated with store construction and operation, the Company's failure to manage relationships with its existing retail partners, more challenging environments in managing retail operations outside the U.S., costs associated with unanticipated fluctuations in the value of retail inventory, and the Company's inability to obtain and renew leases in quality retail locations at a reasonable cost.

Investment in new business strategies and acquisitions could disrupt the Company's ongoing business and present risks not originally contemplated.

The Company has invested, and in the future may invest, in new business strategies or acquisitions. Such endeavors may involve significant risks and uncertainties, including distraction of management from current operations, greater than expected liabilities and expenses, inadequate return of capital and unidentified issues not discovered in the Company's due diligence. These new ventures are inherently risky and may not be successful.

The Company's business and reputation may be impacted by information technology system failures or network disruptions.

The Company may be subject to information technology system failures or network disruptions caused by natural disasters, accidents, power disruptions, telecommunications failures, acts of terrorism or war, computer viruses, physical or electronic break-ins, or other events or disruptions. System redundancy and other continuity measures may be ineffective or inadequate, and the

Company's business continuity and disaster recovery planning may not be sufficient for all eventualities. Such failures or disruptions could adversely impact the Company's business by, among other things, preventing access to the Company's online services, interfering with customer transactions or impeding the manufacturing and shipping of the Company's products. These events could materially adversely affect the Company's reputation, financial condition and operating results.

There may be losses or unauthorized access to or releases of confidential information, including personally identifiable information, that could subject the Company to significant reputational, financial, legal and operational consequences.

The Company's business requires it to use and store confidential information, including, among other things, personally identifiable information ("PII") with respect to the Company's customers and employees. The Company devotes significant resources to network and data security, including through the use of encryption and other security measures intended to protect its systems and data. But these measures cannot provide absolute security, and losses or unauthorized access to or releases of confidential information may still occur, which could materially adversely affect the Company's reputation, financial condition and operating results.

The Company's business also requires it to share confidential information with suppliers and other third parties. Although the Company takes steps to secure confidential information that is provided to third parties, such measures may not be effective and losses or unauthorized access to or releases of confidential information may still occur, which could materially adversely affect the Company's reputation, financial condition and operating results.

For example, the Company may experience a security breach impacting the Company's information technology systems that compromises the confidentiality, integrity or availability of confidential information. Such an incident could, among other things, impair the Company's ability to attract and retain customers for its products and services, impact the Company's stock price, materially damage supplier relationships, and expose the Company to litigation or government investigations, which could result in penalties, fines or judgments against the Company.

Although malicious attacks perpetrated to gain access to confidential information, including PII, affect many companies across various industries, the Company is at a relatively greater risk of being targeted because of its high profile and the value of the confidential information it creates, owns, manages, stores and processes.

The Company has implemented systems and processes intended to secure its information technology systems and prevent unauthorized access to or loss of sensitive data, including through the use of encryption and authentication technologies. As with all companies, these security measures may not be sufficient for all eventualities and may be vulnerable to hacking, employee error, malfeasance, system error, faulty password management or other irregularities. For example, third parties may attempt to fraudulently induce employees or customers into disclosing user names, passwords or other sensitive information, which may in turn be used to access the Company's information technology systems. To help protect customers and the Company, the Company monitors its services and systems for unusual activity and may freeze accounts under suspicious circumstances, which, among other things, may result in the delay or loss of customer orders or impede customer access to the Company's products and services.

In addition to the risks relating to general confidential information described above, the Company may also be subject to specific obligations relating to health data and payment card data. Health data may be subject to additional privacy, security and breach notification requirements, and the Company may be subject to audit by governmental authorities regarding the Company's compliance with these obligations. If the Company fails to adequately comply with these rules and requirements, or if health data is handled in a manner not permitted by law or under the Company's agreements with healthcare institutions, the Company could be subject to litigation or government investigations, may be liable for associated investigatory expenses, and could also incur significant fees or fines.

Under payment card rules and obligations, if cardholder information is potentially compromised, the Company could be liable for associated investigatory expenses and could also incur significant fees or fines if the Company fails to follow payment card industry data security standards. The Company could also experience a significant increase in payment card transaction costs or lose the ability to process payment cards if it fails to follow payment card industry data security standards, which would materially adversely affect the Company's reputation, financial condition and operating results.

While the Company maintains insurance coverage that is intended to address certain aspects of data security risks, such insurance coverage may be insufficient to cover all losses or all types of claims that may arise.

The Company's business is subject to a variety of U.S. and international laws, rules, policies and other obligations regarding data protection.

The Company is subject to federal, state and international laws relating to the collection, use, retention, security and transfer of PII. In many cases, these laws apply not only to third-party transactions, but also may restrict transfers of PII among the Company and its international subsidiaries. Several jurisdictions have passed laws in this area, and other jurisdictions are considering imposing additional restrictions. These laws continue to develop and may be inconsistent from jurisdiction to jurisdiction. Complying with

emerging and changing international requirements may cause the Company to incur substantial costs or require the Company to change its business practices. Noncompliance could result in significant penalties or legal liability.

The Company makes statements about its use and disclosure of PII through its privacy policy, information provided on its website and press statements. Any failure by the Company to comply with these public statements or with other federal, state or international privacy-related or data protection laws and regulations could result in proceedings against the Company by governmental entities or others. In addition to reputational impacts, penalties could include ongoing audit requirements and significant legal liability.

The Company's success depends largely on the continued service and availability of key personnel.

Much of the Company's future success depends on the continued availability and service of key personnel, including its Chief Executive Officer, executive team and other highly skilled employees. Experienced personnel in the technology industry are in high demand and competition for their talents is intense, especially in Silicon Valley, where most of the Company's key personnel are located.

The Company's business may be impacted by political events, war, terrorism, public health issues, natural disasters and other business interruptions.

War, terrorism, geopolitical uncertainties, public health issues and other business interruptions have caused and could cause damage or disruption to international commerce and the global economy, and thus could have a material adverse effect on the Company, its suppliers, logistics providers, manufacturing vendors and customers, including channel partners. The Company's business operations are subject to interruption by, among others, natural disasters, whether as a result of climate change or otherwise, fire, power shortages, nuclear power plant accidents and other industrial accidents, terrorist attacks and other hostile acts, labor disputes, public health issues and other events beyond its control. Such events could decrease demand for the Company's products, make it difficult or impossible for the Company to make and deliver products to its customers, including channel partners, or to receive components from its suppliers, and create delays and inefficiencies in the Company's supply chain. While the Company's suppliers are required to maintain safe working environments and operations, an industrial accident could occur and could result in disruption to the Company's business and harm to the Company's reputation. Should major public health issues, including pandemics, arise, the Company could be adversely affected by more stringent employee travel restrictions, additional limitations in freight services, governmental actions limiting the movement of products between regions, delays in production ramps of new products and disruptions in the operations of the Company's manufacturing vendors and component suppliers. The majority of the Company's R&D activities, its corporate headquarters, information technology systems and other critical business operations, including certain component suppliers and manufacturing vendors, are in locations that could be affected by natural disasters. In the event of a natural disaster, the Company could incur significant losses, require substantial recovery time and experience significant expenditures in order to resume operations.

The Company expects its quarterly revenue and operating results to fluctuate.

The Company's profit margins vary across its products and distribution channels. The Company's software, accessories, and service and support contracts generally have higher gross margins than certain of the Company's other products. Gross margins on the Company's hardware products vary across product lines and can change over time as a result of product transitions, pricing and configuration changes, and component, warranty, and other cost fluctuations. The Company's direct sales generally have higher associated gross margins than its indirect sales through its channel partners. In addition, the Company's gross margin and operating margin percentages, as well as overall profitability, may be materially adversely impacted as a result of a shift in product, geographic or channel mix, component cost increases, the strengthening U.S. dollar, price competition, or the introduction of new products, including those that have higher cost structures with flat or reduced pricing.

The Company has typically experienced higher net sales in its first quarter compared to other quarters due in part to seasonal holiday demand. Additionally, new product introductions can significantly impact net sales, product costs and operating expenses. Further, the Company generates a majority of its net sales from a single product and a decline in demand for that product could significantly impact quarterly net sales. The Company could also be subject to unexpected developments late in a quarter, such as lower-than-anticipated demand for the Company's products, issues with new product introductions, an internal systems failure, or failure of one of the Company's logistics, components supply, or manufacturing partners.

The Company's stock price is subject to volatility.

The Company's stock price has experienced substantial price volatility in the past and may continue to do so in the future. Additionally, the Company, the technology industry and the stock market as a whole have experienced extreme stock price and volume fluctuations that have affected stock prices in ways that may have been unrelated to these companies' operating performance. Price volatility over a given period may cause the average price at which the Company repurchases its own stock to exceed the stock's price at a given point in time. The Company believes its stock price should reflect expectations of future growth and profitability. The Company also believes its stock price should reflect expectations that its cash dividend will continue at current levels or grow and that its current share repurchase program will be fully consummated. Future dividends are subject to declaration by the Company's Board of Directors, and the Company's share repurchase program does not obligate it to acquire any specific number of shares. If the Company fails to meet expectations related to future growth, profitability, dividends, share repurchases or

other market expectations, its stock price may decline significantly, which could have a material adverse impact on investor confidence and employee retention.

The Company's financial performance is subject to risks associated with changes in the value of the U.S. dollar versus local currencies.

The Company's primary exposure to movements in foreign currency exchange rates relates to non-U.S. dollar-denominated sales and operating expenses worldwide. Weakening of foreign currencies relative to the U.S. dollar adversely affects the U.S. dollar value of the Company's foreign currency-denominated sales and earnings, and generally leads the Company to raise international pricing, potentially reducing demand for the Company's products. Margins on sales of the Company's products in foreign countries and on sales of products that include components obtained from foreign suppliers, could be materially adversely affected by foreign currency exchange rate fluctuations. In some circumstances, for competitive or other reasons, the Company may decide not to raise local prices to fully offset the dollar's strengthening, or at all, which would adversely affect the U.S. dollar value of the Company's foreign currency-denominated sales and earnings. Conversely, a strengthening of foreign currencies relative to the U.S. dollar, while generally beneficial to the Company's foreign currency-denominated sales and earnings, could cause the Company to reduce international pricing and incur losses on its foreign currency derivative instruments, thereby limiting the benefit. Additionally, strengthening of foreign currencies may increase the Company's cost of product components denominated in those currencies, thus adversely affecting gross margins.

The Company uses derivative instruments, such as foreign currency forward and option contracts, to hedge certain exposures to fluctuations in foreign currency exchange rates. The use of such hedging activities may not offset any, or more than a portion, of the adverse financial effects of unfavorable movements in foreign exchange rates over the limited time the hedges are in place.

The Company is exposed to credit risk and fluctuations in the market values of its investment portfolio.

Given the global nature of its business, the Company has both domestic and international investments. Credit ratings and pricing of the Company's investments can be negatively affected by liquidity, credit deterioration, financial results, economic risk, political risk, sovereign risk or other factors. As a result, the value and liquidity of the Company's cash, cash equivalents and marketable securities may fluctuate substantially. Therefore, although the Company has not realized any significant losses on its cash, cash equivalents and marketable securities, future fluctuations in their value could result in significant realized losses.

The Company is exposed to credit risk on its trade accounts receivable, vendor non-trade receivables and prepayments related to long-term supply agreements, and this risk is heightened during periods when economic conditions worsen.

The Company distributes its products through third-party cellular network carriers, wholesalers, retailers and value-added resellers. The Company also sells its products directly to small and mid-sized businesses and education, enterprise and government customers. A substantial majority of the Company's outstanding trade receivables are not covered by collateral, third-party financing arrangements or credit insurance. The Company's exposure to credit and collectability risk on its trade receivables is higher in certain international markets and its ability to mitigate such risks may be limited. The Company also has unsecured vendor non-trade receivables resulting from purchases of components by outsourcing partners and other vendors that manufacture sub-assemblies or assemble final products for the Company. In addition, the Company has made prepayments associated with long-term supply agreements to secure supply of inventory components. As of September 30, 2017 , a significant portion of the Company's trade receivables was concentrated within cellular network carriers, and its vendor non-trade receivables and prepayments related to long-term supply agreements were concentrated among a few individual vendors located primarily in Asia. While the Company has procedures to monitor and limit exposure to credit risk on its trade and vendor non-trade receivables, as well as long-term prepayments, there can be no assurance such procedures will effectively limit its credit risk and avoid losses.

The Company could be subject to changes in its tax rates, the adoption of new U.S. or international tax legislation or exposure to additional tax liabilities.

The Company is subject to taxes in the U.S. and numerous foreign jurisdictions, including Ireland, where a number of the Company's subsidiaries are organized. Due to economic and political conditions, tax rates in various jurisdictions may be subject to significant change. The Company's effective tax rates could be affected by changes in the mix of earnings in countries with differing statutory tax rates, changes in the valuation of deferred tax assets and liabilities, or changes in tax laws or their interpretation, including in the U.S. and Ireland.

The Company is also subject to the examination of its tax returns and other tax matters by the U.S. Internal Revenue Service (the "IRS") and other tax authorities and governmental bodies. The Company regularly assesses the likelihood of an adverse outcome resulting from these examinations to determine the adequacy of its provision for taxes. There can be no assurance as to the outcome of these examinations. If the Company's effective tax rates were to increase, particularly in the U.S. or Ireland, or if the

ultimate determination of the Company's taxes owed is for an amount in excess of amounts previously accrued, the Company's financial condition, operating results and cash flows could be adversely affected.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

The Company's headquarters are located in Cupertino, California. As of September 30, 2017 , the Company owned 13.4 million square feet and leased 23.0 million square feet of building space, primarily in the U.S. Additionally, the Company owned a total of 4,928 acres of land, primarily in the U.S.

As of September 30, 2017 , the Company owned facilities and land for corporate functions, R&D and data centers at various locations throughout the U.S. Outside the U.S., the Company owned additional facilities and land for various purposes.

The Company believes its existing facilities and equipment, which are used by all operating segments, are in good operating condition and are suitable for the conduct of its business. The Company has invested in internal capacity and strategic relationships with outside manufacturing vendors and continues to make investments in capital equipment as needed to meet anticipated demand for its products.

Item 3. Legal Proceedings

The Company is subject to legal proceedings and claims that have not been fully resolved and that have arisen in the ordinary course of business. In the opinion of management, there was not at least a reasonable possibility the Company may have incurred a material loss, or a material loss in excess of a recorded accrual, with respect to loss contingencies for asserted legal and other claims. However, the outcome of legal proceedings and claims brought against the Company is subject to significant uncertainty. Therefore, although management considers the likelihood of such an outcome to be remote, if one or more of these legal matters were resolved against the Company in a reporting period for amounts in excess of management's expectations, the Company's consolidated financial statements for that reporting period could be materially adversely affected. See the risk factor " *The Company could be impacted by unfavorable results of legal proceedings, such as being found to have infringed on intellectual property rights* " in Part I, Item 1A of this Form 10-K under the heading "Risk Factors." The Company settled certain matters during the fourth quarter of 2017 that did not individually or in the aggregate have a material impact on the Company's financial condition or operating results.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

The Company's common stock is traded on the Nasdaq Stock Market LLC ("Nasdaq") under the symbol AAPL.

Price Range of Common Stock

The price range per share of common stock presented below represents the highest and lowest intraday sales prices for the Company's common stock on the Nasdaq during each quarter of the two most recent years.

	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
2017 price range per share	$164.94 – $142.41	$156.65 – $140.06	$144.50 – $114.76	$118.69 – $104.08
2016 price range per share	$116.18 – $91.50	$112.39 – $89.47	$109.43 – $92.39	$123.82 – $105.57

Holders

As of October 20, 2017 , there were 25,333 shareholders of record.

Dividends

The Company paid a total of $12.6 billion and $12.0 billion in dividends during 2017 and 2016 , respectively, and expects to pay quarterly dividends of $0.63 per common share each quarter, subject to declaration by the Board of Directors. The Company also plans to increase its dividend on an annual basis, subject to declaration by the Board of Directors.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

Share repurchase activity during the three months ended September 30, 2017 was as follows (in millions, except number of shares, which are reflected in thousands, and per share amounts):

Periods	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs (1)
July 2, 2017 to August 5, 2017:				
Open market and privately negotiated purchases	10,076	$ 148.87	10,076	
August 6, 2017 to September 2, 2017:				
May 2017 ASR	4,510	(2)	4,510	
August 2017 ASR	15,069 (3)	(3)	15,069 (3)	
Open market and privately negotiated purchases	9,684	$ 160.06	9,684	
September 3, 2017 to September 30, 2017:				
Open market and privately negotiated purchases	9,313	$ 155.69	9,313	
Total	48,652			$ 44,023

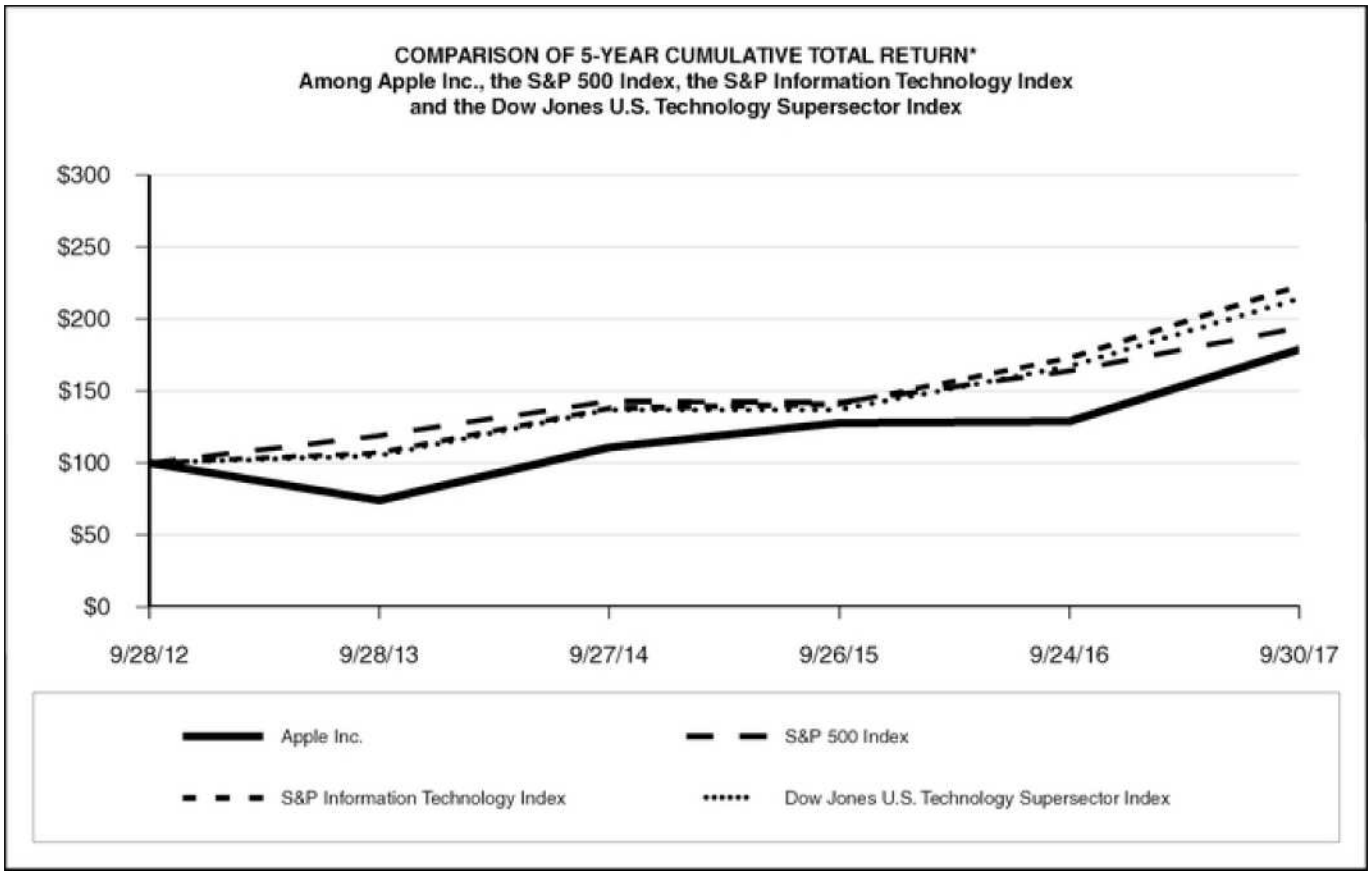
(1) In May 2017 , the Company's Board of Directors increased the Company's share repurchase authorization from $175 billion to $210 billion of the Company's common stock, of which $166 billion had been utilized as of September 30, 2017 . The remaining $44 billion in the table represents the amount available to repurchase shares under the authorized repurchase program as of September 30, 2017 . The Company's share repurchase program does not obligate it to acquire any specific number of shares. Under the program, shares may be repurchased in privately negotiated and/or open market transactions, including under plans complying with Rule 10b5-1 under the Exchange Act.

(2) In May 2017, the Company entered into an accelerated share repurchase arrangement ("ASR") to purchase up to $3.0 billion of the Company's common stock. In August 2017, the purchase period for this ASR ended and an additional 4.5 million shares were delivered and retired. In total, 20.1 million shares were delivered under this ASR at an average repurchase price of $149.20 .

(3) In August 2017, the Company entered into a new ASR to purchase up to $3.0 billion of the Company's common stock. In exchange for an up-front payment of $3.0 billion , the financial institution party to the arrangement committed to deliver shares to the Company during the ASR's purchase period, which will end in November 2017 . The total number of shares ultimately delivered, and therefore the average price paid per share, will be determined at the end of the applicable purchase period based on the volume-weighted average price of the Company's common stock during that period.

Company Stock Performance

The following graph shows a comparison of cumulative total shareholder return, calculated on a dividend reinvested basis, for the Company, the S&P 500 Index, the S&P Information Technology Index and the Dow Jones U.S. Technology Supersector Index for the five years ended September 30, 2017 . The graph assumes $100 was invested in each of the Company's common stock, the S&P 500 Index, the S&P Information Technology Index and the Dow Jones U.S. Technology Supersector Index as of the market close on September 28, 2012. Note that historic stock price performance is not necessarily indicative of future stock price performance.



* $100 invested on 9/28/12 in stock or index, including reinvestment of dividends. Data points are the last day of each fiscal year for the Company's common stock and September 30th for indexes.

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	September 2012	September 2013	September 2014	September 2015	September 2016	September 2017
Apple Inc.	$ 100	$ 74	$ 111	$ 128	$ 129	$ 179
S&P 500 Index	$ 100	$ 119	$ 143	$ 142	$ 164	$ 194
S&P Information Technology Index	$ 100	$ 107	$ 138	$ 141	$ 173	$ 223
Dow Jones U.S. Technology Supersector Index	$ 100	$ 105	$ 137	$ 137	$ 167	$ 214

Item 6. Selected Financial Data

The information set forth below for the five years ended September 30, 2017 , is not necessarily indicative of results of future operations, and should be read in conjunction with Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the consolidated financial statements and related notes thereto included in Part II, Item 8 of this Form 10-K to fully understand factors that may affect the comparability of the information presented below (in millions, except number of shares, which are reflected in thousands, and per share amounts).

	2017	2016	2015	2014	2013
Net sales	$ 229,234	$ 215,639	$ 233,715	$ 182,795	$ 170,910
Net income	$ 48,351	$ 45,687	$ 53,394	$ 39,510	$ 37,037
Earnings per share:					
Basic	$ 9.27	$ 8.35	$ 9.28	$ 6.49	$ 5.72
Diluted	$ 9.21	$ 8.31	$ 9.22	$ 6.45	$ 5.68
Cash dividends declared per share	$ 2.40	$ 2.18	$ 1.98	$ 1.82	$ 1.64
Shares used in computing earnings per share:					
Basic	5,217,242	5,470,820	5,753,421	6,085,572	6,477,320
Diluted	5,251,692	5,500,281	5,793,069	6,122,663	6,521,634
Total cash, cash equivalents and marketable securities	$ 268,895	$ 237,585	$ 205,666	$ 155,239	$ 146,761
Total assets	$ 375,319	$ 321,686	$ 290,345	$ 231,839	$ 207,000
Commercial paper	$ 11,977	$ 8,105	$ 8,499	$ 6,308	$ —
Total term debt (1)	$ 103,703	$ 78,927	$ 55,829	$ 28,987	$ 16,960
Other long-term obligations (2)	$ 40,415	$ 36,074	$ 33,427	$ 24,826	$ 20,208
Total liabilities	$ 241,272	$ 193,437	$ 170,990	$ 120,292	$ 83,451
Total shareholders’ equity	$ 134,047	$ 128,249	$ 119,355	$ 111,547	$ 123,549

(1) Includes current and long-term portion of term debt.

(2) Excludes non-current deferred revenue.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

This section and other parts of this Annual Report on Form 10-K ("Form 10-K") contain forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties. Forward-looking statements provide current expectations of future events based on certain assumptions and include any statement that does not directly relate to any historical or current fact. Forward-looking statements can also be identified by words such as "future," "anticipates," "believes," "estimates," "expects," "intends," "plans," "predicts," "will," "would," "could," "can," "may," and similar terms. Forward-looking statements are not guarantees of future performance and the Company's actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such differences include, but are not limited to, those discussed in Part I, Item 1A of this Form 10-K under the heading "Risk Factors," which are incorporated herein by reference. The following discussion should be read in conjunction with the consolidated financial statements and notes thereto included in Part II, Item 8 of this Form 10-K. All information presented herein is based on the Company's fiscal calendar. Unless otherwise stated, references to particular years, quarters, months or periods refer to the Company's fiscal years ended in September and the associated quarters, months and periods of those fiscal years. Each of the terms the "Company" and "Apple" as used herein refers collectively to Apple Inc. and its wholly-owned subsidiaries, unless otherwise stated. The Company assumes no obligation to revise or update any forward-looking statements for any reason, except as required by law.

Overview and Highlights

The Company designs, manufactures and markets mobile communication and media devices and personal computers, and sells a variety of related software, services, accessories, networking solutions and third-party digital content and applications. The Company's products and services include iPhone, iPad, Mac, Apple Watch, Apple TV, a portfolio of consumer and professional software applications, iOS, macOS, watchOS and tvOS operating systems, iCloud, Apple Pay and a variety of accessory, service and support offerings. The Company sells and delivers digital content and applications through the iTunes Store, App Store, Mac App Store, TV App Store, iBooks Store and Apple Music (collectively "Digital Content and Services"). The Company sells its products worldwide through its retail stores, online stores and direct sales force, as well as through third-party cellular network carriers, wholesalers, retailers and value-added resellers. In addition, the Company sells a variety of third-party Apple-compatible products, including application software and various accessories through its retail and online stores. The Company sells to consumers, small and mid-sized businesses and education, enterprise and government customers.

Fiscal Period

The Company's fiscal year is the 52 or 53-week period that ends on the last Saturday of September. The Company's fiscal year 2017 included 53 weeks and ended on September 30, 2017 . A 14th week was included in the first quarter of 2017, as is done every five or six years, to realign the Company's fiscal quarters with calendar quarters. The Company's fiscal years 2016 and 2015 ended on September 24, 2016 and September 26, 2015 , respectively, and spanned 52 weeks each.

Fiscal 2017 Highlights

Net sales increased 6% or $13.6 billion during 2017 compared to 2016, primarily driven by growth in Services, iPhone and Mac. The year-over-year increase in net sales reflected growth in each of the geographic operating segments, with the exception of Greater China. The weakness in foreign currencies relative to the U.S. dollar had an unfavorable impact on net sales during 2017 compared to 2016. In May 2017, the Company announced an increase to its capital return program by raising the expected total size of the program from $250 billion to $300 billion through March 2019. This included increasing its share repurchase authorization from $175 billion to $210 billion and raising its quarterly dividend from $0.57 to $0.63 per share beginning in May 2017. During 2017, the Company spent $33.0 billion to repurchase shares of its common stock and paid dividends and dividend equivalents of $12.8 billion . Additionally, the Company issued $24.0 billion of U.S. dollar-denominated term debt, €2.5 billion of euro-denominated term debt and C$2.5 billion of Canadian dollar-denominated term debt during 2017.

Fiscal 2016 Highlights

Net sales declined 8% or $18.1 billion during 2016 compared to 2015, primarily driven by a year-over-year decrease in iPhone net sales and the effect of weakness in most foreign currencies relative to the U.S. dollar, partially offset by an increase in Services. In April 2016, the Company announced an increase to its capital return program by raising the expected total size of the program from $200 billion to $250 billion through March 2018. This included increasing its share repurchase authorization from $140 billion to $175 billion and raising its quarterly dividend from $0.52 to $0.57 per share beginning in May 2016. During 2016, the Company spent $29.0 billion to repurchase shares of its common stock and paid dividends and dividend equivalents of $12.2 billion. Additionally, the Company issued $23.9 billion of U.S. dollar-denominated term debt and A$1.4 billion of Australian dollar-denominated term debt during 2016.

Sales Data

The following table shows net sales by operating segment and net sales and unit sales by product for 2017 , 2016 and 2015 (dollars in millions and units in thousands):

	2017	Change	2016	Change	2015
Net Sales by Operating Segment:					
Americas	$ 96,600	12 %	$ 86,613	(8)%	$ 93,864
Europe	54,938	10 %	49,952	(1)%	50,337
Greater China	44,764	(8)%	48,492	(17)%	58,715
Japan	17,733	5 %	16,928	8 %	15,706
Rest of Asia Pacific	15,199	11 %	13,654	(10)%	15,093
Total net sales	$ 229,234	6 %	$ 215,639	(8)%	$ 233,715
Net Sales by Product:					
iPhone [1]	$ 141,319	3 %	$ 136,700	(12)%	$ 155,041
iPad [1]	19,222	(7)%	20,628	(11)%	23,227
Mac [1]	25,850	13 %	22,831	(10)%	25,471
Services [2]	29,980	23 %	24,348	22 %	19,909
Other Products [1][3]	12,863	16 %	11,132	11 %	10,067
Total net sales	$ 229,234	6 %	$ 215,639	(8)%	$ 233,715
Unit Sales by Product:					
iPhone	216,756	2 %	211,884	(8)%	231,218
iPad	43,753	(4)%	45,590	(17)%	54,856
Mac	19,251	4 %	18,484	(10)%	20,587

(1) Includes deferrals and amortization of related software upgrade rights and non-software services.

(2) Includes revenue from Digital Content and Services, AppleCare, Apple Pay, licensing and other services. Services net sales in the fourth quarter of 2017 included a favorable one-time adjustment of $640 million due to a change in estimate based on the availability of additional supporting information.

(3) Includes sales of Apple TV, Apple Watch, Beats products, iPod touch and Apple-branded and third-party accessories.

Product Performance

iPhone

The following table presents iPhone net sales and unit sales information for 2017 , 2016 and 2015 (dollars in millions and units in thousands):

	2017	Change	2016	Change	2015
Net sales	$ 141,319	3%	$ 136,700	(12)%	$ 155,041
Percentage of total net sales	62%		63%		66%
Unit sales	216,756	2%	211,884	(8)%	231,218

iPhone net sales increased during 2017 compared to 2016 due to higher iPhone unit sales and a different mix of iPhones with higher average selling prices. The weakness in foreign currencies relative to the U.S. dollar had an unfavorable impact on iPhone net sales during 2017 compared to 2016.

iPhone net sales decreased during 2016 compared to 2015. The Company believes the sales decline was due primarily to a lower rate of iPhone upgrades during 2016 compared to 2015 and challenging macroeconomic conditions in a number of major markets in 2016. Average selling prices for iPhone were lower year-over-year during 2016 due primarily to a different mix of iPhones, including the iPhone SE introduced in 2016, and the effect of weakness in most foreign currencies relative to the U.S. dollar.

iPad

The following table presents iPad net sales and unit sales information for 2017 , 2016 and 2015 (dollars in millions and units in thousands):

	2017	Change	2016	Change	2015
Net sales	$ 19,222	(7)%	$ 20,628	(11)%	$ 23,227
Percentage of total net sales	8%		10%		10%
Unit sales	43,753	(4)%	45,590	(17)%	54,856

iPad net sales decreased during 2017 compared to 2016 due to lower iPad unit sales and a different mix of iPads with lower average selling prices. The weakness in foreign currencies relative to the U.S. dollar had an unfavorable impact on iPad net sales during 2017 compared to 2016.

iPad net sales decreased during 2016 compared to 2015 primarily due to lower unit sales and the effect of weakness in most foreign currencies relative to the U.S. dollar, partially offset by higher average selling price due to a shift in mix to higher-priced iPads.

Mac

The following table presents Mac net sales and unit sales information for 2017 , 2016 and 2015 (dollars in millions and units in thousands):

	2017	Change	2016	Change	2015
Net sales	$ 25,850	13%	$ 22,831	(10)%	$ 25,471
Percentage of total net sales	11%		11%		11%
Unit sales	19,251	4%	18,484	(10)%	20,587

Mac net sales increased during 2017 compared to 2016 due primarily to a different mix of Macs with higher average selling prices and higher Mac unit sales. The weakness in foreign currencies relative to the U.S. dollar had an unfavorable impact on Mac net sales during 2017 compared to 2016.

Mac net sales decreased during 2016 compared to 2015 primarily due to lower year-over-year Mac unit sales, which declined at rates similar to the overall market. The effect of weakness in most foreign currencies relative to the U.S. dollar also negatively impacted Mac net sales.

Services

The following table presents Services net sales information for 2017 , 2016 and 2015 (dollars in millions):

	2017	Change	2016	Change	2015
Net sales	$ 29,980	23%	$ 24,348	22%	$ 19,909
Percentage of total net sales	13%		11%		9%

The year-over-year growth in Services net sales in 2017 was due primarily to increases in App Store and licensing sales. Services net sales in the fourth quarter of 2017 included a favorable one-time adjustment of $640 million due to a change in estimate based on the availability of additional supporting information.

The year-over-year increase in Services net sales in 2016 was due primarily to growth from the App Store, licensing and AppleCare sales, partially offset by the effect of weakness in most foreign currencies relative to the U.S. dollar. During the first quarter of 2016, the Company received $548 million from Samsung Electronics Co., Ltd. related to its patent infringement lawsuit, which was recorded as licensing net sales within Services.

Segment Operating Performance

The Company manages its business primarily on a geographic basis. The Company's reportable segments consist of the Americas, Europe, Greater China, Japan and Rest of Asia Pacific. Americas includes both North and South America. Europe includes European countries, as well as India, the Middle East and Africa. Greater China includes China, Hong Kong and Taiwan. Rest of Asia Pacific includes Australia and those Asian countries not included in the Company's other reportable segments. Although the reportable segments provide similar hardware and software products and similar services, each one is managed separately to better align with the location of the Company's customers and distribution partners and the unique market dynamics of each geographic region. Further information regarding the Company's reportable segments can be found in Part II, Item 8 of this Form 10-K in the Notes to Consolidated Financial Statements in Note 11, "Segment Information and Geographic Data."

Americas

The following table presents Americas net sales information for 2017 , 2016 and 2015 (dollars in millions):

	2017	Change	2016	Change	2015
Net sales	$ 96,600	12%	$ 86,613	(8)%	$ 93,864
Percentage of total net sales	42%		40%		40%

Americas net sales increased during 2017 compared to 2016 due primarily to higher net sales of iPhone, Services and Mac.

Americas net sales decreased during 2016 compared to 2015 due primarily to lower net sales of iPhone.

Europe

The following table presents Europe net sales information for 2017 , 2016 and 2015 (dollars in millions):

	2017	Change	2016	Change	2015
Net sales	$ 54,938	10%	$ 49,952	(1)%	$ 50,337
Percentage of total net sales	24%		23%		22%

Europe net sales increased during 2017 compared to 2016 due primarily to higher net sales of iPhone and Services. The weakness in foreign currencies relative to the U.S. dollar had an unfavorable impact on Europe net sales during 2017 compared to 2016.

Europe net sales decreased during 2016 compared to 2015 driven primarily by the effect of weakness in foreign currencies relative to the U.S. dollar and a decrease in net sales of Mac, largely offset by an increase in iPhone unit sales and Services.

Greater China

The following table presents Greater China net sales information for 2017 , 2016 and 2015 (dollars in millions):

	2017	Change	2016	Change	2015
Net sales	$ 44,764	(8)%	$ 48,492	(17)%	$ 58,715
Percentage of total net sales	20%		22%		25%

Greater China net sales decreased during 2017 compared to 2016 due primarily to lower net sales of iPhone, partially offset by higher net sales of Services. The weakness in foreign currencies relative to the U.S. dollar had an unfavorable impact on Greater China net sales during 2017 compared to 2016.

Greater China net sales decreased during 2016 compared to 2015 due primarily to lower net sales of iPhone and the effect of weakness in foreign currencies relative to the U.S. dollar.

Japan

The following table presents Japan net sales information for 2017 , 2016 and 2015 (dollars in millions):

	2017	Change	2016	Change	2015
Net sales	$ 17,733	5%	$ 16,928	8%	$ 15,706
Percentage of total net sales	8%		8%		7%

The year-over-year increase in Japan net sales in 2017 and 2016 was due primarily to higher net sales of Services and the strength in the Japanese yen relative to the U.S. dollar.

Rest of Asia Pacific

The following table presents Rest of Asia Pacific net sales information for 2017 , 2016 and 2015 (dollars in millions):

	2017	Change	2016	Change	2015
Net sales	$ 15,199	11%	$ 13,654	(10)%	$ 15,093
Percentage of total net sales	7%		6%		6%

Rest of Asia Pacific net sales increased during 2017 compared to 2016 due primarily to higher net sales of iPhone, Services and Mac. The strength in foreign currencies relative to the U.S. dollar had a favorable impact on Rest of Asia Pacific net sales during 2017 compared to 2016.

Rest of Asia Pacific net sales decreased during 2016 compared to 2015 due primarily to lower net sales of iPhone and the effect of weakness in foreign currencies relative to the U.S. dollar.

Gross Margin

Gross margin for 2017 , 2016 and 2015 was as follows (dollars in millions):

	2017	2016	2015
Net sales	$ 229,234	$ 215,639	$ 233,715
Cost of sales	141,048	131,376	140,089
Gross margin	$ 88,186	$ 84,263	$ 93,626
Gross margin percentage	38.5%	39.1%	40.1%

Gross margin percentage decreased in 2017 compared to 2016 due primarily to higher product costs, partially offset by a favorable shift in mix to services. Year-over-year gross margin increased due primarily to a shift in mix to services and an overall increase in product volumes. The weakness in foreign currencies relative to the U.S. dollar had an unfavorable impact on gross margin percentage and gross margin during 2017 compared to 2016.

Gross margin percentage decreased in 2016 compared to 2015 due primarily to the effect of weakness in most foreign currencies relative to the U.S. dollar and, to a lesser extent, unfavorable leverage on fixed costs from lower net sales, partially offset by a favorable shift in mix to services.

The Company anticipates gross margin percentage during the first quarter of 2018 to be between 38.0% and 38.5%. The foregoing statement regarding the Company's expected gross margin percentage in the first quarter of 2018 is forward-looking and could differ from actual results. The Company's future gross margins can be impacted by multiple factors including, but not limited to, those set forth in Part I, Item 1A of this Form 10-K under the heading "Risk Factors" and those described in this paragraph. In general, the Company believes gross margins will remain under downward pressure due to a variety of factors, including continued industry-wide global product pricing pressures, increased competition, compressed product life cycles, product transitions, potential increases in the cost of components, and potential strengthening of the U.S. dollar, as well as potential increases in the costs of outside manufacturing services and a potential shift in the Company's sales mix towards products with lower gross margins. In response to competitive pressures, the Company expects it will continue to take product pricing actions, which would adversely affect gross margins. Gross margins could also be affected by the Company's ability to manage product quality and warranty costs effectively and to stimulate demand for certain of its products. Due to the Company's significant international operations, its financial condition and operating results, including gross margins, could be significantly affected by fluctuations in exchange rates.

Operating Expenses

Operating expenses for 2017 , 2016 and 2015 were as follows (dollars in millions):

	2017	Change	2016	Change	2015
Research and development	$ 11,581	15%	$ 10,045	25 %	$ 8,067
Percentage of total net sales	5%		5%		3%
Selling, general and administrative	$ 15,261	8%	$ 14,194	(1)%	$ 14,329
Percentage of total net sales	7%		7%		6%
Total operating expenses	$ 26,842	11%	$ 24,239	8 %	$ 22,396
Percentage of total net sales	12%		11%		10%

Research and Development

The year-over-year growth in R&D expense in 2017 and 2016 was driven primarily by increases in headcount-related expenses and material costs to support expanded R&D activities. The Company continues to believe that focused investments in R&D are critical to its future growth and competitive position in the marketplace, and to the development of new and updated products and services that are central to the Company's core business strategy.

Selling, General and Administrative

The year-over-year growth in selling, general and administrative expense in 2017 compared to 2016 was driven primarily by an increase in headcount-related expenses, variable selling expenses and infrastructure-related costs. The decrease in selling, general and administrative expense in 2016 compared to 2015 was due primarily to lower discretionary expenditures and advertising costs, partially offset by an increase in headcount-related expenses.

Other Income/(Expense), Net

Other income/(expense), net for 2017 , 2016 and 2015 was as follows (dollars in millions):

	2017	Change	2016	Change	2015
Interest and dividend income	$ 5,201		$ 3,999		$ 2,921
Interest expense	(2,323)		(1,456)		(733)
Other expense, net	(133)		(1,195)		(903)
Total other income/(expense), net	$ 2,745	104%	$ 1,348	5%	$ 1,285

The year-over-year increase in other income/(expense), net during 2017 was due primarily to higher interest income and the favorable impact of foreign exchange-related items, partially offset by higher interest expense on debt. The year-over-year increase in other income/(expense), net during 2016 was due primarily to higher interest income, partially offset by higher interest expense on debt and the unfavorable impact of foreign exchange-related items. The weighted-average interest rate earned by the Company on its cash, cash equivalents and marketable securities was 1.99%, 1.73% and 1.49% in 2017 , 2016 and 2015 , respectively.

Provision for Income Taxes

Provision for income taxes and effective tax rates for 2017 , 2016 and 2015 were as follows (dollars in millions):

	2017	2016	2015
Provision for income taxes	$ 15,738	$ 15,685	$ 19,121
Effective tax rate	24.6%	25.6%	26.4%

The Company's effective tax rates for 2017 , 2016 and 2015 differ from the statutory federal income tax rate of 35% due primarily to certain undistributed foreign earnings, a substantial portion of which was generated by subsidiaries organized in Ireland, for which no U.S. taxes are provided when such earnings are intended to be indefinitely reinvested outside the U.S. The lower effective tax rate in 2017 compared to 2016 was due to a different geographic mix of earnings and higher U.S. R&D tax credits. The lower effective tax rate in 2016 compared to 2015 was due primarily to greater R&D tax credits.

As of September 30, 2017 , the Company had deferred tax assets arising from deductible temporary differences, tax losses and tax credits of $3.9 billion and deferred tax liabilities of $31.5 billion . Management believes it is more likely than not that forecasted income, including income that may be generated as a result of certain tax planning strategies, together with future reversals of existing taxable temporary differences, will be sufficient to fully recover the deferred tax assets. The Company will continue to evaluate the realizability of deferred tax assets quarterly by assessing the need for and the amount of a valuation allowance.

The IRS concluded its review of the years 2010 through 2012 during the third quarter of 2017. All years prior to 2013 are closed, and the IRS is currently examining the years 2013 through 2015. The Company is also subject to audits by state, local and foreign tax authorities. In major states and major foreign jurisdictions, the years subsequent to 2003 generally remain open and could be subject to examination by the taxing authorities. Management believes that adequate provisions have been made for any adjustments that may result from tax examinations. However, the outcome of tax audits cannot be predicted with certainty. If any issues addressed in the Company's tax audits are resolved in a manner not consistent with management's expectations, the Company could be required to adjust its provision for income taxes in the period such resolution occurs.

On August 30, 2016, the European Commission announced its decision that Ireland granted state aid to the Company by providing tax opinions in 1991 and 2007 concerning the tax allocation of profits of the Irish branches of two subsidiaries of the Company (the "State Aid Decision"). The State Aid Decision orders Ireland to calculate and recover additional taxes from the Company for the period June 2003 through December 2014. Irish legislative changes, effective as of January 2015, eliminated the application of the tax opinions from that date forward. The Company believes the State Aid Decision to be without merit and appealed to the General Court of the Court of Justice of the European Union. Ireland has also appealed the State Aid Decision. Although Ireland is still computing the recovery amount, the Company expects the amount to be in line with the European Commission's announced recovery amount of €13 billion , plus interest of €1 billion . Once the recovery amount is finalized by Ireland, the Company anticipates funding it, including interest, out of foreign cash. These amounts are expected to be placed into escrow in 2018, where they will remain pending conclusion of all appeals. The Company believes that any incremental Irish corporate income taxes potentially due related to the State Aid Decision would be creditable against U.S. taxes.

Recent Accounting Pronouncements

Hedging

In August 2017, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2017-12, Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities ("ASU 2017-12"). ASU 2017-12 expands component and fair value hedging, specifies the presentation of the effects of hedging instruments, and eliminates the separate measurement and presentation of hedge ineffectiveness. The Company will adopt ASU 2017-12 in its first quarter of 2020 utilizing the modified retrospective transition method and is currently evaluating the impact of adoption on its consolidated financial statements.

Restricted Cash

In November 2016, the FASB issued ASU No. 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash ("ASU 2016-18"), which enhances and clarifies the guidance on the classification and presentation of restricted cash in the statement of cash flows. The Company will adopt ASU 2016-18 in its first quarter of 2019 utilizing the retrospective transition method. Currently, the Company's restricted cash balance is not significant.

Income Taxes

In October 2016, the FASB issued ASU No. 2016-16, Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory ("ASU 2016-16"), which requires the recognition of the income tax consequences of an intra-entity transfer of an asset, other than inventory, when the transfer occurs. The Company will adopt ASU 2016-16 in its first quarter of 2019 utilizing the modified retrospective transition method. Currently, the Company anticipates recording up to $9 billion of net deferred tax assets on its Consolidated Balance Sheets upon adoption. However, the ultimate impact of adopting ASU 2016-16 will depend on the balance of intellectual property transferred between its subsidiaries as of the adoption date. The Company will recognize incremental deferred income tax expense thereafter as these deferred tax assets are utilized.

Stock Compensation

In March 2016, the FASB issued ASU No. 2016-09, Compensation – Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting ("ASU 2016-09"), which modifies certain aspects of the accounting for share-based payment transactions, including income taxes, classification of awards, and classification in the statement of cash flows. The Company will adopt ASU 2016-09 in its first quarter of 2018. Currently, excess tax benefits or deficiencies from the Company's equity awards are recorded as additional paid-in capital in its Consolidated Balance Sheets. Upon adoption, the Company will record any excess tax benefits or deficiencies from its equity awards in its Consolidated Statements of Operations in the reporting periods in which vesting occurs. As a result, subsequent to adoption the Company's income tax expense and associated effective tax rate will be impacted by fluctuations in stock price between the grant dates and vesting dates of equity awards.

Leases

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842) ("ASU 2016-02"), which modifies lease accounting for lessees to increase transparency and comparability by recording lease assets and liabilities for operating leases and disclosing key information about leasing arrangements. The Company will adopt ASU 2016-02 in its first quarter of 2020 utilizing the modified retrospective transition method. While the Company is currently evaluating the timing and impact of adopting ASU 2016-02, currently the Company anticipates recording lease assets and liabilities in excess of $9.5 billion on its Consolidated Balance Sheets, with no material impact to its Consolidated Statements of Operations. However, the ultimate impact of adopting ASU 2016-02 will depend on the Company's lease portfolio as of the adoption date.

Financial Instruments

In January 2016, the FASB issued ASU No. 2016-01, Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities ("ASU 2016-01"), which updates certain aspects of recognition, measurement, presentation and disclosure of financial instruments. The Company will adopt ASU 2016-01 in its first quarter of 2019 utilizing the modified retrospective transition method. Based on the composition of the Company's investment portfolio, the adoption of ASU 2016-01 is not expected to have a material impact on its consolidated financial statements.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments ("ASU 2016-13"), which modifies the measurement of expected credit losses of certain financial instruments. The Company will adopt ASU 2016-13 in its first quarter of 2021 utilizing the modified retrospective transition method. Based on the composition of the Company's investment portfolio, current market conditions, and historical credit loss activity, the adoption of ASU 2016-13 is not expected to have a material impact on its consolidated financial statements.

Revenue Recognition

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606) ("ASU 2014-09"), which amends the existing accounting standards for revenue recognition. ASU 2014-09 is based on principles that govern the recognition of revenue at an amount an entity expects to be entitled when products are transferred to customers.

Subsequently, the FASB has issued the following standards related to ASU 2014-09: ASU No. 2016-08, Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations ("ASU 2016-08"); ASU No. 2016-10, Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing ("ASU 2016-10"); ASU No. 2016-12, Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients ("ASU 2016-12"); and ASU No. 2016-20, Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers ("ASU 2016-20"). The Company must adopt ASU 2016-08, ASU 2016-10, ASU 2016-12 and ASU 2016-20 with ASU 2014-09 (collectively, the "new revenue standards").

The new revenue standards may be applied retrospectively to each prior period presented or retrospectively with the cumulative effect recognized as of the date of adoption. The Company will adopt the new revenue standards in its first quarter of 2019 utilizing the full retrospective transition method. The new revenue standards are not expected to have a material impact on the amount and timing of revenue recognized in the Company's consolidated financial statements.

Liquidity and Capital Resources

The following table presents selected financial information and statistics as of and for the years ended September 30, 2017 , September 24, 2016 and September 26, 2015 (in millions):

	2017	2016	2015
Cash, cash equivalents and marketable securities	$ 268,895	$ 237,585	$ 205,666
Property, plant and equipment, net	$ 33,783	$ 27,010	$ 22,471
Commercial paper	$ 11,977	$ 8,105	$ 8,499
Total term debt	$ 103,703	$ 78,927	$ 55,829
Working capital	$ 27,831	$ 27,863	$ 8,768
Cash generated by operating activities	$ 63,598	$ 65,824	$ 81,266
Cash used in investing activities	$ (46,446)	$ (45,977)	$ (56,274)
Cash used in financing activities	$ (17,347)	$ (20,483)	$ (17,716)

The Company believes its existing balances of cash, cash equivalents and marketable securities will be sufficient to satisfy its working capital needs, capital asset purchases, outstanding commitments and other liquidity requirements associated with its existing operations over the next 12 months. The Company currently anticipates the cash used for future dividends, the share repurchase program and debt repayments will come from its current domestic cash, cash generated from ongoing U.S. operating activities and from borrowings.

As of September 30, 2017 and September 24, 2016 , the Company's cash, cash equivalents and marketable securities held by foreign subsidiaries were $252.3 billion and $216.0 billion , respectively, and are generally based in U.S. dollar-denominated holdings. Amounts held by foreign subsidiaries are generally subject to U.S. income taxation on repatriation to the U.S. In connection with the State Aid Decision, Ireland is still computing the recovery amount. The Company expects the amount to be in line with the European Commission's announced recovery amount of €13 billion , plus interest of €1 billion . Once the recovery amount is finalized by Ireland, the Company anticipates funding it, including interest, out of foreign cash. These amounts are expected to be placed into escrow in 2018, where they will remain pending conclusion of all appeals.

The Company's marketable securities investment portfolio is primarily invested in highly-rated securities, and its investment policy generally limits the amount of credit exposure to any one issuer. The policy generally requires investments to be investment grade, with the primary objective of minimizing the potential risk of principal loss.

During 2017 , cash generated by operating activities of $63.6 billion was a result of $48.4 billion of net income, non-cash adjustments to net income of $20.8 billion and a decrease in the net change in operating assets and liabilities of $5.6 billion , which included a one-time payment of $1.9 billion related to a multi-year license agreement. Cash used in investing activities of $46.4 billion during 2017 consisted primarily of cash used for purchases of marketable securities, net of sales and maturities, of $33.1 billion and cash used to acquire property, plant and equipment of $12.5 billion . Cash used in financing activities of $17.3 billion during 2017 consisted primarily of cash used to repurchase common stock of $32.9 billion , cash used to pay dividends and dividend equivalents of $12.8 billion and cash used to repay term debt of $3.5 billion , partially offset by proceeds from the issuance of term debt, net of $28.7 billion and proceeds from commercial paper, net of $3.9 billion .

During 2016 , cash generated by operating activities of $65.8 billion was a result of $45.7 billion of net income and non-cash adjustments to net income of $20.1 billion . Cash used in investing activities of $46.0 billion during 2016 consisted primarily of cash used for purchases of marketable securities, net of sales and maturities, of $30.6 billion and cash used to acquire property, plant and equipment of $12.7 billion . Cash used in financing activities of $20.5 billion during 2016 consisted primarily of cash used to repurchase common stock of $29.7 billion , cash used to pay dividends and dividend equivalents of $12.2 billion and cash used to repay term debt of $2.5 billion , partially offset by proceeds from the issuance of term debt, net of $25.0 billion .

Capital Assets

The Company's capital expenditures were $14.9 billion during 2017 . The Company anticipates utilizing approximately $16.0 billion for capital expenditures during 2018 , which includes product tooling and manufacturing process equipment; data centers; corporate facilities and infrastructure, including information systems hardware, software and enhancements; and retail store facilities.

Debt

The Company issues unsecured short-term promissory notes (“Commercial Paper”) pursuant to a commercial paper program. The Company uses the net proceeds from the commercial paper program for general corporate purposes, including dividends and share repurchases. As of September 30, 2017 , the Company had $12.0 billion of Commercial Paper outstanding, with a weighted-average interest rate of 1.20% and maturities generally less than nine months .

As of September 30, 2017 , the Company had outstanding floating- and fixed-rate notes with varying maturities for an aggregate principal amount of $104.0 billion (collectively the “Notes”). During 2017 , the Company repaid $3.5 billion of its Notes upon maturity. The Company has entered, and in the future may enter, into interest rate swaps to manage interest rate risk on the Notes. In addition, the Company has entered, and in the future may enter, into foreign currency swaps to manage foreign currency risk on the Notes. The future principal payments for the Company’s Notes as of September 30, 2017 are as follows (in millions):

2018	$ 6,500
2019	8,863
2020	9,220
2021	7,750
2022	10,297
Thereafter	61,391
Total term debt	$ 104,021

Further information regarding the Company’s debt issuances and related hedging activity can be found in Part II, Item 8 of this Form 10-K in the Notes to Consolidated Financial Statements in Note 2, “Financial Instruments” and Note 6, “Debt.”

Capital Return Program

In May 2017 , the Company’s Board of Directors increased the total capital return program from $250 billion to $300 billion , which included an increase in the share repurchase authorization from $175 billion to $210 billion of the Company’s common stock. Additionally, the Company announced that the Board of Directors raised the Company’s quarterly cash dividend from $0.57 to $0.63 per share, beginning with the dividend paid during the third quarter of 2017. The Company intends to increase its dividend on an annual basis, subject to declaration by the Board of Directors.

As of September 30, 2017 , $166 billion of the share repurchase program had been utilized. The Company’s share repurchase program does not obligate it to acquire any specific number of shares. Under the program, shares may be repurchased in privately negotiated or open market transactions, including under plans complying with Rule 10b5-1 under the Exchange Act.

The following table presents the Company’s dividends, dividend equivalents, share repurchases and net share settlement activity from the start of the capital return program in August 2012 through September 30, 2017 (in millions):

	Dividends and Dividend Equivalents Paid	Accelerated Share Repurchases	Open Market Share Repurchases	Taxes Related to Settlement of Equity Awards	Total
2017	$ 12,769	$ 15,000	$ 18,001	$ 1,874	$ 47,644
2016	12,150	12,000	17,000	1,570	42,720
2015	11,561	6,000	30,026	1,499	49,086
2014	11,126	21,000	24,000	1,158	57,284
2013	10,564	13,950	9,000	1,082	34,596
2012	2,488	—	—	56	2,544
Total	$ 60,658	$ 67,950	$ 98,027	$ 7,239	$ 233,874

The Company expects to execute its capital return program by the end of March 2019 by paying dividends and dividend equivalents, repurchasing shares and remitting withheld taxes related to net share settlement of restricted stock units. The Company plans to continue to access the domestic and international debt markets to assist in funding its capital return program.

Off-Balance Sheet Arrangements and Contractual Obligations

The Company has not entered into any transactions with unconsolidated entities whereby the Company has financial guarantees, subordinated retained interests, derivative instruments, or other contingent arrangements that expose the Company to material continuing risks, contingent liabilities, or any other obligation under a variable interest in an unconsolidated entity that provides financing, liquidity, market risk, or credit risk support to the Company, or engages in leasing, hedging, or R&D services with the Company.

The following table presents certain payments due by the Company as of September 30, 2017 , and excludes amounts already recorded on the Consolidated Balance Sheet, except for term debt (in millions):

	Payments Due in Less Than 1 Year	Payments Due in 1-3 Years	Payments Due in 4-5 Years	Payments Due in More Than 5 Years	Total
Term debt	$ 6,500	$ 18,083	$ 18,047	$ 61,391	$ 104,021
Operating leases	1,223	2,295	1,904	4,123	9,545
Manufacturing purchase obligations [1]	32,787	2,632	2,147	—	37,566
Other purchase obligations	4,019	1,669	417	14	6,119
Total	$ 44,529	$ 24,679	$ 22,515	$ 65,528	$ 157,251

(1) Represents amount expected to be paid under manufacturing-related supplier arrangements, substantially all of which is noncancelable.

Operating Leases

As of September 30, 2017 , the Company's total future minimum lease payments under noncancelable operating leases were $9.5 billion . The Company's retail store and other facility leases typically have original terms not exceeding 10 years and generally contain multi-year renewal options.

Manufacturing Purchase Obligations

The Company utilizes several outsourcing partners to manufacture sub-assemblies for the Company's products and to perform final assembly and testing of finished products. These outsourcing partners acquire components and build product based on demand information supplied by the Company, which typically covers periods up to 150 days . The Company also obtains individual components for its products from a wide variety of individual suppliers. As of September 30, 2017 , the Company expects to pay $37.6 billion under manufacturing-related supplier arrangements, substantially all of which is noncancelable.

Other Purchase Obligations

The Company's other purchase obligations consisted of noncancelable obligations to acquire capital assets, including product tooling and manufacturing process equipment, and noncancelable obligations related to advertising, licensing, R&D, internet and telecommunications services and other obligations. As of September 30, 2017 , the Company had other purchase obligations of $6.1 billion .

The Company's other non-current liabilities in the Consolidated Balance Sheets consist primarily of deferred tax liabilities, gross unrecognized tax benefits and the related gross interest and penalties. As of September 30, 2017 , the Company had deferred tax liabilities of $31.5 billion , gross unrecognized tax benefits of $8.4 billion and an additional $1.2 billion for gross interest and penalties. At this time, the Company is unable to make a reasonably reliable estimate of the timing of payments due to uncertainties in the timing of tax audit outcomes; therefore, such amounts are not included in the above contractual obligation table.

Indemnification

Agreements entered into by the Company sometimes include indemnification provisions which may subject the Company to costs and damages in the event of a claim against an indemnified third party. In the opinion of management, there was not at least a reasonable possibility the Company may have incurred a material loss, or a material loss in excess of a recorded accrual, with respect to indemnification of third parties.

The Company offers an iPhone Upgrade Program, which is available to customers who purchase a qualifying iPhone in the U.S., the U.K. and mainland China. The iPhone Upgrade Program provides customers the right to trade in that iPhone for a specified amount when purchasing a new iPhone, provided certain conditions are met. The Company accounts for the trade-in right as a guarantee liability and recognizes arrangement revenue net of the fair value of such right, with subsequent changes to the guarantee liability recognized within revenue.

The Company has entered into indemnification agreements with its directors and executive officers. Under these agreements, the Company has agreed to indemnify such individuals to the fullest extent permitted by law against liabilities that arise by reason of their status as directors or officers of the Company and to advance expenses incurred by such individuals in connection with related

legal proceedings. It is not possible to determine the maximum potential amount of payments the Company could be required to make under these agreements due to the limited history of prior indemnification claims and the unique facts and circumstances involved in each claim. While the Company maintains directors and officers liability insurance coverage, such insurance coverage may be insufficient to cover all losses or all types of claims that may arise.

Critical Accounting Policies and Estimates

The preparation of financial statements and related disclosures in conformity with U.S. generally accepted accounting principles ("GAAP") and the Company's discussion and analysis of its financial condition and operating results require the Company's management to make judgments, assumptions and estimates that affect the amounts reported in its consolidated financial statements and accompanying notes. Note 1, "Summary of Significant Accounting Policies," of the Notes to Consolidated Financial Statements in Part II, Item 8 of this Form 10-K describes the significant accounting policies and methods used in the preparation of the Company's consolidated financial statements. Management bases its estimates on historical experience and on various other assumptions it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities. Actual results may differ from these estimates, and such differences may be material.

Management believes the Company's critical accounting policies and estimates are those related to revenue recognition, valuation and impairment of marketable securities, inventory valuation, valuation of manufacturing-related assets and estimation of purchase commitment cancellation fees, warranty costs, income taxes, and legal and other contingencies. Management considers these policies critical because they are both important to the portrayal of the Company's financial condition and operating results, and they require management to make judgments and estimates about inherently uncertain matters. The Company's senior management has reviewed these critical accounting policies and related disclosures with the Audit and Finance Committee of the Company's Board of Directors.

Revenue Recognition

Net sales consist primarily of revenue from the sale of hardware, software, digital content and applications, accessories, and service and support contracts. The Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred, the sales price is fixed or determinable and collection is probable. Product is considered delivered to the customer once it has been shipped and title, risk of loss and rewards of ownership have been transferred. For most of the Company's product sales, these criteria are met at the time the product is shipped. For online sales to individuals, for some sales to education customers in the U.S., and for certain other sales, the Company defers revenue until the customer receives the product because the Company retains a portion of the risk of loss on these sales during transit. For payment terms in excess of the Company's standard payment terms, revenue is recognized as payments become due unless the Company has positive evidence that the sales price is fixed or determinable, such as a successful history of collection, without concession, on comparable arrangements. The Company recognizes revenue from the sale of hardware products, software bundled with hardware that is essential to the functionality of the hardware and third-party digital content sold on the iTunes Store in accordance with general revenue recognition accounting guidance. The Company recognizes revenue in accordance with industry-specific software accounting guidance for the following types of sales transactions: (i) standalone sales of software products, (ii) sales of software upgrades and (iii) sales of software bundled with hardware not essential to the functionality of the hardware.

For multi-element arrangements that include hardware products containing software essential to the hardware product's functionality, undelivered software elements that relate to the hardware product's essential software and/or undelivered non-software services, the Company allocates revenue to all deliverables based on their relative selling prices. In such circumstances, the Company uses a hierarchy to determine the selling price to be used for allocating revenue to deliverables: (i) vendor-specific objective evidence of fair value ("VSOE"), (ii) third-party evidence of selling price ("TPE") and (iii) best estimate of selling price ("ESP"). VSOE generally exists only when the Company sells the deliverable separately and is the price actually charged by the Company for that deliverable. ESPs reflect the Company's best estimates of what the selling prices of elements would be if they were sold regularly on a stand-alone basis.

For sales of qualifying versions of iOS devices, Mac, Apple Watch and Apple TV, the Company has indicated it may from time to time provide future unspecified software upgrades to the device's essential software and/or non-software services free of charge. Because the Company has neither VSOE nor TPE for the unspecified software upgrade rights or the non-software services, revenue is allocated to these rights and services based on the Company's ESPs. Revenue allocated to the unspecified software upgrade rights and non-software services based on the Company's ESPs is deferred and recognized on a straight-line basis over the estimated period the software upgrades and non-software services are expected to be provided.

The Company's process for determining ESPs involves management's judgment and considers multiple factors that may vary over time depending upon the unique facts and circumstances related to each deliverable. Should future facts and circumstances change, the Company's ESPs and the future rate of related amortization for unspecified software upgrades and non-software services related to future sales of these devices could change. Factors subject to change include the unspecified software upgrade rights and non-software services offered, the estimated value of unspecified software upgrade rights and non-software services and the estimated period unspecified software upgrades and non-software services are expected to be provided.

The Company records reductions to revenue for estimated commitments related to price protection and other customer incentive programs. For transactions involving price protection, the Company recognizes revenue net of the estimated amount to be refunded, provided the refund amount can be reasonably and reliably estimated and the other conditions for revenue recognition have been met. The Company's policy requires that, if refunds cannot be reliably estimated, revenue is not recognized until reliable estimates can be made or the price protection lapses. For the Company's other customer incentive programs, the estimated cost is recognized at the later of the date at which the Company has sold the product or the date at which the program is offered. The Company also records reductions to revenue for expected future product returns based on the Company's historical experience. Future market conditions and product transitions may require the Company to increase customer incentive programs that could result in reductions to future revenue. Additionally, certain customer incentive programs require management to estimate the number of customers who will actually redeem the incentive. Management's estimates are based on historical experience and the specific terms and conditions of particular incentive programs. If a greater than estimated proportion of customers redeems such incentives, the Company would be required to record additional reductions to revenue, which would have an adverse impact on the Company's operating results.

Valuation and Impairment of Marketable Securities

The Company's investments in available-for-sale securities are reported at fair value. Unrealized gains and losses related to changes in the fair value of securities are recognized in accumulated other comprehensive income, net of tax, in the Company's Consolidated Balance Sheets. Changes in the fair value of available-for-sale securities impact the Company's net income only when such securities are sold or an other-than-temporary impairment is recognized. Realized gains and losses on the sale of securities are determined by specific identification of each security's cost basis. The Company regularly reviews its investment portfolio to determine if any security is other-than-temporarily impaired, which would require the Company to record an impairment charge in the period any such determination is made. In making this determination, the Company evaluates, among other things, the duration and extent to which the fair value of a security is less than its cost; the financial condition of the issuer and any changes thereto; and the Company's intent to sell, or whether it will more likely than not be required to sell, the security before recovery of its amortized cost basis. The Company's assessment of whether a security is other-than-temporarily impaired could change in the future due to new developments or changes in assumptions related to any particular security, which would have an adverse impact on the Company's financial condition and operating results.

Inventory Valuation, Valuation of Manufacturing-Related Assets and Estimation of Purchase Commitment Cancellation Fees

The Company must purchase components and build inventory in advance of product shipments and has invested in manufacturing-related assets, including capital assets held at its suppliers' facilities. In addition, the Company has made prepayments to certain of its suppliers associated with long-term supply agreements to secure supply of inventory components. The Company records a write-down for inventories of components and products, including third-party products held for resale, which have become obsolete or are in excess of anticipated demand or net realizable value. The Company performs a regular review of inventory that considers multiple factors including demand forecasts, product life cycle status, product development plans, current sales levels and component cost trends. The Company also reviews its manufacturing-related capital assets and inventory prepayments for impairment whenever events or circumstances indicate the carrying amount of such assets may not be recoverable. If the Company determines that an asset is not recoverable, it records an impairment loss equal to the amount by which the carrying value of such an asset exceeds its fair value.

The industries in which the Company competes are subject to a rapid and unpredictable pace of product and component obsolescence and demand changes. In certain circumstances the Company may be required to record additional write-downs of inventory and/or impairments of manufacturing-related assets or inventory prepayments. These circumstances include future demand or market conditions for the Company's products being less favorable than forecasted, unforeseen technological changes or changes to the Company's product development plans that negatively impact the utility of any of these assets, or significant deterioration in the financial condition of one or more of the Company's suppliers that hold any of the Company's manufacturing-related assets or to whom the Company has made an inventory prepayment. Such write-downs would adversely affect the Company's financial condition and operating results in the period when the additional write-downs were recorded.

The Company accrues for estimated purchase commitment cancellation fees related to inventory orders that have been canceled or are expected to be canceled. Manufacturing purchase obligations typically cover the Company's forecasted component and manufacturing requirements for periods up to 150 days . If there is an abrupt and substantial decline in demand for one or more of the Company's products, a change in the Company's product development plans, or an unanticipated change in technological requirements for any of the Company's products, the Company may be required to record additional accruals for cancellation fees that would adversely affect its results of operations in the period when the cancellation fees were identified and recorded.

Warranty Costs

The Company accrues for the estimated cost of warranties in the period the related revenue is recognized based on historical and projected warranty claim rates, historical and projected cost per claim and knowledge of specific product failures that are outside of the Company's typical experience. The Company regularly reviews these estimates and the current installed base of products subject to warranty protection to assess the appropriateness of its recorded warranty liabilities and adjusts the amounts as necessary. If actual product failure rates or repair costs differ from estimates, revisions to the estimated warranty liabilities could be required and could materially affect the Company's financial condition and operating results.

Income Taxes

The Company records a tax provision for the anticipated tax consequences of its reported operating results. The provision for income taxes is computed using the asset and liability method, under which deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities, and for operating losses and tax credit carryforwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates that apply to taxable income in effect for the years in which those tax assets and liabilities are expected to be realized or settled. The Company records a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized.

The Company recognizes tax benefits from uncertain tax positions only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such positions are then measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement.

Management believes it is more likely than not that forecasted income, including income that may be generated as a result of certain tax planning strategies, together with future reversals of existing taxable temporary differences, will be sufficient to fully recover the Company's deferred tax assets. In the event that the Company determines all or part of its net deferred tax assets are not realizable in the future, the Company will record an adjustment to the valuation allowance that would be charged to earnings in the period such determination is made. In addition, the calculation of tax liabilities involves significant judgment in estimating the impact of uncertainties in the application of GAAP and complex tax laws. Resolution of these uncertainties in a manner inconsistent with management's expectations could have a material impact on the Company's financial condition and operating results.

Legal and Other Contingencies

As discussed in Part I, Item 3 of this Form 10-K under the heading "Legal Proceedings" and in Part II, Item 8 of this Form 10-K in the Notes to Consolidated Financial Statements in Note 10, "Commitments and Contingencies," the Company is subject to various legal proceedings and claims that arise in the ordinary course of business. The Company records a liability when it is probable that a loss has been incurred and the amount is reasonably estimable, the determination of which requires significant judgment. In the opinion of management, there was not at least a reasonable possibility the Company may have incurred a material loss, or a material loss in excess of a recorded accrual, with respect to loss contingencies for asserted legal and other claims. However, the outcome of legal proceedings and claims brought against the Company is subject to significant uncertainty. Therefore, although management considers the likelihood of such an outcome to be remote, if one or more of these legal matters were resolved against the Company in a reporting period for amounts in excess of management's expectations, the Company's consolidated financial statements for that reporting period could be materially adversely affected.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate and Foreign Currency Risk Management

The Company regularly reviews its foreign exchange forward and option positions and interest rate swaps, both on a stand-alone basis and in conjunction with its underlying foreign currency and interest rate exposures. Given the effective horizons of the Company's risk management activities and the anticipatory nature of the exposures, there can be no assurance these positions will offset more than a portion of the financial impact resulting from movements in either foreign exchange or interest rates. Further, the recognition of the gains and losses related to these instruments may not coincide with the timing of gains and losses related to the underlying economic exposures and, therefore, may adversely affect the Company's financial condition and operating results.

Interest Rate Risk

The Company's exposure to changes in interest rates relates primarily to the Company's investment portfolio and outstanding debt. While the Company is exposed to global interest rate fluctuations, the Company's interest income and expense are most sensitive to fluctuations in U.S. interest rates. Changes in U.S. interest rates affect the interest earned on the Company's cash, cash equivalents and marketable securities and the fair value of those securities, as well as costs associated with hedging and interest paid on the Company's debt.

The Company's investment policy and strategy are focused on preservation of capital and supporting the Company's liquidity requirements. The Company uses a combination of internal and external management to execute its investment strategy and achieve its investment objectives. The Company typically invests in highly-rated securities, and its investment policy generally limits the amount of credit exposure to any one issuer. The policy generally requires investments to be investment grade, with the primary objective of minimizing the potential risk of principal loss. To provide a meaningful assessment of the interest rate risk associated with the Company's investment portfolio, the Company performed a sensitivity analysis to determine the impact a change in interest rates would have on the value of the investment portfolio assuming a 100 basis point parallel shift in the yield curve. Based on investment positions as of September 30, 2017 and September 24, 2016 , a hypothetical 100 basis point increase in interest rates across all maturities would result in a $6.0 billion and $4.9 billion incremental decline in the fair market value of the portfolio, respectively. Such losses would only be realized if the Company sold the investments prior to maturity.

As of September 30, 2017 and September 24, 2016 , the Company had outstanding floating- and fixed-rate notes with varying maturities for an aggregate carrying amount of $103.7 billion and $78.9 billion , respectively. The Company has entered, and in the future may enter, into interest rate swaps to manage interest rate risk on its outstanding term debt. Interest rate swaps allow the Company to effectively convert fixed-rate payments into floating-rate payments or floating-rate payments into fixed-rate payments. Gains and losses on term debt are generally offset by the corresponding losses and gains on the related hedging instrument. A 100 basis point increase in market interest rates would cause interest expense on the Company's debt as of September 30, 2017 and September 24, 2016 to increase by $376 million and $271 million on an annualized basis, respectively.

Further details regarding the Company's debt is provided in Part II, Item 8 of this Form 10-K in the Notes to Consolidated Financial Statements in Note 6, "Debt."

Foreign Currency Risk

In general, the Company is a net receiver of currencies other than the U.S. dollar. Accordingly, changes in exchange rates, and in particular a strengthening of the U.S. dollar, will negatively affect the Company's net sales and gross margins as expressed in U.S. dollars. There is a risk that the Company will have to adjust local currency product pricing due to competitive pressures when there has been significant volatility in foreign currency exchange rates.

The Company may enter into foreign currency forward and option contracts with financial institutions to protect against foreign exchange risks associated with certain existing assets and liabilities, certain firmly committed transactions, forecasted future cash flows and net investments in foreign subsidiaries. In addition, the Company has entered, and in the future may enter, into foreign currency contracts to partially offset the foreign currency exchange gains and losses on its foreign-denominated debt issuances. The Company typically hedges portions of its forecasted foreign currency exposure associated with revenue and inventory purchases, typically for up to 12 months. However, the Company may choose not to hedge certain foreign exchange exposures for a variety of reasons, including but not limited to accounting considerations and the prohibitive economic cost of hedging particular exposures.

To provide a meaningful assessment of the foreign currency risk associated with certain of the Company's foreign currency derivative positions, the Company performed a sensitivity analysis using a value-at-risk ("VAR") model to assess the potential impact of fluctuations in exchange rates. The VAR model consisted of using a Monte Carlo simulation to generate thousands of random market price paths assuming normal market conditions. The VAR is the maximum expected loss in fair value, for a given confidence interval, to the Company's foreign currency derivative positions due to adverse movements in rates. The VAR model is not intended to represent actual losses but is used as a risk estimation and management tool. Forecasted transactions, firm commitments and assets and liabilities denominated in foreign currencies were excluded from the model. Based on the results of the model, the Company estimates with 95% confidence, a maximum one-day loss in fair value of $485 million as of September 30, 2017 compared to a maximum one-day loss in fair value of $434 million as of September 24, 2016 . Because the Company uses foreign currency instruments for hedging purposes, the loss in fair value incurred on those instruments are generally offset by increases in the fair value of the underlying exposures.

Actual future gains and losses associated with the Company's investment portfolio and derivative positions may differ materially from the sensitivity analyses performed as of September 30, 2017 due to the inherent limitations associated with predicting the timing and amount of changes in interest rates, foreign currency exchange rates and the Company's actual exposures and positions.

Item 8. Financial Statements and Supplementary Data

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All financial statement schedules have been omitted, since the required information is not applicable or is not present in amounts sufficient to require submission of the schedule, or because the information required is included in the consolidated financial statements and notes thereto.

Apple Inc.

CONSOLIDATED STATEMENTS OF OPERATIONS
(In millions, except number of shares which are reflected in thousands and per share amounts)

	Years ended		
	September 30, 2017	September 24, 2016	September 26, 2015
Net sales	$ 229,234	$ 215,639	$ 233,715
Cost of sales	141,048	131,376	140,089
Gross margin	88,186	84,263	93,626
Operating expenses:			
Research and development	11,581	10,045	8,067
Selling, general and administrative	15,261	14,194	14,329
Total operating expenses	26,842	24,239	22,396
Operating income	61,344	60,024	71,230
Other income/(expense), net	2,745	1,348	1,285
Income before provision for income taxes	64,089	61,372	72,515
Provision for income taxes	15,738	15,685	19,121
Net income	$ 48,351	$ 45,687	$ 53,394
Earnings per share:			
Basic	$ 9.27	$ 8.35	$ 9.28
Diluted	$ 9.21	$ 8.31	$ 9.22
Shares used in computing earnings per share:			
Basic	5,217,242	5,470,820	5,753,421
Diluted	5,251,692	5,500,281	5,793,069
Cash dividends declared per share	$ 2.40	$ 2.18	$ 1.98

See accompanying Notes to Consolidated Financial Statements.

Apple Inc.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In millions)

	Years ended		
	September 30, 2017	September 24, 2016	September 26, 2015
Net income	$ 48,351	$ 45,687	$ 53,394
Other comprehensive income/(loss):			
Change in foreign currency translation, net of tax effects of $(77), $8 and $201, respectively	224	75	(411)
Change in unrealized gains/losses on derivative instruments:			
Change in fair value of derivatives, net of tax benefit/(expense) of $(478), $(7) and $(441), respectively	1,315	7	2,905
Adjustment for net (gains)/losses realized and included in net income, net of tax expense/(benefit) of $475, $131 and $630, respectively	(1,477)	(741)	(3,497)
Total change in unrealized gains/losses on derivative instruments, net of tax	(162)	(734)	(592)
Change in unrealized gains/losses on marketable securities:			
Change in fair value of marketable securities, net of tax benefit/(expense) of $425, $(863) and $264, respectively	(782)	1,582	(483)
Adjustment for net (gains)/losses realized and included in net income, net of tax expense/(benefit) of $35, $(31) and $(32), respectively	(64)	56	59
Total change in unrealized gains/losses on marketable securities, net of tax	(846)	1,638	(424)
Total other comprehensive income/(loss)	(784)	979	(1,427)
Total comprehensive income	$ 47,567	$ 46,666	$ 51,967

See accompanying Notes to Consolidated Financial Statements.

Apple Inc.

CONSOLIDATED BALANCE SHEETS
(In millions, except number of shares which are reflected in thousands and par value)

	September 30, 2017	September 24, 2016
ASSETS:		
Current assets:		
Cash and cash equivalents	$ 20,289	$ 20,484
Short-term marketable securities	53,892	46,671
Accounts receivable, less allowances of $58 and $53, respectively	17,874	15,754
Inventories	4,855	2,132
Vendor non-trade receivables	17,799	13,545
Other current assets	13,936	8,283
Total current assets	128,645	106,869
Long-term marketable securities	194,714	170,430
Property, plant and equipment, net	33,783	27,010
Goodwill	5,717	5,414
Acquired intangible assets, net	2,298	3,206
Other non-current assets	10,162	8,757
Total assets	$ 375,319	$ 321,686
LIABILITIES AND SHAREHOLDERS' EQUITY:		
Current liabilities:		
Accounts payable	$ 49,049	$ 37,294
Accrued expenses	25,744	22,027
Deferred revenue	7,548	8,080
Commercial paper	11,977	8,105
Current portion of long-term debt	6,496	3,500
Total current liabilities	100,814	79,006
Deferred revenue, non-current	2,836	2,930
Long-term debt	97,207	75,427
Other non-current liabilities	40,415	36,074
Total liabilities	241,272	193,437
Commitments and contingencies		
Shareholders' equity:		
Common stock and additional paid-in capital, $0.00001 par value: 12,600,000 shares authorized; 5,126,201 and 5,336,166 shares issued and outstanding, respectively	35,867	31,251
Retained earnings	98,330	96,364
Accumulated other comprehensive income/(loss)	(150)	634
Total shareholders' equity	134,047	128,249
Total liabilities and shareholders' equity	$ 375,319	$ 321,686

See accompanying Notes to Consolidated Financial Statements.

Apple Inc.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(In millions, except number of shares which are reflected in thousands)

	Common Stock and Additional Paid-In Capital		Retained Earnings	Accumulated Other Comprehensive Income/(Loss)	Total Shareholders' Equity
	Shares	Amount			
Balances as of September 27, 2014	5,866,161	$ 23,313	$ 87,152	$ 1,082	$ 111,547
Net income	—	—	53,394	—	53,394
Other comprehensive income/(loss)	—	—	—	(1,427)	(1,427)
Dividends and dividend equivalents declared	—	—	(11,627)	—	(11,627)
Repurchase of common stock	(325,032)	—	(36,026)	—	(36,026)
Share-based compensation	—	3,586	—	—	3,586
Common stock issued, net of shares withheld for employee taxes	37,624	(231)	(609)	—	(840)
Tax benefit from equity awards, including transfer pricing adjustments	—	748	—	—	748
Balances as of September 26, 2015	5,578,753	27,416	92,284	(345)	119,355
Net income	—	—	45,687	—	45,687
Other comprehensive income/(loss)	—	—	—	979	979
Dividends and dividend equivalents declared	—	—	(12,188)	—	(12,188)
Repurchase of common stock	(279,609)	—	(29,000)	—	(29,000)
Share-based compensation	—	4,262	—	—	4,262
Common stock issued, net of shares withheld for employee taxes	37,022	(806)	(419)	—	(1,225)
Tax benefit from equity awards, including transfer pricing adjustments	—	379	—	—	379
Balances as of September 24, 2016	5,336,166	31,251	96,364	634	128,249
Net income	—	—	48,351	—	48,351
Other comprehensive income/(loss)	—	—	—	(784)	(784)
Dividends and dividend equivalents declared	—	—	(12,803)	—	(12,803)
Repurchase of common stock	(246,496)	—	(33,001)	—	(33,001)
Share-based compensation	—	4,909	—	—	4,909
Common stock issued, net of shares withheld for employee taxes	36,531	(913)	(581)	—	(1,494)
Tax benefit from equity awards, including transfer pricing adjustments	—	620	—	—	620
Balances as of September 30, 2017	5,126,201	$ 35,867	$ 98,330	$ (150)	$ 134,047

See accompanying Notes to Consolidated Financial Statements.

Apple Inc.

CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)

	Years ended		
	September 30, 2017	September 24, 2016	September 26, 2015
Cash and cash equivalents, beginning of the year	$ 20,484	$ 21,120	$ 13,844
Operating activities:			
Net income	48,351	45,687	53,394
Adjustments to reconcile net income to cash generated by operating activities:			
Depreciation and amortization	10,157	10,505	11,257
Share-based compensation expense	4,840	4,210	3,586
Deferred income tax expense	5,966	4,938	1,382
Other	(166)	486	385
Changes in operating assets and liabilities:			
Accounts receivable, net	(2,093)	527	417
Inventories	(2,723)	217	(238)
Vendor non-trade receivables	(4,254)	(51)	(3,735)
Other current and non-current assets	(5,318)	1,055	(283)
Accounts payable	9,618	1,837	5,001
Deferred revenue	(626)	(1,554)	1,042
Other current and non-current liabilities	(154)	(2,033)	9,058
Cash generated by operating activities	63,598	65,824	81,266
Investing activities:			
Purchases of marketable securities	(159,486)	(142,428)	(166,402)
Proceeds from maturities of marketable securities	31,775	21,258	14,538
Proceeds from sales of marketable securities	94,564	90,536	107,447
Payments made in connection with business acquisitions, net	(329)	(297)	(343)
Payments for acquisition of property, plant and equipment	(12,451)	(12,734)	(11,247)
Payments for acquisition of intangible assets	(344)	(814)	(241)
Payments for strategic investments, net	(395)	(1,388)	—
Other	220	(110)	(26)
Cash used in investing activities	(46,446)	(45,977)	(56,274)
Financing activities:			
Proceeds from issuance of common stock	555	495	543
Excess tax benefits from equity awards	627	407	749
Payments for taxes related to net share settlement of equity awards	(1,874)	(1,570)	(1,499)
Payments for dividends and dividend equivalents	(12,769)	(12,150)	(11,561)
Repurchases of common stock	(32,900)	(29,722)	(35,253)
Proceeds from issuance of term debt, net	28,662	24,954	27,114
Repayments of term debt	(3,500)	(2,500)	—
Change in commercial paper, net	3,852	(397)	2,191
Cash used in financing activities	(17,347)	(20,483)	(17,716)
Increase/(Decrease) in cash and cash equivalents	(195)	(636)	7,276
Cash and cash equivalents, end of the year	$ 20,289	$ 20,484	$ 21,120
Supplemental cash flow disclosure:			

Cash paid for income taxes, net	$ 11,591	$ 10,444	$ 13,252
Cash paid for interest	$ 2,092	$ 1,316	$ 514

See accompanying Notes to Consolidated Financial Statements.

Apple Inc.

Notes to Consolidated Financial Statements

Note 1 – Summary of Significant Accounting Policies

Apple Inc. and its wholly-owned subsidiaries (collectively "Apple" or the "Company") designs, manufactures and markets mobile communication and media devices and personal computers, and sells a variety of related software, services, accessories, networking solutions and third-party digital content and applications. The Company's products and services include iPhone, iPad, Mac, Apple Watch, Apple TV, a portfolio of consumer and professional software applications, iOS, macOS, watchOS and tvOS operating systems, iCloud, Apple Pay and a variety of accessory, service and support offerings. The Company sells and delivers digital content and applications through the iTunes Store, App Store, Mac App Store, TV App Store, iBooks Store and Apple Music (collectively "Digital Content and Services"). The Company sells its products worldwide through its retail stores, online stores and direct sales force, as well as through third-party cellular network carriers, wholesalers, retailers and value-added resellers. In addition, the Company sells a variety of third-party Apple-compatible products, including application software and various accessories through its retail and online stores. The Company sells to consumers, small and mid-sized businesses and education, enterprise and government customers.

Basis of Presentation and Preparation

The accompanying consolidated financial statements include the accounts of the Company. Intercompany accounts and transactions have been eliminated. In the opinion of the Company's management, the consolidated financial statements reflect all adjustments, which are normal and recurring in nature, necessary for fair financial statement presentation. The preparation of these consolidated financial statements in conformity with U.S. generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions that affect the amounts reported in these consolidated financial statements and accompanying notes. Actual results could differ materially from those estimates. Certain prior period amounts in the consolidated financial statements have been reclassified to conform to the current period's presentation.

The Company's fiscal year is the 52 or 53-week period that ends on the last Saturday of September. The Company's fiscal year 2017 included 53 weeks and ended on September 30, 2017 . A 14th week was included in the first fiscal quarter of 2017, as is done every five or six years, to realign the Company's fiscal quarters with calendar quarters. The Company's fiscal years 2016 and 2015 ended on September 24, 2016 and September 26, 2015 , respectively, and spanned 52 weeks each. Unless otherwise stated, references to particular years, quarters, months and periods refer to the Company's fiscal years ended in September and the associated quarters, months and periods of those fiscal years.

Revenue Recognition

Net sales consist primarily of revenue from the sale of hardware, software, digital content and applications, accessories, and service and support contracts. The Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred, the sales price is fixed or determinable and collection is probable. Product is considered delivered to the customer once it has been shipped and title, risk of loss and rewards of ownership have been transferred. For most of the Company's product sales, these criteria are met at the time the product is shipped. For online sales to individuals, for some sales to education customers in the U.S., and for certain other sales, the Company defers revenue until the customer receives the product because the Company retains a portion of the risk of loss on these sales during transit. For payment terms in excess of the Company's standard payment terms, revenue is recognized as payments become due unless the Company has positive evidence that the sales price is fixed or determinable, such as a successful history of collection, without concession, on comparable arrangements. The Company recognizes revenue from the sale of hardware products, software bundled with hardware that is essential to the functionality of the hardware and third-party digital content sold on the iTunes Store in accordance with general revenue recognition accounting guidance. The Company recognizes revenue in accordance with industry-specific software accounting guidance for the following types of sales transactions: (i) standalone sales of software products, (ii) sales of software upgrades and (iii) sales of software bundled with hardware not essential to the functionality of the hardware.

For the sale of most third-party products, the Company recognizes revenue based on the gross amount billed to customers because the Company establishes its own pricing for such products, retains related inventory risk for physical products, is the primary obligor to the customer and assumes the credit risk for amounts billed to its customers. For third-party applications sold through the App Store and Mac App Store and certain digital content sold through the iTunes Store, the Company does not determine the selling price of the products and is not the primary obligor to the customer. Therefore, the Company accounts for such sales on a net basis by recognizing in net sales only the commission it retains from each sale. The portion of the gross amount billed to customers that is remitted by the Company to third-party app developers and certain digital content owners is not reflected in the Company's Consolidated Statements of Operations.

The Company records deferred revenue when it receives payments in advance of the delivery of products or the performance of services. This includes amounts that have been deferred for unspecified and specified software upgrade rights and non-software services that are attached to hardware and software products. The Company sells gift cards redeemable at its retail and online stores, and also sells gift cards redeemable on iTunes Store, App Store, Mac App Store, TV App Store and iBooks Store for the purchase of digital content and software. The Company records deferred revenue upon the sale of the card, which is relieved upon redemption of the card by the customer. Revenue from AppleCare service and support contracts is deferred and recognized over the service coverage periods. AppleCare service and support contracts typically include extended phone support, repair services, web-based support resources and diagnostic tools offered under the Company's standard limited warranty.

The Company records reductions to revenue for estimated commitments related to price protection and other customer incentive programs. For transactions involving price protection, the Company recognizes revenue net of the estimated amount to be refunded. For the Company's other customer incentive programs, the estimated cost of these programs is recognized at the later of the date at which the Company has sold the product or the date at which the program is offered. The Company also records reductions to revenue for expected future product returns based on the Company's historical experience. Revenue is recorded net of taxes collected from customers that are remitted to governmental authorities, with the collected taxes recorded as current liabilities until remitted to the relevant government authority.

Revenue Recognition for Arrangements with Multiple Deliverables

For multi-element arrangements that include hardware products containing software essential to the hardware product's functionality, undelivered software elements that relate to the hardware product's essential software, and undelivered non-software services, the Company allocates revenue to all deliverables based on their relative selling prices. In such circumstances, the Company uses a hierarchy to determine the selling price to be used for allocating revenue to deliverables: (i) vendor-specific objective evidence of fair value ("VSOE"), (ii) third-party evidence of selling price ("TPE") and (iii) best estimate of selling price ("ESP"). VSOE generally exists only when the Company sells the deliverable separately and is the price actually charged by the Company for that deliverable. ESPs reflect the Company's best estimates of what the selling prices of elements would be if they were sold regularly on a stand-alone basis. For multi-element arrangements accounted for in accordance with industry-specific software accounting guidance, the Company allocates revenue to all deliverables based on the VSOE of each element, and if VSOE does not exist revenue is recognized when elements lacking VSOE are delivered.

For sales of qualifying versions of iPhone, iPad, iPod touch, Mac, Apple Watch and Apple TV, the Company has indicated it may from time to time provide future unspecified software upgrades to the device's essential software and/or non-software services free of charge. The Company has identified up to three deliverables regularly included in arrangements involving the sale of these devices. The first deliverable, which represents the substantial portion of the allocated sales price, is the hardware and software essential to the functionality of the hardware device delivered at the time of sale. The second deliverable is the embedded right included with qualifying devices to receive, on a when-and-if-available basis, future unspecified software upgrades relating to the product's essential software. The third deliverable is the non-software services to be provided to qualifying devices. The Company allocates revenue between these deliverables using the relative selling price method. Because the Company has neither VSOE nor TPE for these deliverables, the allocation of revenue is based on the Company's ESPs. Revenue allocated to the delivered hardware and the related essential software is recognized at the time of sale, provided the other conditions for revenue recognition have been met. Revenue allocated to the embedded unspecified software upgrade rights and the non-software services is deferred and recognized on a straight-line basis over the estimated period the software upgrades and non-software services are expected to be provided. Cost of sales related to delivered hardware and related essential software, including estimated warranty costs, are recognized at the time of sale. Costs incurred to provide non-software services are recognized as cost of sales as incurred, and engineering and sales and marketing costs are recognized as operating expenses as incurred.

The Company's process for determining its ESP for deliverables without VSOE or TPE considers multiple factors that may vary depending upon the unique facts and circumstances related to each deliverable including, where applicable, prices charged by the Company and market trends in the pricing for similar offerings, product-specific business objectives, estimated cost to provide the non-software services and the relative ESP of the upgrade rights and non-software services as compared to the total selling price of the product.

Shipping Costs

Amounts billed to customers related to shipping and handling are classified as revenue, and the Company's shipping and handling costs are classified as cost of sales.

Warranty Costs

The Company generally provides for the estimated cost of hardware and software warranties in the period the related revenue is recognized. The Company assesses the adequacy of its accrued warranty liabilities and adjusts the amounts as necessary based on actual experience and changes in future estimates.

Software Development Costs

Research and development ("R&D") costs are expensed as incurred. Development costs of computer software to be sold, leased, or otherwise marketed are subject to capitalization beginning when a product's technological feasibility has been established and ending when a product is available for general release to customers. In most instances, the Company's products are released soon after technological feasibility has been established and as a result software development costs were expensed as incurred.

Advertising Costs

Advertising costs are expensed as incurred and included in selling, general and administrative expenses.

Share-based Compensation

The Company recognizes expense related to share-based payment transactions in which it receives employee services in exchange for (a) equity instruments of the Company or (b) liabilities that are based on the fair value of the Company's equity instruments or that may be settled by the issuance of such equity instruments. Share-based compensation expense for restricted stock units ("RSUs") and restricted stock is measured based on the closing fair market value of the Company's common stock on the date of grant. The Company estimates forfeitures expected to occur and recognizes share-based compensation expense for those equity awards expected to vest. The Company recognizes share-based compensation expense over the award's requisite service period on a straight-line basis for time-based RSUs and on a graded basis for RSUs that are contingent on the achievement of performance conditions. The Company recognizes a benefit from share-based compensation in the Consolidated Statements of Shareholders' Equity if an excess tax benefit is realized. In addition, the Company recognizes the indirect effects of share-based compensation on R&D tax credits, foreign tax credits and domestic manufacturing deductions in the Consolidated Statements of Operations. Further information regarding share-based compensation can be found in Note 9, "Benefit Plans."

Income Taxes

The provision for income taxes is computed using the asset and liability method, under which deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities and for operating losses and tax credit carryforwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates that apply to taxable income in effect for the years in which those tax assets and liabilities are expected to be realized or settled. The Company records a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized.

The Company recognizes the tax benefit from an uncertain tax position only if it is more likely than not the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such positions are then measured based on the largest benefit that has a greater than 50% likelihood of being realized upon settlement. See Note 5, "Income Taxes" for additional information.

Earnings Per Share

Basic earnings per share is computed by dividing income available to common shareholders by the weighted-average number of shares of common stock outstanding during the period. Diluted earnings per share is computed by dividing income available to common shareholders by the weighted-average number of shares of common stock outstanding during the period increased to include the number of additional shares of common stock that would have been outstanding if the potentially dilutive securities had been issued. Potentially dilutive securities include unvested RSUs, unvested restricted stock, outstanding stock options and shares to be purchased by employees under the Company's employee stock purchase plan. The dilutive effect of potentially dilutive securities is reflected in diluted earnings per share by application of the treasury stock method. Under the treasury stock method, an increase in the fair market value of the Company's common stock can result in a greater dilutive effect from potentially dilutive securities.

The following table shows the computation of basic and diluted earnings per share for 2017 , 2016 and 2015 (net income in millions and shares in thousands):

	2017	2016	2015
Numerator:			
Net income	$ 48,351	$ 45,687	$ 53,394
Denominator:			
Weighted-average shares outstanding	5,217,242	5,470,820	5,753,421
Effect of dilutive securities	34,450	29,461	39,648
Weighted-average diluted shares	5,251,692	5,500,281	5,793,069
Basic earnings per share	$ 9.27	$ 8.35	$ 9.28
Diluted earnings per share	$ 9.21	$ 8.31	$ 9.22

Potentially dilutive securities whose effect would have been antidilutive are excluded from the computation of diluted earnings per share.

Financial Instruments

Cash Equivalents and Marketable Securities

All highly liquid investments with maturities of three months or less at the date of purchase are classified as cash equivalents. The Company's marketable debt and equity securities have been classified and accounted for as available-for-sale. Management determines the appropriate classification of its investments at the time of purchase and reevaluates the classifications at each balance sheet date. The Company classifies its marketable debt securities as either short-term or long-term based on each instrument's underlying contractual maturity date. Marketable debt securities with maturities of 12 months or less are classified as short-term and marketable debt securities with maturities greater than 12 months are classified as long-term. Marketable equity securities, including mutual funds, are classified as either short-term or long-term based on the nature of each security and its availability for use in current operations. The Company's marketable debt and equity securities are carried at fair value, with unrealized gains and losses, net of taxes, reported as a component of accumulated other comprehensive income/(loss) ("AOCI") in shareholders' equity, with the exception of unrealized losses believed to be other-than-temporary which are reported in earnings in the current period. The cost of securities sold is based upon the specific identification method.

Derivative Financial Instruments

The Company accounts for its derivative instruments as either assets or liabilities and carries them at fair value.

For derivative instruments that hedge the exposure to variability in expected future cash flows that are designated as cash flow hedges, the effective portion of the gain or loss on the derivative instrument is reported as a component of AOCI in shareholders' equity and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. The ineffective portion of the gain or loss on the derivative instrument, if any, is recognized in earnings in the current period. To receive hedge accounting treatment, cash flow hedges must be highly effective in offsetting changes to expected future cash flows on hedged transactions. For options designated as cash flow hedges, changes in the time value are excluded from the assessment of hedge effectiveness and are recognized in earnings.

For derivative instruments that hedge the exposure to changes in the fair value of an asset or a liability and that are designated as fair value hedges, both the net gain or loss on the derivative instrument as well as the offsetting gain or loss on the hedged item are recognized in earnings in the current period.

For derivative instruments and foreign currency debt that hedge the exposure to changes in foreign currency exchange rates used for translation of the net investment in a foreign operation and that are designated as a net investment hedge, the net gain or loss on the effective portion of the derivative instrument is reported in the same manner as a foreign currency translation adjustment. For forward exchange contracts designated as net investment hedges, the Company excludes changes in fair value relating to changes

in the forward carry component from its definition of effectiveness. Accordingly, any gains or losses related to this forward carry component are recognized in earnings in the current period.

Derivatives that do not qualify as hedges are adjusted to fair value through earnings in the current period.

Allowance for Doubtful Accounts

The Company records its allowance for doubtful accounts based upon its assessment of various factors, including historical experience, age of the accounts receivable balances, credit quality of the Company's customers, current economic conditions and other factors that may affect the customers' abilities to pay.

Inventories

Inventories are stated at the lower of cost, computed using the first-in, first-out method, and net realizable value. Any adjustments to reduce the cost of inventories to their net realizable value are recognized in earnings in the current period.

Property, Plant and Equipment

Property, plant and equipment are stated at cost. Depreciation is computed by use of the straight-line method over the estimated useful lives of the assets, which for buildings is the lesser of 30 years or the remaining life of the underlying building; between one and five years for machinery and equipment, including product tooling and manufacturing process equipment; and the shorter of lease term or useful life for leasehold improvements. The Company capitalizes eligible costs to acquire or develop internal-use software that are incurred subsequent to the preliminary project stage. Capitalized costs related to internal-use software are amortized using the straight-line method over the estimated useful lives of the assets, which range from three to five years . Depreciation and amortization expense on property and equipment was $8.2 billion , $8.3 billion and $9.2 billion during 2017 , 2016 and 2015 , respectively.

Long-Lived Assets Including Goodwill and Other Acquired Intangible Assets

The Company reviews property, plant and equipment, inventory component prepayments and identifiable intangibles, excluding goodwill and intangible assets with indefinite useful lives, for impairment. Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. Recoverability of these assets is measured by comparison of their carrying amounts to future undiscounted cash flows the assets are expected to generate. If property, plant and equipment, inventory component prepayments and certain identifiable intangibles are considered to be impaired, the impairment to be recognized equals the amount by which the carrying value of the asset exceeds its fair value.

The Company does not amortize goodwill and intangible assets with indefinite useful lives; rather, such assets are required to be tested for impairment at least annually or sooner if events or changes in circumstances indicate that the assets may be impaired. The Company performs its goodwill and intangible asset impairment tests in the fourth quarter of each year. The Company did not recognize any impairment charges related to goodwill or indefinite lived intangible assets during 2017 , 2016 and 2015 . For purposes of testing goodwill for impairment, the Company established reporting units based on its current reporting structure. Goodwill has been allocated to these reporting units to the extent it relates to each reporting unit. In 2017 and 2016 , the Company's goodwill was primarily allocated to the Americas and Europe reporting units.

The Company amortizes its intangible assets with definite useful lives over their estimated useful lives and reviews these assets for impairment. The Company typically amortizes its acquired intangible assets with definite useful lives over periods from three to seven years .

Fair Value Measurements

The Company applies fair value accounting for all financial assets and liabilities and non-financial assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring basis. The Company defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities that are required to be recorded at fair value, the Company considers the principal or most advantageous market in which the Company would transact and the market-based risk measurements or assumptions that market participants would use to price the asset or liability, such as risks inherent in valuation techniques, transfer restrictions and credit risk. Fair value is estimated by applying the following hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Observable inputs other than quoted prices in active markets for identical assets and liabilities, quoted prices for identical or similar assets or liabilities in inactive markets, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Inputs that are generally unobservable and typically reflect management's estimate of assumptions that market participants would use in pricing the asset or liability.

The Company's valuation techniques used to measure the fair value of money market funds and certain marketable equity securities were derived from quoted prices in active markets for identical assets or liabilities. The valuation techniques used to measure the fair value of the Company's debt instruments and all other financial instruments, all of which have counterparties with high credit ratings, were valued based on quoted market prices or model-driven valuations using significant inputs derived from or corroborated by observable market data.

In accordance with the fair value accounting requirements, companies may choose to measure eligible financial instruments and certain other items at fair value. The Company has not elected the fair value option for any eligible financial instruments.

Foreign Currency Translation and Remeasurement

The Company translates the assets and liabilities of its non-U.S. dollar functional currency subsidiaries into U.S. dollars using exchange rates in effect at the end of each period. Revenue and expenses for these subsidiaries are translated using rates that approximate those in effect during the period. Gains and losses from these translations are recognized in foreign currency translation included in AOCI in shareholders' equity. The Company's subsidiaries that use the U.S. dollar as their functional currency remeasure monetary assets and liabilities at exchange rates in effect at the end of each period, and inventories, property and nonmonetary assets and liabilities at historical rates.

Note 2 – Financial Instruments

Cash, Cash Equivalents and Marketable Securities

The following tables show the Company's cash and available-for-sale securities by significant investment category as of September 30, 2017 and September 24, 2016 (in millions):

	2017						
	Adjusted Cost	Unrealized Gains	Unrealized Losses	Fair Value	Cash and Cash Equivalents	Short-Term Marketable Securities	Long-Term Marketable Securities
Cash	$ 7,982	$ —	$ —	$ 7,982	$ 7,982	$ —	$ —
Level 1:							
Money market funds	6,534	—	—	6,534	6,534	—	—
Mutual funds	799	—	(88)	711	—	711	—
Subtotal	7,333	—	(88)	7,245	6,534	711	—
Level 2:							
U.S. Treasury securities	55,254	58	(230)	55,082	865	17,228	36,989
U.S. agency securities	5,162	2	(9)	5,155	1,439	2,057	1,659
Non-U.S. government securities	7,827	210	(37)	8,000	9	123	7,868
Certificates of deposit and time deposits	5,832	—	—	5,832	1,142	3,918	772
Commercial paper	3,640	—	—	3,640	2,146	1,494	—
Corporate securities	152,724	969	(242)	153,451	172	27,591	125,688
Municipal securities	961	4	(1)	964	—	114	850
Mortgage- and asset-backed securities	21,684	35	(175)	21,544	—	656	20,888
Subtotal	253,084	1,278	(694)	253,668	5,773	53,181	194,714
Total	$ 268,399	$ 1,278	$ (782)	$ 268,895	$ 20,289	$ 53,892	$ 194,714

	2016						
	Adjusted Cost	Unrealized Gains	Unrealized Losses	Fair Value	Cash and Cash Equivalents	Short-Term Marketable Securities	Long-Term Marketable Securities
Cash	$ 8,601	$ —	$ —	$ 8,601	$ 8,601	$ —	$ —
Level 1:							
Money market funds	3,666	—	—	3,666	3,666	—	—
Mutual funds	1,407	—	(146)	1,261	—	1,261	—
Subtotal	5,073	—	(146)	4,927	3,666	1,261	—
Level 2:							
U.S. Treasury securities	41,697	319	(4)	42,012	1,527	13,492	26,993
U.S. agency securities	7,543	16	—	7,559	2,762	2,441	2,356
Non-U.S. government securities	7,609	259	(27)	7,841	110	818	6,913
Certificates of deposit and time deposits	6,598	—	—	6,598	1,108	3,897	1,593
Commercial paper	7,433	—	—	7,433	2,468	4,965	—
Corporate securities	131,166	1,409	(206)	132,369	242	19,599	112,528
Municipal securities	956	5	—	961	—	167	794
Mortgage- and asset-backed securities	19,134	178	(28)	19,284	—	31	19,253
Subtotal	222,136	2,186	(265)	224,057	8,217	45,410	170,430
Total	$ 235,810	$ 2,186	$ (411)	$ 237,585	$ 20,484	$ 46,671	$ 170,430

The Company may sell certain of its marketable securities prior to their stated maturities for strategic reasons including, but not limited to, anticipation of credit deterioration and duration management. The maturities of the Company's long-term marketable securities generally range from one to five years .

The Company considers the declines in market value of its marketable securities investment portfolio to be temporary in nature. The Company typically invests in highly-rated securities, and its investment policy generally limits the amount of credit exposure to any one issuer. The policy generally requires investments to be investment grade, with the primary objective of minimizing the potential risk of principal loss. Fair values were determined for each individual security in the investment portfolio. When evaluating an investment for other-than-temporary impairment, the Company reviews factors such as the length of time and extent to which fair value has been below its cost basis, the financial condition of the issuer and any changes thereto, changes in market interest rates and the Company's intent to sell, or whether it is more likely than not it will be required to sell the investment before recovery of the investment's cost basis. As of September 30, 2017 , the Company does not consider any of its investments to be other-than-temporarily impaired.

Derivative Financial Instruments

The Company may use derivatives to partially offset its business exposure to foreign currency and interest rate risk on expected future cash flows, on net investments in certain foreign subsidiaries and on certain existing assets and liabilities. However, the Company may choose not to hedge certain exposures for a variety of reasons including, but not limited to, accounting considerations and the prohibitive economic cost of hedging particular exposures. There can be no assurance the hedges will offset more than a portion of the financial impact resulting from movements in foreign currency exchange or interest rates.

To help protect gross margins from fluctuations in foreign currency exchange rates, certain of the Company's subsidiaries whose functional currency is the U.S. dollar may hedge a portion of forecasted foreign currency revenue, and subsidiaries whose functional currency is not the U.S. dollar and who sell in local currencies may hedge a portion of forecasted inventory purchases not denominated in the subsidiaries' functional currencies. The Company may enter into forward contracts, option contracts or other

instruments to manage this risk and may designate these instruments as cash flow hedges. The Company typically hedges portions of its forecasted foreign currency exposure associated with revenue and inventory purchases, typically for up to 12 months .

To help protect the net investment in a foreign operation from adverse changes in foreign currency exchange rates, the Company may enter into foreign currency forward and option contracts to offset the changes in the carrying amounts of these investments due to fluctuations in foreign currency exchange rates. In addition, the Company may use non-derivative financial instruments, such as its foreign currency-denominated debt, as economic hedges of its net investments in certain foreign subsidiaries. In both of these cases, the Company designates these instruments as net investment hedges.

The Company may also enter into non-designated foreign currency contracts to partially offset the foreign currency exchange gains and losses generated by the remeasurement of certain assets and liabilities denominated in non-functional currencies.

The Company may enter into interest rate swaps, options, or other instruments to manage interest rate risk. These instruments may offset a portion of changes in income or expense, or changes in fair value of the Company's term debt or investments. The Company designates these instruments as either cash flow or fair value hedges. The Company's hedged interest rate transactions as of September 30, 2017 are expected to be recognized within 10 years .

The Company may enter into foreign currency swaps to manage currency risk on its foreign currency-denominated term debt. These instruments may offset a portion of the foreign currency remeasurement gains or losses on the Company's term debt and related interest payments. The Company designates these instruments as cash flow hedges. The Company's hedged term debt-related foreign currency transactions as of September 30, 2017 are expected to be recognized within 25 years .

Cash Flow Hedges

The effective portions of cash flow hedges are recorded in AOCI until the hedged item is recognized in earnings. Deferred gains and losses associated with cash flow hedges of foreign currency revenue are recognized as a component of net sales in the same period as the related revenue is recognized, and deferred gains and losses related to cash flow hedges of inventory purchases are recognized as a component of cost of sales in the same period as the related costs are recognized. Deferred gains and losses associated with cash flow hedges of interest income or expense are recognized in other income/(expense), net in the same period as the related income or expense is recognized. The ineffective portions and amounts excluded from the effectiveness testing of cash flow hedges are recognized in other income/(expense), net.

Derivative instruments designated as cash flow hedges must be de-designated as hedges when it is probable the forecasted hedged transaction will not occur in the initially identified time period or within a subsequent two-month time period. Deferred gains and losses in AOCI associated with such derivative instruments are reclassified into other income/(expense), net in the period of de-designation. Any subsequent changes in fair value of such derivative instruments are reflected in other income/(expense), net unless they are re-designated as hedges of other transactions.

Net Investment Hedges

The effective portions of net investment hedges are recorded in other comprehensive income/(loss) ("OCI") as a part of the cumulative translation adjustment. The ineffective portions and amounts excluded from the effectiveness testing of net investment hedges are recognized in other income/(expense), net.

Fair Value Hedges

Gains and losses related to changes in fair value hedges are recognized in earnings along with a corresponding loss or gain related to the change in value of the underlying hedged item.

Non-Designated Derivatives

Derivatives that are not designated as hedging instruments are adjusted to fair value through earnings in the financial statement line item to which the derivative relates. As a result, the Company recognized a gain of $20 million in net sales, a loss of $40 million in cost of sales and a gain of $606 million in other income/(expense), net for 2017 .

The Company records all derivatives in the Consolidated Balance Sheets at fair value. The Company's accounting treatment for these derivative instruments is based on its hedge designation. The following tables show the Company's derivative instruments at gross fair value as of September 30, 2017 and September 24, 2016 (in millions):

	2017		
	Fair Value of Derivatives Designated as Hedge Instruments	Fair Value of Derivatives Not Designated as Hedge Instruments	Total Fair Value
Derivative assets [1]:			
Foreign exchange contracts	$ 1,049	$ 363	$ 1,412
Interest rate contracts	$ 218	$ —	$ 218

Derivative liabilities [2] :				
Foreign exchange contracts	$ 759	$ 501	$	1,260
Interest rate contracts	$ 303	$ —	$	303

	2016		
	Fair Value of Derivatives Designated as Hedge Instruments	Fair Value of Derivatives Not Designated as Hedge Instruments	Total Fair Value
Derivative assets [1]:			
Foreign exchange contracts	$ 518	$ 153	$ 671
Interest rate contracts	$ 728	$ —	$ 728
Derivative liabilities [2]:			
Foreign exchange contracts	$ 935	$ 134	$ 1,069
Interest rate contracts	$ 7	$ —	$ 7

(1) The fair value of derivative assets is measured using Level 2 fair value inputs and is recorded as other current assets and other non-current assets in the Consolidated Balance Sheets.

(2) The fair value of derivative liabilities is measured using Level 2 fair value inputs and is recorded as accrued expenses and other non-current liabilities in the Consolidated Balance Sheets.

The following table shows the pre-tax gains and losses of the Company's derivative and non-derivative instruments designated as cash flow, net investment and fair value hedges in OCI and the Consolidated Statements of Operations for 2017 , 2016 and 2015 (in millions):

	2017	2016	2015
Gains/(Losses) recognized in OCI – effective portion:			
Cash flow hedges:			
Foreign exchange contracts	$ 1,797	$ 109	$ 3,592
Interest rate contracts	7	(57)	(111)
Total	$ 1,804	$ 52	$ 3,481
Net investment hedges:			
Foreign exchange contracts	$ —	$ —	$ 167
Foreign currency debt	67	(258)	(71)
Total	$ 67	$ (258)	$ 96
Gains/(Losses) reclassified from AOCI into net income – effective portion:			
Cash flow hedges:			
Foreign exchange contracts	$ 1,958	$ 885	$ 4,092
Interest rate contracts	(2)	(11)	(17)
Total	$ 1,956	$ 874	$ 4,075
Gains/(Losses) on derivative instruments:			
Fair value hedges:			
Interest rate contracts	$ (810)	$ 341	$ 337
Gains/(Losses) related to hedged items:			
Fair value hedges:			
Fixed-rate debt	$ 810	$ (341)	$ (337)

The following table shows the notional amounts of the Company's outstanding derivative instruments and credit risk amounts associated with outstanding or unsettled derivative instruments as of September 30, 2017 and September 24, 2016 (in millions):

	2017		2016	
	Notional Amount	Credit Risk Amount	Notional Amount	Credit Risk Amount
Instruments designated as accounting hedges:				
Foreign exchange contracts	$ 56,156	$ 1,049	$ 44,678	$ 518
Interest rate contracts	$ 33,000	$ 218	$ 24,500	$ 728
Instruments not designated as accounting hedges:				
Foreign exchange contracts	$ 69,774	$ 363	$ 54,305	$ 153

The notional amounts for outstanding derivative instruments provide one measure of the transaction volume outstanding and do not represent the amount of the Company's exposure to credit or market loss. The credit risk amounts represent the Company's gross exposure to potential accounting loss on derivative instruments that are outstanding or unsettled if all counterparties failed to perform according to the terms of the contract, based on then-current currency or interest rates at each respective date. The Company's exposure to credit loss and market risk will vary over time as currency and interest rates change. Although the table above reflects the notional and credit risk amounts of the Company's derivative instruments, it does not reflect the gains or losses associated with the exposures and transactions that the instruments are intended to hedge. The amounts ultimately realized upon settlement of these financial instruments, together with the gains and losses on the underlying exposures, will depend on actual market conditions during the remaining life of the instruments.

The Company generally enters into master netting arrangements, which are designed to reduce credit risk by permitting net settlement of transactions with the same counterparty. To further limit credit risk, the Company generally enters into collateral security arrangements that provide for collateral to be received or posted when the net fair value of certain financial instruments fluctuates from contractually established thresholds. The Company presents its derivative assets and derivative liabilities at their gross fair values in its Consolidated Balance Sheets. The net cash collateral received by the Company related to derivative instruments under its collateral security arrangements was $35 million and $163 million as of September 30, 2017 and September 24, 2016 , respectively, which were recorded as accrued expenses in the Consolidated Balance Sheets.

Under master netting arrangements with the respective counterparties to the Company's derivative contracts, the Company is allowed to net settle transactions with a single net amount payable by one party to the other. As of September 30, 2017 and September 24, 2016 , the potential effects of these rights of set-off associated with the Company's derivative contracts, including the effects of collateral, would be a reduction to both derivative assets and derivative liabilities of $1.4 billion and $1.5 billion , respectively, resulting in net derivative assets of $32 million and $160 million , respectively.

Accounts Receivable

Trade Receivables

The Company has considerable trade receivables outstanding with its third-party cellular network carriers, wholesalers, retailers, value-added resellers, small and mid-sized businesses and education, enterprise and government customers. The Company generally does not require collateral from its customers; however, the Company will require collateral in certain instances to limit credit risk. In addition, when possible, the Company attempts to limit credit risk on trade receivables with credit insurance for certain customers or by requiring third-party financing, loans or leases to support credit exposure. These credit-financing arrangements are directly between the third-party financing company and the end customer. As such, the Company generally does not assume any recourse or credit risk sharing related to any of these arrangements.

As of September 30, 2017 , the Company had two customers that individually represented 10% or more of total trade receivables, each of which accounted for 10% . As of September 24, 2016 , the Company had one customer that represented 10% or more of total trade receivables, which accounted for 10% . The Company's cellular network carriers accounted for 59% and 63% of trade receivables as of September 30, 2017 and September 24, 2016 , respectively.

Vendor Non-Trade Receivables

The Company has non-trade receivables from certain of its manufacturing vendors resulting from the sale of components to these vendors who manufacture sub-assemblies or assemble final products for the Company. The Company purchases these components directly from suppliers. As of September 30, 2017 , the Company had three vendors that individually represented 10% or more of total vendor non-trade receivables, which accounted for 42% , 19% and 10% . As of September 24, 2016 , the Company had two vendors that individually represented 10% or more of total vendor non-trade receivables, which accounted for 47% and 21% .

Note 3 – Consolidated Financial Statement Details

The following tables show the Company's consolidated financial statement details as of September 30, 2017 and September 24, 2016 (in millions):

Property, Plant and Equipment, Net

	2017	2016
Land and buildings	$ 13,587	$ 10,185
Machinery, equipment and internal-use software	54,210	44,543
Leasehold improvements	7,279	6,517
Gross property, plant and equipment	75,076	61,245
Accumulated depreciation and amortization	(41,293)	(34,235)
Total property, plant and equipment, net	$ 33,783	$ 27,010

Other Non-Current Liabilities

	2017	2016
Deferred tax liabilities	$ 31,504	$ 26,019
Other non-current liabilities	8,911	10,055
Total other non-current liabilities	$ 40,415	$ 36,074

Other Income/(Expense), Net

The following table shows the detail of other income/(expense), net for 2017 , 2016 and 2015 (in millions):

	2017	2016	2015
Interest and dividend income	$ 5,201	$ 3,999	$ 2,921
Interest expense	(2,323)	(1,456)	(733)
Other expense, net	(133)	(1,195)	(903)
Total other income/(expense), net	$ 2,745	$ 1,348	$ 1,285

Note 4 – Acquired Intangible Assets

The Company's acquired intangible assets with definite useful lives primarily consist of patents and licenses. The following table summarizes the components of acquired intangible asset balances as of September 30, 2017 and September 24, 2016 (in millions):

	2017			2016		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Definite-lived and amortizable acquired intangible assets	$ 7,507	$ (5,309)	$ 2,198	$ 8,912	$ (5,806)	$ 3,106
Indefinite-lived and non-amortizable acquired intangible assets	100	—	100	100	—	100
Total acquired intangible assets	$ 7,607	$ (5,309)	$ 2,298	$ 9,012	$ (5,806)	$ 3,206

Amortization expense related to acquired intangible assets was $1.2 billion , $1.5 billion and $1.3 billion in 2017 , 2016 and 2015 , respectively. As of September 30, 2017 , the remaining weighted-average amortization period for acquired intangible assets is 3.4 years . The expected annual amortization expense related to acquired intangible assets as of September 30, 2017 , is as follows (in millions):

2018	$ 948
2019	505
2020	323
2021	222
2022	131
Thereafter	69
Total	$ 2,198

Note 5 – Income Taxes

The provision for income taxes for 2017 , 2016 and 2015 , consisted of the following (in millions):

	2017	2016	2015
Federal:			
Current	$ 7,842	$ 7,652	$ 11,730
Deferred	5,980	5,043	3,408
Total [1]	13,822	12,695	15,138
State:			
Current	259	990	1,265
Deferred	2	(138)	(220)
Total	261	852	1,045
Foreign:			
Current	1,671	2,105	4,744
Deferred	(16)	33	(1,806)
Total	1,655	2,138	2,938
Provision for income taxes	$ 15,738	$ 15,685	$ 19,121

(1) Includes taxes of $7.9 billion , $6.7 billion and $7.3 billion provided on foreign pre-tax earnings in 2017 , 2016 and 2015 , respectively.

The foreign provision for income taxes is based on foreign pre-tax earnings of $44.7 billion , $41.1 billion and $47.6 billion in 2017 , 2016 and 2015 , respectively. The Company's consolidated financial statements provide for any related tax liability on undistributed earnings that the Company does not intend to be indefinitely reinvested outside the U.S. Substantially all of the Company's undistributed international earnings intended to be indefinitely reinvested in operations outside the U.S. were generated by subsidiaries organized in Ireland, which has a statutory tax rate of 12.5% . As of September 30, 2017 , U.S. income taxes have not been provided on a cumulative total of $128.7 billion of such earnings. The amount of unrecognized deferred tax liability related to these temporary differences is estimated to be $42.2 billion .

As of September 30, 2017 and September 24, 2016 , $252.3 billion and $216.0 billion , respectively, of the Company's cash, cash equivalents and marketable securities were held by foreign subsidiaries and are generally based in U.S. dollar-denominated holdings. Amounts held by foreign subsidiaries are generally subject to U.S. income taxation on repatriation to the U.S.

A reconciliation of the provision for income taxes, with the amount computed by applying the statutory federal income tax rate (35% in 2017 , 2016 and 2015) to income before provision for income taxes for 2017 , 2016 and 2015 , is as follows (dollars in millions):

	2017	2016	2015
Computed expected tax	$ 22,431	$ 21,480	$ 25,380
State taxes, net of federal effect	185	553	680
Indefinitely invested earnings of foreign subsidiaries	(6,135)	(5,582)	(6,470)
Domestic production activities deduction	(209)	(382)	(426)
Research and development credit, net	(678)	(371)	(171)
Other	144	(13)	128
Provision for income taxes	$ 15,738	$ 15,685	$ 19,121
Effective tax rate	24.6%	25.6%	26.4%

The Company's income taxes payable have been reduced by the tax benefits from employee stock plan awards. For RSUs, the Company receives an income tax benefit upon the award's vesting equal to the tax effect of the underlying stock's fair market value. The Company had net excess tax benefits from equity awards of $620 million , $379 million and $748 million in 2017 , 2016 and 2015 , respectively, which were reflected as increases to common stock.

As of September 30, 2017 and September 24, 2016 , the significant components of the Company's deferred tax assets and liabilities were (in millions):

	2017	2016
Deferred tax assets:		
Accrued liabilities and other reserves	$ 4,019	$ 4,135
Basis of capital assets	1,230	2,107
Deferred revenue	1,521	1,717
Deferred cost sharing	667	667
Share-based compensation	703	601
Other	834	788
Total deferred tax assets, net of valuation allowance of $0	8,974	10,015
Deferred tax liabilities:		
Unremitted earnings of foreign subsidiaries	36,355	31,436
Other	207	485
Total deferred tax liabilities	36,562	31,921
Net deferred tax liabilities	$ (27,588)	$ (21,906)

Deferred tax assets and liabilities reflect the effects of tax losses, credits and the future income tax effects of temporary differences between the consolidated financial statement carrying amounts of existing assets and liabilities and their respective tax bases and are measured using enacted tax rates that apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Uncertain Tax Positions

Tax positions are evaluated in a two-step process. The Company first determines whether it is more likely than not that a tax position will be sustained upon examination. If a tax position meets the more-likely-than-not recognition threshold it is then measured to determine the amount of benefit to recognize in the financial statements. The tax position is measured as the largest amount of benefit that is greater than 50% likely of being realized upon ultimate settlement. The Company classifies gross interest and penalties and unrecognized tax benefits that are not expected to result in payment or receipt of cash within one year as non-current liabilities in the Consolidated Balance Sheets.

As of September 30, 2017 , the total amount of gross unrecognized tax benefits was $8.4 billion , of which $2.5 billion , if recognized, would affect the Company's effective tax rate. As of September 24, 2016 , the total amount of gross unrecognized tax benefits was $7.7 billion , of which $2.8 billion , if recognized, would have affected the Company's effective tax rate.

The aggregate changes in the balance of gross unrecognized tax benefits, which excludes interest and penalties, for 2017 , 2016 and 2015 , is as follows (in millions):

	2017	2016	2015
Beginning balances	$ 7,724	$ 6,900	$ 4,033
Increases related to tax positions taken during a prior year	333	1,121	2,056
Decreases related to tax positions taken during a prior year	(952)	(257)	(345)
Increases related to tax positions taken during the current year	1,880	1,578	1,278
Decreases related to settlements with taxing authorities	(539)	(1,618)	(109)
Decreases related to expiration of statute of limitations	(39)	—	(13)
Ending balances	$ 8,407	$ 7,724	$ 6,900

The Company includes interest and penalties related to unrecognized tax benefits within the provision for income taxes. As of September 30, 2017 and September 24, 2016 , the total amount of gross interest and penalties accrued was $1.2 billion and $1.0 billion , respectively, which is classified as non-current liabilities in the Consolidated Balance Sheets. In connection with tax matters, the Company recognized interest and penalty expense in 2017 , 2016 and 2015 of $165 million , $295 million and $709 million , respectively.

The Company is subject to taxation and files income tax returns in the U.S. federal jurisdiction and in many state and foreign jurisdictions. The U.S. Internal Revenue Service (the “IRS”) concluded its review of the years 2010 through 2012 during the third quarter of 2017. All years prior to 2013 are closed, and the IRS is currently examining the years 2013 through 2015. The Company is also subject to audits by state, local and foreign tax authorities. In major states and major foreign jurisdictions, the years subsequent to 2003 generally remain open and could be subject to examination by the taxing authorities.

The Company believes that an adequate provision has been made for any adjustments that may result from tax examinations. However, the outcome of tax audits cannot be predicted with certainty. If any issues addressed in the Company’s tax audits are resolved in a manner not consistent with its expectations, the Company could be required to adjust its provision for income taxes in the period such resolution occurs. Although timing of the resolution and/or closure of audits is not certain, the Company does not believe it is reasonably possible that its gross unrecognized tax benefits would materially change in the next 12 months.

On August 30, 2016, the European Commission announced its decision that Ireland granted state aid to the Company by providing tax opinions in 1991 and 2007 concerning the tax allocation of profits of the Irish branches of two subsidiaries of the Company (the “State Aid Decision”). The State Aid Decision orders Ireland to calculate and recover additional taxes from the Company for the period June 2003 through December 2014. Irish legislative changes, effective as of January 2015, eliminated the application of the tax opinions from that date forward. The Company believes the State Aid Decision to be without merit and appealed to the General Court of the Court of Justice of the European Union. Ireland has also appealed the State Aid Decision. Although Ireland is still computing the recovery amount, the Company expects the amount to be in line with the European Commission’s announced recovery amount of €13 billion , plus interest of €1 billion . Once the recovery amount is finalized by Ireland, the Company anticipates funding it, including interest, out of foreign cash. These amounts are expected to be placed into escrow in 2018, where they will remain pending conclusion of all appeals. The Company believes that any incremental Irish corporate income taxes potentially due related to the State Aid Decision would be creditable against U.S. taxes.

Note 6 – Debt

Commercial Paper

The Company issues unsecured short-term promissory notes ("Commercial Paper") pursuant to a commercial paper program. The Company uses net proceeds from the commercial paper program for general corporate purposes, including dividends and share repurchases. As of September 30, 2017 and September 24, 2016 , the Company had $12.0 billion and $8.1 billion of Commercial Paper outstanding, respectively, with maturities generally less than nine months . The weighted-average interest rate of the Company's Commercial Paper was 1.20% as of September 30, 2017 and 0.45% as of September 24, 2016 .

The following table provides a summary of cash flows associated with the issuance and maturities of Commercial Paper for 2017 and 2016 (in millions):

	2017	2016
Maturities less than 90 days:		
Proceeds from/(Repayments of) commercial paper, net	$ (1,782)	$ (869)
Maturities greater than 90 days:		
Proceeds from commercial paper	17,932	3,632
Repayments of commercial paper	(12,298)	(3,160)
Proceeds from/(Repayments of) commercial paper, net	5,634	472
Total change in commercial paper, net	$ 3,852	$ (397)

Term Debt

As of September 30, 2017 , the Company had outstanding floating- and fixed-rate notes with varying maturities for an aggregate principal amount of $104.0 billion (collectively the "Notes"). The Notes are senior unsecured obligations, and interest is payable in arrears, quarterly for the U.S. dollar-denominated and Australian dollar-denominated floating-rate notes, semi-annually for the U.S. dollar-denominated, Australian dollar-denominated, British pound-denominated, Japanese yen-denominated and Canadian dollar-denominated fixed-rate notes and annually for the euro-denominated and Swiss franc-denominated fixed-rate notes. The following table provides a summary of the Company's term debt as of September 30, 2017 and September 24, 2016 :

		2017		2016	
	Maturities	Amount (in millions)	Effective Interest Rate	Amount (in millions)	Effective Interest Rate
2013 debt issuance of $17.0 billion:					
Floating-rate notes	2018	$ 2,000	1.10%	$ 2,000	1.10%
Fixed-rate 1.000% – 3.850% notes	2018 – 2043	12,500	1.08% – 3.91%	12,500	1.08% – 3.91%
2014 debt issuance of $12.0 billion:					
Floating-rate notes	2019	1,000	1.61%	2,000	0.86% – 1.09%
Fixed-rate 2.100% – 4.450% notes	2019 – 2044	8,500	1.61% – 4.48%	10,000	0.85% – 4.48%
2015 debt issuances of $27.3 billion:					
Floating-rate notes	2019 – 2020	1,549	1.56% – 1.87%	1,781	0.87% – 1.87%
Fixed-rate 0.350% – 4.375% notes	2019 – 2045	24,522	0.28% – 4.51%	25,144	0.28% – 4.51%
2016 debt issuances of $24.9 billion:					
Floating-rate notes	2019 – 2021	1,350	1.45% – 2.44%	1,350	0.91% – 1.95%
Fixed-rate 1.100% – 4.650% notes	2018 – 2046	23,645	1.13% – 4.78%	23,609	1.13% – 4.58%

(Continued)	Maturities	2017 Amount (in millions)	2017 Effective Interest Rate	2016 Amount (in millions)	2016 Effective Interest Rate
Second quarter 2017 debt issuance of $10.0 billion:					
Floating-rate notes	2019	500	1.39%	—	—%
Floating-rate notes	2020	500	1.51%	—	—%
Floating-rate notes	2022	1,000	1.81%	—	—%
Fixed-rate 1.550% notes	2019	500	1.59%	—	—%
Fixed-rate 1.900% notes	2020	1,000	1.51%	—	—%
Fixed-rate 2.500% notes	2022	1,500	1.80%	—	—%
Fixed-rate 3.000% notes	2024	1,750	2.11%	—	—%
Fixed-rate 3.350% notes	2027	2,250	2.25%	—	—%
Fixed-rate 4.250% notes	2047	1,000	4.26%	—	—%
Second quarter 2017 debt issuance of $1.0 billion:					
Fixed-rate 4.300% notes	2047	1,000	4.30%	—	—%
Third quarter 2017 debt issuance of $7.0 billion:					
Floating-rate notes	2020	500	1.38%	—	—%
Floating-rate notes	2022	750	1.66%	—	—%
Fixed-rate 1.800% notes	2020	1,000	1.84%	—	—%
Fixed-rate 2.300% notes	2022	1,000	2.34%	—	—%
Fixed-rate 2.850% notes	2024	1,750	2.25%	—	—%
Fixed-rate 3.200% notes	2027	2,000	2.43%	—	—%
Third quarter 2017 euro-denominated debt issuance of €2.5 billion:					
Fixed-rate 0.875% notes	2025	1,469	3.03%	—	—%
Fixed-rate 1.375% notes	2029	1,469	3.37%	—	—%
Third quarter 2017 debt issuance of $1.0 billion:					
Fixed-rate 3.000% notes	2027	1,000	3.03%	—	—%
Fourth quarter 2017 Canadian dollar-denominated debt issuance of C$2.5 billion:					
Fixed-rate 2.513% notes	2024	2,017	2.66%	—	—%
Fourth quarter 2017 debt issuance of $5.0 billion:					
Fixed-rate 1.500% notes	2019	1,000	1.54%	—	—%
Fixed-rate 2.100% notes	2022	1,000	1.92%	—	—%
Fixed-rate 2.900% notes	2027	2,000	2.55%	—	—%
Fixed-rate 3.750% notes	2047	1,000	3.78%	—	—%
Total term debt		104,021		78,384	
Unamortized premium/(discount) and issuance costs, net		(225)		(174)	
Hedge accounting fair value adjustments		(93)		717	
Less: Current portion of long-term debt		(6,496)		(3,500)	

Total long-term debt	$ 97,207	$ 75,427

To manage interest rate risk on certain of its U.S. dollar-denominated fixed- or floating-rate notes, the Company has entered into interest rate swaps to effectively convert the fixed interest rates to floating interest rates or the floating interest rates to fixed interest rates on a portion of these notes. Additionally, to manage foreign currency risk on certain of its foreign currency-denominated notes, the Company has entered into foreign currency swaps to effectively convert these notes to U.S. dollar-denominated notes.

A portion of the Company's Japanese yen-denominated notes is designated as a hedge of the foreign currency exposure of the Company's net investment in a foreign operation. As of September 30, 2017 and September 24, 2016 , the carrying value of the debt designated as a net investment hedge was $1.6 billion and $1.9 billion , respectively.

For further discussion regarding the Company's use of derivative instruments see the Derivative Financial Instruments section of Note 2, "Financial Instruments."

The effective interest rates for the Notes include the interest on the Notes, amortization of the discount or premium and, if applicable, adjustments related to hedging. The Company recognized $2.2 billion , $1.4 billion and $722 million of interest expense on its term debt for 2017 , 2016 and 2015 , respectively.

The future principal payments for the Company's Notes as of September 30, 2017 are as follows (in millions):

2018	$ 6,500
2019	8,863
2020	9,220
2021	7,750
2022	10,297
Thereafter	61,391
Total term debt	$ 104,021

As of September 30, 2017 and September 24, 2016 , the fair value of the Company's Notes, based on Level 2 inputs, was $106.1 billion and $81.7 billion , respectively.

Note 7 – Shareholders' Equity

Dividends

The Company declared and paid cash dividends per share during the periods presented as follows:

	Dividends Per Share	Amount (in millions)
2017:		
Fourth quarter	$ 0.63	$ 3,252
Third quarter	0.63	3,281
Second quarter	0.57	2,988
First quarter	0.57	3,042
Total cash dividends declared and paid	$ 2.40	$ 12,563
2016:		
Fourth quarter	$ 0.57	$ 3,071
Third quarter	0.57	3,117
Second quarter	0.52	2,879
First quarter	0.52	2,898
Total cash dividends declared and paid	$ 2.18	$ 11,965

Future dividends are subject to declaration by the Board of Directors.

Share Repurchase Program

In May 2017 , the Company's Board of Directors increased the share repurchase authorization from $175 billion to $210 billion of the Company's common stock, of which $166 billion had been utilized as of September 30, 2017 . The Company's share repurchase program does not obligate it to acquire any specific number of shares. Under the program, shares may be repurchased in privately negotiated and/or open market transactions, including under plans complying with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

The Company has entered, and in the future may enter, into accelerated share repurchase arrangements ("ASRs") with financial institutions. In exchange for up-front payments, the financial institutions deliver shares of the Company's common stock during the purchase periods of each ASR. The total number of shares ultimately delivered, and therefore the average repurchase price paid per share, is determined at the end of the applicable purchase period of each ASR based on the volume-weighted average price of the Company's common stock during that period. The shares received are retired in the periods they are delivered, and the up-front

payments are accounted for as a reduction to shareholders' equity in the Company's Consolidated Balance Sheets in the periods the payments are made. The Company reflects the ASRs as a repurchase of common stock in the period delivered for purposes of calculating earnings per share and as forward contracts indexed to its own common stock. The ASRs met all of the applicable criteria for equity classification, and therefore were not accounted for as derivative instruments.

The following table shows the Company's ASR activity and related information during the years ended September 30, 2017 and September 24, 2016 :

	Purchase Period End Date	Number of Shares (in thousands)		Average Repurchase Price Per Share	ASR Amount (in millions)
August 2017 ASR	November 2017	15,069	(1)	(1)	$ 3,000
May 2017 ASR	August 2017	20,108	(2)	$ 149.20	$ 3,000
February 2017 ASR	May 2017	20,949		$ 143.20	$ 3,000
November 2016 ASR	February 2017	51,157		$ 117.29	$ 6,000
August 2016 ASR	November 2016	26,850		$ 111.73	$ 3,000
May 2016 ASR	August 2016	60,452		$ 99.25	$ 6,000
November 2015 ASR	April 2016	29,122		$ 103.02	$ 3,000

(1) "Number of Shares" represents those shares delivered at the beginning of the purchase period and does not represent the final number of shares to be delivered under the ASR. The total number of shares ultimately delivered, and therefore the average repurchase price paid per share, will be determined at the end of the purchase period based on the volume-weighted average price of the Company's common stock during that period. The August 2017 ASR purchase period will end in November 2017 .

(2) Includes 15.6 million shares delivered and retired at the beginning of the purchase period, which began in the third quarter of 2017, and 4.5 million shares delivered and retired at the end of the purchase period, which concluded in the fourth quarter of 2017.

Additionally, the Company repurchased shares of its common stock in the open market, which were retired upon repurchase, during the periods presented as follows:

	Number of Shares (in thousands)	Average Repurchase Price Per Share	Amount (in millions)
2017:			
Fourth quarter	29,073	$ 154.78	$ 4,500
Third quarter	30,356	$ 148.24	4,500
Second quarter	31,070	$ 128.74	4,001
First quarter	44,333	$ 112.78	5,000
Total open market common stock repurchases	134,832		$ 18,001
2016:			
Fourth quarter	28,579	$ 104.97	$ 3,000
Third quarter	41,238	$ 97.00	4,000
Second quarter	71,766	$ 97.54	7,000
First quarter	25,984	$ 115.45	3,000
Total open market common stock repurchases	167,567		$ 17,000

Note 8 – Comprehensive Income

Comprehensive income consists of two components, net income and OCI. OCI refers to revenue, expenses, and gains and losses that under GAAP are recorded as an element of shareholders' equity but are excluded from net income. The Company's OCI consists of foreign currency translation adjustments from those subsidiaries not using the U.S. dollar as their functional currency, net deferred gains and losses on certain derivative instruments accounted for as cash flow hedges and unrealized gains and losses on marketable securities classified as available-for-sale.

The following table shows the pre-tax amounts reclassified from AOCI into the Consolidated Statements of Operations, and the associated financial statement line item, for 2017 and 2016 (in millions):

Comprehensive Income Components	Financial Statement Line Item	2017	2016
Unrealized (gains)/losses on derivative instruments:			
Foreign exchange contracts	Revenue	$ (662)	$ (865)
	Cost of sales	(654)	(130)
	Other income/(expense), net	(638)	111
Interest rate contracts	Other income/(expense), net	2	12
		(1,952)	(872)
Unrealized (gains)/losses on marketable securities	Other income/(expense), net	(99)	87
Total amounts reclassified from AOCI		$ (2,051)	$ (785)

The following table shows the changes in AOCI by component for 2017 and 2016 (in millions):

	Cumulative Foreign Currency Translation	Unrealized Gains/Losses on Derivative Instruments	Unrealized Gains/Losses on Marketable Securities	Total
Balances as of September 26, 2015	$ (653)	$ 772	$ (464)	$ (345)
Other comprehensive income/(loss) before reclassifications	67	14	2,445	2,526
Amounts reclassified from AOCI	—	(872)	87	(785)
Tax effect	8	124	(894)	(762)
Other comprehensive income/(loss)	75	(734)	1,638	979
Balances as of September 24, 2016	(578)	38	1,174	634
Other comprehensive income/(loss) before reclassifications	301	1,793	(1,207)	887
Amounts reclassified from AOCI	—	(1,952)	(99)	(2,051)
Tax effect	(77)	(3)	460	380
Other comprehensive income/(loss)	224	(162)	(846)	(784)
Balances as of September 30, 2017	$ (354)	$ (124)	$ 328	$ (150)

Note 9 – Benefit Plans

2014 Employee Stock Plan

In the second quarter of 2014, shareholders approved the 2014 Employee Stock Plan (the "2014 Plan") and terminated the Company's authority to grant new awards under the 2003 Employee Stock Plan (the "2003 Plan"). The 2014 Plan provides for broad-based equity grants to employees, including executive officers, and permits the granting of RSUs, stock grants, performance-based awards, stock options and stock appreciation rights, as well as cash bonus awards. RSUs granted under the 2014 Plan generally vest over four years , based on continued employment, and are settled upon vesting in shares of the Company's common stock on a one -for-one basis. Each share issued with respect to RSUs granted under the 2014 Plan reduces the number of shares available for grant under the plan by two shares. RSUs canceled and shares withheld to satisfy tax withholding obligations increase the number of shares available for grant under the 2014 Plan utilizing a factor of two times the number of RSUs canceled or shares withheld. Currently, all RSUs granted under the 2014 Plan have dividend equivalent rights ("DERs"), which entitle holders of RSUs to the same dividend value per share as holders of common stock. DERs are subject to the same vesting and other terms and conditions as the corresponding unvested RSUs. DERs are accumulated and paid when the underlying shares vest. Upon approval of the 2014 Plan, the Company reserved 385 million shares plus the number of shares remaining that were reserved but not issued under the 2003 Plan. Shares subject to outstanding awards under the 2003 Plan that expire, are canceled or otherwise terminate, or are withheld to satisfy tax withholding obligations with respect to RSUs, will also be available for awards under the 2014 Plan. As of September 30, 2017 , approximately 327.9 million shares were reserved for future issuance under the 2014 Plan.

2003 Employee Stock Plan

The 2003 Plan is a shareholder approved plan that provided for broad-based equity grants to employees, including executive officers. The 2003 Plan permitted the granting of incentive stock options, nonstatutory stock options, RSUs, stock appreciation rights, stock purchase rights and performance-based awards. Options granted under the 2003 Plan generally expire seven to ten years after the grant date and generally become exercisable over a period of four years , based on continued employment, with either annual, semi-annual or quarterly vesting. RSUs granted under the 2003 Plan generally vest over two to four years , based on continued employment and are settled upon vesting in shares of the Company's common stock on a one -for-one basis. All RSUs, other than RSUs held by the Chief Executive Officer, granted under the 2003 Plan have DERs. DERs are subject to the same vesting and other terms and conditions as the corresponding unvested RSUs. DERs are accumulated and paid when the underlying shares vest. In the second quarter of 2014, the Company terminated the authority to grant new awards under the 2003 Plan.

1997 Director Stock Plan

The 1997 Director Stock Plan (the "Director Plan") is a shareholder approved plan that (i) permits the Company to grant awards of RSUs or stock options to the Company's non-employee directors, (ii) provides for automatic initial grants of RSUs upon a non-employee director joining the Board of Directors and automatic annual grants of RSUs at each annual meeting of shareholders, and (iii) permits the Board of Directors to prospectively change the relative mixture of stock options and RSUs for the initial and annual award grants and the methodology for determining the number of shares of the Company's common stock subject to these grants without shareholder approval. Each share issued with respect to RSUs granted under the Director Plan reduces the number of shares available for grant under the plan by two shares. The Director Plan expires November 9, 2019 . All RSUs granted under the Director Plan are entitled to DERs. DERs are subject to the same vesting and other terms and conditions as the corresponding unvested RSUs. DERs are accumulated and paid when the underlying shares vest. As of September 30, 2017 , approximately 1.1 million shares were reserved for future issuance under the Director Plan.

Rule 10b5-1 Trading Plans

During the three months ended September 30, 2017 , Section 16 officers Angela Ahrendts, Timothy D. Cook, Luca Maestri, Daniel Riccio and Philip Schiller had equity trading plans in place in accordance with Rule 10b5-1(c)(1) under the Exchange Act. An equity trading plan is a written document that pre-establishes the amounts, prices and dates (or formula for determining the amounts, prices and dates) of future purchases or sales of the Company's stock, including shares acquired pursuant to the Company's employee and director equity plans.

Employee Stock Purchase Plan

The Employee Stock Purchase Plan (the "Purchase Plan") is a shareholder approved plan under which substantially all employees may purchase the Company's common stock through payroll deductions at a price equal to 85% of the lower of the fair market values of the stock as of the beginning or the end of six -month offering periods. An employee's payroll deductions under the Purchase Plan are limited to 10% of the employee's compensation and employees may not purchase more than $25,000 of stock during any calendar year. As of September 30, 2017 , approximately 41.5 million shares were reserved for future issuance under the Purchase Plan.

401(k) Plan

The Company's 401(k) Plan is a deferred salary arrangement under Section 401(k) of the Internal Revenue Code. Under the 401(k) Plan, participating U.S. employees may defer a portion of their pre-tax earnings, up to the IRS annual contribution limit ($18,000 for calendar year 2017). The Company matches 50% to 100% of each employee's contributions, depending on length of service, up to a maximum 6% of the employee's eligible earnings.

Restricted Stock Units

A summary of the Company's RSU activity and related information for 2017 , 2016 and 2015 , is as follows:

	Number of RSUs (in thousands)	Weighted-Average Grant Date Fair Value Per Share	Aggregate Fair Value (in millions)
Balance as of September 27, 2014	103,822	$ 70.98	
RSUs granted	45,587	$ 105.51	
RSUs vested	(41,684)	$ 71.32	
RSUs canceled	(6,258)	$ 80.34	
Balance as of September 26, 2015	101,467	$ 85.77	
RSUs granted	49,468	$ 109.28	
RSUs vested	(46,313)	$ 84.44	
RSUs canceled	(5,533)	$ 96.48	
Balance as of September 24, 2016	99,089	$ 97.54	
RSUs granted	50,112	$ 121.65	
RSUs vested	(45,735)	$ 95.48	
RSUs canceled	(5,895)	$ 106.87	
Balance as of September 30, 2017	97,571	$ 110.33	$ 15,038

The fair value as of the respective vesting dates of RSUs was $6.1 billion , $5.1 billion and $4.8 billion for 2017 , 2016 and 2015 , respectively. The majority of RSUs that vested in 2017 , 2016 and 2015 were net share settled such that the Company withheld shares with value equivalent to the employees' minimum statutory obligation for the applicable income and other employment taxes, and remitted the cash to the appropriate taxing authorities. The total shares withheld were approximately 15.4 million , 15.9 million and 14.1 million for 2017 , 2016 and 2015 , respectively, and were based on the value of the RSUs on their respective vesting dates as determined by the Company's closing stock price. Total payments for the employees' tax obligations to taxing authorities were $2.0 billion , $1.7 billion and $1.6 billion in 2017 , 2016 and 2015 , respectively, and are reflected as a financing activity within the Consolidated Statements of Cash Flows. These net share settlements had the effect of share repurchases by the Company as they reduced the number of shares that would have otherwise been issued as a result of the vesting and did not represent an expense to the Company.

Share-based Compensation

The following table shows a summary of the share-based compensation expense included in the Consolidated Statements of Operations for 2017 , 2016 and 2015 (in millions):

	2017	2016	2015
Cost of sales	$ 877	$ 769	$ 575
Research and development	2,299	1,889	1,536
Selling, general and administrative	1,664	1,552	1,475
Total share-based compensation expense	$ 4,840	$ 4,210	$ 3,586

The income tax benefit related to share-based compensation expense was $1.6 billion , $1.4 billion and $1.2 billion for 2017 , 2016 and 2015 , respectively. As of September 30, 2017 , the total unrecognized compensation cost related to outstanding RSUs, restricted stock and stock options was $8.1 billion , which the Company expects to recognize over a weighted-average period of 2.5 years .

Note 10 – Commitments and Contingencies

Accrued Warranty and Indemnification

The following table shows changes in the Company's accrued warranties and related costs for 2017 , 2016 and 2015 (in millions):

	2017	2016	2015
Beginning accrued warranty and related costs	$ 3,702	$ 4,780	$ 4,159
Cost of warranty claims	(4,322)	(4,663)	(4,401)
Accruals for product warranty	4,454	3,585	5,022
Ending accrued warranty and related costs	$ 3,834	$ 3,702	$ 4,780

Agreements entered into by the Company sometimes include indemnification provisions which may subject the Company to costs and damages in the event of a claim against an indemnified third party. In the opinion of management, there was not at least a reasonable possibility the Company may have incurred a material loss, or a material loss in excess of a recorded accrual, with respect to indemnification of third parties.

The Company offers an iPhone Upgrade Program, which is available to customers who purchase a qualifying iPhone in the U.S., the U.K. and mainland China. The iPhone Upgrade Program provides customers the right to trade in that iPhone for a specified amount when purchasing a new iPhone, provided certain conditions are met. The Company accounts for the trade-in right as a guarantee liability and recognizes arrangement revenue net of the fair value of such right, with subsequent changes to the guarantee liability recognized within revenue.

The Company has entered into indemnification agreements with its directors and executive officers. Under these agreements, the Company has agreed to indemnify such individuals to the fullest extent permitted by law against liabilities that arise by reason of their status as directors or officers of the Company and to advance expenses incurred by such individuals in connection with related legal proceedings. It is not possible to determine the maximum potential amount of payments the Company could be required to make under these agreements due to the limited history of prior indemnification claims and the unique facts and circumstances involved in each claim. While the Company maintains directors and officers liability insurance coverage, such insurance coverage may be insufficient to cover all losses or all types of claims that may arise.

Concentrations in the Available Sources of Supply of Materials and Product

Although most components essential to the Company's business are generally available from multiple sources, a few components are currently obtained from single or limited sources. In addition, the Company competes for various components with other participants in the markets for mobile communication and media devices and personal computers. Therefore, many components used by the Company, including those that are available from multiple sources, are at times subject to industry-wide shortage and significant pricing fluctuations that could materially adversely affect the Company's financial condition and operating results.

The Company uses some custom components that are not commonly used by its competitors, and new products introduced by the Company often utilize custom components available from only one source. When a component or product uses new technologies, initial capacity constraints may exist until the suppliers' yields have matured or manufacturing capacity has increased. If the Company's supply of components for a new or existing product were delayed or constrained, or if an outsourcing partner delayed shipments of completed products to the Company, the Company's financial condition and operating results could be materially adversely affected. The Company's business and financial performance could also be materially adversely affected depending on the time required to obtain sufficient quantities from the original source, or to identify and obtain sufficient quantities from an alternative source. Continued availability of these components at acceptable prices, or at all, may be affected if those suppliers decide to concentrate on the production of common components instead of components customized to meet the Company's requirements.

The Company has entered into agreements for the supply of many components; however, there can be no guarantee that the Company will be able to extend or renew these agreements on similar terms, or at all. Therefore, the Company remains subject to significant risks of supply shortages and price increases that could materially adversely affect its financial condition and operating results.

Substantially all of the Company's hardware products are manufactured by outsourcing partners that are located primarily in Asia, with some Mac computers manufactured in the U.S. and Ireland. A significant concentration of this manufacturing is currently performed by a small number of outsourcing partners, often in single locations. Certain of these outsourcing partners are the sole-sourced suppliers of components and manufacturers for many of the Company's products. Although the Company works closely with its outsourcing partners on manufacturing schedules, the Company's operating results could be adversely affected if its outsourcing partners were unable to meet their production commitments. The Company's manufacturing purchase obligations typically cover its requirements for periods up to 150 days .

Other Off-Balance Sheet Commitments

Operating Leases

The Company leases various equipment and facilities, including retail space, under noncancelable operating lease arrangements. The Company does not currently utilize any other off-balance sheet financing arrangements. As of September 30, 2017 , the

Company's total future minimum lease payments under noncancelable operating leases were $9.5 billion . The Company's retail store and other facility leases typically have original terms not exceeding 10 years and generally contain multi-year renewal options.

Rent expense under all operating leases, including both cancelable and noncancelable leases, was $1.1 billion , $939 million and $794 million in 2017 , 2016 and 2015 , respectively. Future minimum lease payments under noncancelable operating leases having initial or remaining terms in excess of one year as of September 30, 2017 , are as follows (in millions):

2018	$	1,223
2019		1,187
2020		1,108
2021		1,033
2022		871
Thereafter		4,123
Total	$	9,545

Unconditional Purchase Obligations

The Company has entered into certain off-balance sheet arrangements which require the future purchase of goods or services ("Unconditional Purchase Obligations"). The Company's Unconditional Purchase Obligations primarily consist of payments for supplier arrangements, internet and telecommunication services and intellectual property licenses. Future payments under noncancelable Unconditional Purchase Obligations having a remaining term in excess of one year as of September 30, 2017 , are as follows (in millions):

2018	$	1,798
2019		2,675
2020		1,626
2021		1,296
2022		1,268
Thereafter		14
Total	$	8,677

Contingencies

The Company is subject to various legal proceedings and claims that have arisen in the ordinary course of business and that have not been fully adjudicated, as further discussed in Part I, Item 1A of this Form 10-K under the heading "Risk Factors" and in Part I, Item 3 of this Form 10-K under the heading "Legal Proceedings." In the opinion of management, there was not at least a reasonable possibility the Company may have incurred a material loss, or a material loss in excess of a recorded accrual, with respect to loss contingencies for asserted legal and other claims. However, the outcome of litigation is inherently uncertain. Therefore, although management considers the likelihood of such an outcome to be remote, if one or more of these legal matters were resolved against the Company in a reporting period for amounts in excess of management's expectations, the Company's consolidated financial statements for that reporting period could be materially adversely affected.

Apple Inc. v. Samsung Electronics Co., Ltd., et al.

On August 24, 2012, a jury returned a verdict awarding the Company $1.05 billion in its lawsuit against Samsung Electronics Co., Ltd. and affiliated parties in the United States District Court, Northern District of California, San Jose Division. On March 6, 2014, the District Court entered final judgment in favor of the Company in the amount of approximately $930 million . On May 18, 2015, the U.S. Court of Appeals for the Federal Circuit affirmed in part, and reversed in part, the decision of the District Court. As a result, the Court of Appeals ordered entry of final judgment on damages in the amount of approximately $548 million , with the District Court to determine supplemental damages and interest, as well as damages owed for products subject to the reversal in part. Samsung paid $548 million to the Company in December 2015, which was included in net sales in the Consolidated Statement of Operations. On December 6, 2016, the U.S. Supreme Court remanded the case to the U.S. Court of Appeals for the Federal Circuit for further proceedings related to the $548 million in damages. On February 7, 2017, the U.S. Court of Appeals for the Federal Circuit remanded the case to the District Court to determine what additional proceedings, if any, are needed. On October 22, 2017, on remand from the U.S. Supreme Court, the District Court ordered a new trial on damages.

Note 11 – Segment Information and Geographic Data

The Company reports segment information based on the "management" approach. The management approach designates the internal reporting used by management for making decisions and assessing performance as the source of the Company's reportable segments.

The Company manages its business primarily on a geographic basis. The Company's reportable segments consist of the Americas, Europe, Greater China, Japan and Rest of Asia Pacific. Americas includes both North and South America. Europe includes European countries, as well as India, the Middle East and Africa. Greater China includes China, Hong Kong and Taiwan. Rest of Asia Pacific includes Australia and those Asian countries not included in the Company's other reportable segments. Although the reportable segments provide similar hardware and software products and similar services, each one is managed separately to better align with the location of the Company's customers and distribution partners and the unique market dynamics of each geographic region. The accounting policies of the various segments are the same as those described in Note 1, "Summary of Significant Accounting Policies."

The Company evaluates the performance of its reportable segments based on net sales and operating income. Net sales for geographic segments are generally based on the location of customers and sales through the Company's retail stores located in those geographic locations. Operating income for each segment includes net sales to third parties, related cost of sales and operating expenses directly attributable to the segment. Advertising expenses are generally included in the geographic segment in which the expenditures are incurred. Operating income for each segment excludes other income and expense and certain expenses managed outside the reportable segments. Costs excluded from segment operating income include various corporate expenses such as R&D, corporate marketing expenses, certain share-based compensation expenses, income taxes, various nonrecurring charges and other separately managed general and administrative costs. The Company does not include intercompany transfers between segments for management reporting purposes.

The following table shows information by reportable segment for 2017 , 2016 and 2015 (in millions):

	2017	2016	2015
Americas:			
Net sales	$ 96,600	$ 86,613	$ 93,864
Operating income	$ 30,684	$ 28,172	$ 31,186
Europe:			
Net sales	$ 54,938	$ 49,952	$ 50,337
Operating income	$ 16,514	$ 15,348	$ 16,527
Greater China:			
Net sales	$ 44,764	$ 48,492	$ 58,715
Operating income	$ 17,032	$ 18,835	$ 23,002
Japan:			
Net sales	$ 17,733	$ 16,928	$ 15,706
Operating income	$ 8,097	$ 7,165	$ 7,617
Rest of Asia Pacific:			
Net sales	$ 15,199	$ 13,654	$ 15,093
Operating income	$ 5,304	$ 4,781	$ 5,518

A reconciliation of the Company's segment operating income to the Consolidated Statements of Operations for 2017 , 2016 and 2015 is as follows (in millions):

	2017	2016	2015

Segment operating income	$ 77,631	$ 74,301	$ 83,850
Research and development expense	(11,581)	(10,045)	(8,067)
Other corporate expenses, net	(4,706)	(4,232)	(4,553)
Total operating income	$ 61,344	$ 60,024	$ 71,230

The U.S. and China were the only countries that accounted for more than 10% of the Company's net sales in 2017, 2016 and 2015. There was no single customer that accounted for more than 10% of net sales in 2017, 2016 and 2015. Net sales for 2017 , 2016 and 2015 and long-lived assets as of September 30, 2017 and September 24, 2016 were as follows (in millions):

	2017	2016	2015
Net sales:			
U.S.	$ 84,339	$ 75,667	$ 81,732
China [1]	44,764	48,492	58,715
Other countries	100,131	91,480	93,268
Total net sales	$ 229,234	$ 215,639	$ 233,715

	2017	2016
Long-lived assets:		
U.S.	$ 20,637	$ 16,364
China [1]	10,211	7,875
Other countries	2,935	2,771
Total long-lived assets	$ 33,783	$ 27,010

(1) China includes Hong Kong and Taiwan. Long-lived assets located in China consist primarily of product tooling and manufacturing process equipment and assets related to retail stores and related infrastructure.

Net sales by product for 2017 , 2016 and 2015 were as follows (in millions):

	2017	2016	2015
iPhone [1]	$ 141,319	$ 136,700	$ 155,041
iPad [1]	19,222	20,628	23,227
Mac [1]	25,850	22,831	25,471
Services [2]	29,980	24,348	19,909
Other Products [1][3]	12,863	11,132	10,067
Total net sales	$ 229,234	$ 215,639	$ 233,715

(1) Includes deferrals and amortization of related software upgrade rights and non-software services.

(2) Includes revenue from Digital Content and Services, AppleCare, Apple Pay, licensing and other services. Services net sales in the fourth quarter of 2017 included a favorable one-time adjustment of $640 million due to a change in estimate based on the availability of additional supporting information.

(3) Includes sales of Apple TV, Apple Watch, Beats products, iPod touch and Apple-branded and third-party accessories.

Note 12 – Selected Quarterly Financial Information (Unaudited)

The following tables show a summary of the Company's quarterly financial information for each of the four quarters of 2017 and 2016 (in millions, except per share amounts):

	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
2017:				
Net sales	$ 52,579	$ 45,408	$ 52,896	$ 78,351
Gross margin	$ 19,931	$ 17,488	$ 20,591	$ 30,176
Net income	$ 10,714	$ 8,717	$ 11,029	$ 17,891
Earnings per share [1] :				

Basic	$ 2.08	$ 1.68	$ 2.11	$ 3.38
Diluted	$ 2.07	$ 1.67	$ 2.10	$ 3.36

	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
2016:				
Net sales	$ 46,852	$ 42,358	$ 50,557	$ 75,872
Gross margin	$ 17,813	$ 16,106	$ 19,921	$ 30,423
Net income	$ 9,014	$ 7,796	$ 10,516	$ 18,361
Earnings per share [1]:				
Basic	$ 1.68	$ 1.43	$ 1.91	$ 3.30
Diluted	$ 1.67	$ 1.42	$ 1.90	$ 3.28

(1) Basic and diluted earnings per share are computed independently for each of the quarters presented. Therefore, the sum of quarterly basic and diluted per share information may not equal annual basic and diluted earnings per share.

Report of Ernst & Young LLP, Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of Apple Inc.

We have audited the accompanying consolidated balance sheets of Apple Inc. as of September 30, 2017 and September 24, 2016 , and the related consolidated statements of operations, comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended September 30, 2017 . These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Apple Inc. at September 30, 2017 and September 24, 2016 , and the consolidated results of its operations and its cash flows for each of the three years in the period ended September 30, 2017 , in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Apple Inc.'s internal control over financial reporting as of September 30, 2017 , based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated November 3, 2017 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

San Jose, California
November 3, 2017

Report of Ernst & Young LLP, Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of Apple Inc.

We have audited Apple Inc.'s internal control over financial reporting as of September 30, 2017 , based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) ("the COSO criteria"). Apple Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Apple Inc. maintained, in all material respects, effective internal control over financial reporting as of September 30, 2017 , based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the 2017 consolidated financial statements of Apple Inc. and our report dated November 3, 2017 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

San Jose, California
November 3, 2017

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Based on an evaluation under the supervision and with the participation of the Company's management, the Company's principal executive officer and principal financial officer have concluded that the Company's disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act were effective as of September 30, 2017 to provide reasonable assurance that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms and (ii) accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Inherent Limitations Over Internal Controls

The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles ("GAAP"). The Company's internal control over financial reporting includes those policies and procedures that:

(i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the Company's assets;

(ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that the Company's receipts and expenditures are being made only in accordance with authorizations of the Company's management and directors; and

(iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Management, including the Company's Chief Executive Officer and Chief Financial Officer, does not expect that the Company's internal controls will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of internal controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. Also, any evaluation of the effectiveness of controls in future periods are subject to the risk that those internal controls may become inadequate because of changes in business conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management's Annual Report on Internal Control Over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Management conducted an assessment of the effectiveness of the Company's internal control over financial reporting based on the criteria set forth in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Based on the Company's assessment, management has concluded that its internal control over financial reporting was effective as of September 30, 2017 to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with GAAP. The Company's independent registered public accounting firm, Ernst & Young LLP, has issued an audit report on the Company's internal control over financial reporting, which appears in Part II, Item 8 of this Form 10-K.

Changes in Internal Control Over Financial Reporting

There were no changes in the Company's internal control over financial reporting during the fourth quarter of 2017 , which were identified in connection with management's evaluation required by paragraph (d) of Rules 13a-15 and 15d-15 under the Exchange Act, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9B. Other Information

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this Item is set forth under the headings “Corporate Governance,” “Directors,” “Executive Officers” and “Other Information—Security Ownership of Certain Beneficial Owners and Management” in the Company’s 2018 Proxy Statement to be filed with the SEC within 120 days after September 30, 2017 in connection with the solicitation of proxies for the Company’s 2018 annual meeting of shareholders and is incorporated herein by reference.

The Company has a code of ethics, “Business Conduct: The way we do business worldwide,” that applies to all employees, including the Company’s principal executive officer, principal financial officer, and principal accounting officer, as well as to the members of the Board of Directors of the Company. The code is available at investor.apple.com/corporate-governance.cfm. The Company intends to disclose any changes in, or waivers from, this code by posting such information on the same website or by filing a Form 8-K, in each case to the extent such disclosure is required by rules of the SEC or Nasdaq.

Item 11. Executive Compensation

The information required by this Item is set forth under the heading “Executive Compensation,” under the subheadings “Board Oversight of Risk Management” and “Compensation Committee Interlocks and Insider Participation” under the heading “Corporate Governance” and under the subheadings “Compensation of Directors” and “Director Compensation— 2017 ” under the heading “Directors” in the Company’s 2018 Proxy Statement to be filed with the SEC within 120 days after September 30, 2017 and is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this Item is set forth under the headings “Other Information—Security Ownership of Certain Beneficial Owners and Management” and “Other Information—Equity Compensation Plan Information” in the Company’s 2018 Proxy Statement to be filed with the SEC within 120 days after September 30, 2017 and is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this Item is set forth under the subheadings “Board Committees”, “Review, Approval, or Ratification of Transactions with Related Persons” and “Transactions with Related Persons” under the heading “Corporate Governance” in the Company’s 2018 Proxy Statement to be filed with the SEC within 120 days after September 30, 2017 and is incorporated herein by reference.

Item 14. Principal Accounting Fees and Services

The information required by this Item is set forth under the subheadings “Fees Paid to Auditors” and “Policy on Audit Committee Pre-Approval of Audit and Non-Audit Services Performed by the Independent Registered Public Accounting Firm” under the proposal “Ratification of Appointment of Independent Registered Public Accounting Firm” in the Company’s 2018 Proxy Statement to be filed with the SEC within 120 days after September 30, 2017 and is incorporated herein by reference.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) Documents filed as part of this report

(1) All financial statements

Index to Consolidated Financial Statements	Page
Consolidated Statements of Operations for the years ended September 30, 2017, September 24, 2016 and September 26, 2015	39
Consolidated Statements of Comprehensive Income for the years ended September 30, 2017, September 24, 2016 and September 26, 2015	40
Consolidated Balance Sheets as of September 30, 2017 and September 24, 2016	41
Consolidated Statements of Shareholders' Equity for the years ended September 30, 2017, September 24, 2016 and September 26, 2015	42
Consolidated Statements of Cash Flows for the years ended September 30, 2017, September 24, 2016 and September 26, 2015	43
Notes to Consolidated Financial Statements	44
Selected Quarterly Financial Information (Unaudited)	68
Reports of Ernst & Young LLP, Independent Registered Public Accounting Firm	70

(2) Financial Statement Schedules

All financial statement schedules have been omitted, since the required information is not applicable or is not present in amounts sufficient to require submission of the schedule, or because the information required is included in the consolidated financial statements and notes thereto included in this Form 10-K.

(3) Exhibits required by Item 601 of Regulation S-K (1)

		Incorporated by Reference		
Exhibit Number	Exhibit Description	Form	Exhibit	Filing Date/ Period End Date
3.1	Restated Articles of Incorporation of the Registrant effective as of June 6, 2014.	8-K	3.1	6/6/14
3.2	Amended and Restated Bylaws of the Registrant effective as of December 13, 2016.	8-K	3.2	12/15/16
4.1	Form of Common Stock Certificate of the Registrant.	10-Q	4.1	12/30/06
4.2	Indenture, dated as of April 29, 2013, between the Registrant and The Bank of New York Mellon Trust Company, N.A., as Trustee.	S-3	4.1	4/29/13
4.3	Officer's Certificate of the Registrant, dated as of May 3, 2013, including forms of global notes representing the Floating Rate Notes due 2016, Floating Rate Notes due 2018, 0.45% Notes due 2016, 1.00% Notes due 2018, 2.40% Notes due 2023 and 3.85% Notes due 2043.	8-K	4.1	5/3/13
4.4	Officer's Certificate of the Registrant, dated as of May 6, 2014, including forms of global notes representing the Floating Rate Notes due 2017, Floating Rate Notes due 2019, 1.05% Notes due 2017, 2.10% Notes due 2019, 2.85% Notes due 2021, 3.45% Notes due 2024 and 4.45% Notes due 2044.	8-K	4.1	5/6/14
4.5	Officer's Certificate of the Registrant, dated as of November 10, 2014, including forms of global notes representing the 1.000% Notes due 2022 and 1.625% Notes due 2026.	8-K	4.1	11/10/14
4.6	Officer's Certificate of the Registrant, dated as of February 9, 2015, including forms of global notes representing the Floating Rate Notes due 2020, 1.55% Notes due 2020, 2.15% Notes due 2022, 2.50% Notes due 2025 and 3.45% Notes due 2045.	8-K	4.1	2/9/15
4.7		8-K	4.1	5/13/15

	Officer's Certificate of the Registrant, dated as of May 13, 2015, including forms of global notes representing the Floating Rate Notes due 2017, Floating Rate Notes due 2020, 0.900% Notes due 2017, 2.000% Notes due 2020, 2.700% Notes due 2022, 3.200% Notes due 2025, and 4.375% Notes due 2045.			
4.8	Officer's Certificate of the Registrant, dated as of June 10, 2015, including forms of global notes representing the 0.350% Notes due 2020.	8-K	4.1	6/10/15

Exhibit Number	Exhibit Description	Incorporated by Reference		
		Form	Exhibit	Filing Date/ Period End Date
4.9	Officer's Certificate of the Registrant, dated as of July 31, 2015, including forms of global notes representing the 3.05% Notes due 2029 and 3.60% Notes due 2042.	8-K	4.1	7/31/15
4.10	Officer's Certificate of the Registrant, dated as of September 17, 2015, including forms of global notes representing the 1.375% Notes due 2024 and 2.000% Notes due 2027.	8-K	4.1	9/17/15
4.11	Officer's Certificate of the Registrant, dated as of February 23, 2016, including forms of global notes representing the Floating Rate Notes due 2019, Floating Rate Notes due 2021, 1.300% Notes due 2018, 1.700% Notes due 2019, 2.250% Notes due 2021, 2.850% Notes due 2023, 3.250% Notes due 2026, 4.500% Notes due 2036 and 4.650% Notes due 2046.	8-K	4.1	2/23/16
4.12	Supplement No. 1 to the Officer's Certificate of the Registrant, dated as of March 24, 2016.	8-K	4.1	3/24/16
4.13	Officer's Certificate of the Registrant, dated as of June 22, 2016, including form of global note representing 4.15% Notes due 2046.	8-K	4.1	6/22/16
4.14	Officer's Certificate of the Registrant, dated as of August 4, 2016, including forms of global notes representing the Floating Rate Notes due 2019, 1.100% Notes due 2019, 1.550% Notes due 2021, 2.450% Notes due 2026 and 3.850% Notes due 2046.	8-K	4.1	8/4/16
4.15	Officer's Certificate of the Registrant, dated as of February 9, 2017, including forms of global notes representing the Floating Rate Notes due 2019, Floating Rate Notes due 2020, Floating Rate Notes due 2022, 1.550% Notes due 2019, 1.900% Notes due 2020, 2.500% Notes due 2022, 3.000% Notes due 2024, 3.350% Notes due 2027 and 4.250% Notes due 2047.	8-K	4.1	2/9/17
4.16	Officer's Certificate of the Registrant, dated as of March 3, 2017, including form of global note representing 4.300% Notes due 2047.	8-K	4.1	3/3/17
4.17	Officer's Certificate of the Registrant, dated as of May 11, 2017, including forms of global notes representing the Floating Rate Notes due 2020, Floating Rate Notes due 2022, 1.800% Notes due 2020, 2.300% Notes due 2022, 2.850% Notes due 2024 and 3.200% Notes due 2027.	8-K	4.1	5/11/17
4.18	Officer's Certificate of the Registrant, dated as of May 24, 2017, including forms of global notes representing the 0.875% Notes due 2025 and 1.375% Notes due 2029.	8-K	4.1	5/24/17
4.19	Officer's Certificate of the Registrant, dated as of June 20, 2017, including form of global note representing the 3.000% Notes due 2027.	8-K	4.1	6/20/17
4.20	Officer's Certificate of the Registrant, dated as of August 18, 2017, including form of global note representing the 2.513% Notes due 2024.	8-K	4.1	8/18/17
4.21	Officer's Certificate of the Registrant, dated as of September 12, 2017, including forms of global notes representing the 1.500% Notes due 2019, 2.100% Notes due 2022, 2.900% Notes due 2027 and 3.750% Notes due 2047.	8-K	4.1	9/12/17
10.1*	Employee Stock Purchase Plan, as amended and restated as of March 10, 2015.	8-K	10.1	3/13/15
10.2*	Form of Indemnification Agreement between the Registrant and each director and executive officer of the Registrant.	10-Q	10.2	6/27/09
10.3*	1997 Director Stock Plan, as amended through August 23, 2012.	10-Q	10.3	12/28/13
10.4*	2003 Employee Stock Plan, as amended through February 25, 2010.	8-K	10.1	3/1/10
10.5*	Form of Restricted Stock Unit Award Agreement under 2003 Employee Stock Plan effective as of November 16, 2010.	10-Q	10.10	12/25/10
10.6*	Form of Restricted Stock Unit Award Agreement under 2003 Employee Stock Plan effective as of April 6, 2012.	10-Q	10.8	3/31/12
10.7*	Summary Description of Amendment, effective as of May 24, 2012, to certain Restricted Stock Unit Award Agreements outstanding as of April 5, 2012.	10-Q	10.8	6/30/12
10.8*, **	2014 Employee Stock Plan, as amended and restated as of October 1, 2017.			

10.9*	Form of Restricted Stock Unit Award Agreement under 2014 Employee Stock Plan as of February 28, 2014.	8-K	10.2	3/5/14
10.10*	Form of Performance Award Agreement under 2014 Employee Stock Plan effective as of February 28, 2014.	8-K	10.3	3/5/14
10.11*	Form of Restricted Stock Unit Award Agreement under 2014 Employee Stock Plan effective as of August 26, 2014.	10-K	10.11	9/27/14

Exhibit Number	Exhibit Description	Incorporated by Reference		
		Form	Exhibit	Filing Date/ Period End Date
10.12*	Form of Performance Award Agreement under 2014 Employee Stock Plan effective as of August 26, 2014.	10-K	10.12	9/27/14
10.13*	Form of Amendment, effective as of August 26, 2014, to Restricted Stock Unit Award Agreements and Performance Award Agreements outstanding as of August 26, 2014.	10-K	10.13	9/27/14
10.14*	Offer Letter, dated August 1, 2013, from the Registrant to Angela Ahrendts.	10-Q	10.14	12/27/14
10.15*	Form of Restricted Stock Unit Award Agreement under the 1997 Director Stock Plan as of November 17, 2015.	10-Q	10.15	12/26/15
10.16*	Form of Restricted Stock Unit Award Agreement under 2014 Employee Stock Plan effective as of October 5, 2015.	10-Q	10.16	3/26/16
10.17*	Form of Performance Award Agreement under 2014 Employee Stock Plan effective as of October 5, 2015.	10-Q	10.17	3/26/16
10.18*	Form of Restricted Stock Unit Award Agreement under 2014 Employee Stock Plan effective as of October 14, 2016.	10-K	10.18	9/24/16
10.19*	Form of Performance Award Agreement under 2014 Employee Stock Plan effective as of October 14, 2016.	10-K	10.19	9/24/16
10.20*, **	Form of Restricted Stock Unit Award Agreement under 2014 Employee Stock Plan effective as of September 26, 2017.			
10.21*, **	Form of Performance Award Agreement under 2014 Employee Stock Plan effective as of September 26, 2017.			
12.1**	Computation of Ratio of Earnings to Fixed Charges.			
21.1**	Subsidiaries of the Registrant.			
23.1**	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.			
24.1**	Power of Attorney (included on the Signatures page of this Annual Report on Form 10-K).			
31.1**	Rule 13a-14(a) / 15d-14(a) Certification of Chief Executive Officer.			
31.2**	Rule 13a-14(a) / 15d-14(a) Certification of Chief Financial Officer.			
32.1***	Section 1350 Certifications of Chief Executive Officer and Chief Financial Officer.			
101.INS**	XBRL Instance Document.			
101.SCH**	XBRL Taxonomy Extension Schema Document.			
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document.			
101.DEF**	XBRL Taxonomy Extension Definition Linkbase Document.			
101.LAB**	XBRL Taxonomy Extension Label Linkbase Document.			
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document.			

* Indicates management contract or compensatory plan or arrangement.

** Filed herewith.

*** Furnished herewith.

(1) Certain instruments defining the rights of holders of long-term debt securities of the Registrant are omitted pursuant to Item 601(b)(4)(iii) of Regulation S-K. The Registrant hereby undertakes to furnish to the SEC, upon request, copies of any such instruments.

Item 16. Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: November 3, 2017

Apple Inc.

By: /s/ Luca Maestri
Luca Maestri
Senior Vice President,
Chief Financial Officer

Power of Attorney

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Timothy D. Cook and Luca Maestri, jointly and severally, his or her attorneys-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any amendments to this Annual Report on Form 10-K, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

Name	Title	Date
/s/ Timothy D. Cook TIMOTHY D. COOK	Chief Executive Officer and Director (Principal Executive Officer)	November 3, 2017
/s/ Luca Maestri LUCA MAESTRI	Senior Vice President, Chief Financial Officer (Principal Financial Officer)	November 3, 2017
/s/ Chris Kondo CHRIS KONDO	Senior Director of Corporate Accounting (Principal Accounting Officer)	November 3, 2017
/s/ James A. Bell JAMES A. BELL	Director	November 3, 2017
/s/ Al Gore AL GORE	Director	November 3, 2017
/s/ Robert A. Iger ROBERT A. IGER	Director	November 3, 2017
/s/ Andrea Jung ANDREA JUNG	Director	November 3, 2017
/s/ Arthur D. Levinson	Director	November 3, 2017

ARTHUR D. LEVINSON

November 3, 2017

/s/ Ronald D. Sugar Director

RONALD D. SUGAR

November 3, 2017

/s/ Susan L. Wagner Director

SUSAN L. WAGNER

Exhibit 10.8

APPLE INC.
2014 EMPLOYEE STOCK PLAN

(AS AMENDED AND RESTATED AS OF OCTOBER 1, 2017)

SECTION 1. INTRODUCTION.

This 2014 Employee Stock Plan was approved by the Company's shareholders on February 28, 2014 (the "Approval Date"). The Plan was subsequently amended and restated by the Board on November 17, 2015 and approved by the Company's shareholders at the Annual Meeting on February 26, 2016. The Plan was further amended and restated by the Board as set forth herein effective October 1, 2017.

The purpose of the Plan is to promote the long-term success of the Company and the creation of shareholder value by offering Participants the opportunity to share in such long-term success by acquiring a proprietary interest in the Company.

The Plan seeks to achieve this purpose by providing for discretionary long-term incentive Awards in the form of Options (which may be Incentive Stock Options or Nonstatutory Stock Options), Stock Appreciation Rights, Stock Grants, Restricted Stock Units and Cash Bonus Awards.

Capitalized terms shall have the meaning provided in Section 2 unless otherwise provided in this Plan or any related Award Agreement.

SECTION 2. DEFINITIONS.

(a) "2003 Plan" means the Apple Inc. 2003 Employee Stock Plan as amended from time to time.

(b) "Applicable Laws" means all applicable securities, tax and exchange control laws, rules, regulations and requirements relating to the administration of stock plans, including, but not limited to, all applicable U.S. federal and state laws, the rules and regulations of any stock exchange or quotation system on which the Common Stock is listed or quoted, and the applicable securities, tax and exchange control laws, rules, regulations or requirements of any foreign country or jurisdiction where Awards are, or will be, granted under the Plan or where Participants reside or provide services, as such laws, rules, regulations and requirements shall be in place from time to time.

(c) "Award" means an Option, SAR, Stock Grant, Restricted Stock Unit or Cash Bonus Award.

(d) "Award Agreement" means any Stock Option Agreement, SAR Agreement, Stock Grant Agreement, Restricted Stock Unit Agreement or any written document that evidences a Cash Bonus Award granted under the Plan. Award Agreements shall consist of either (1) a written award agreement in a form approved by the Committee and executed by the Company by an officer duly authorized to act on its behalf, or (2) an electronic notice of award grant in a form approved by the Committee and recorded by the Company (or its designee) in an electronic recordkeeping system used for the purpose of tracking award grants under the Plan generally, as the Committee may provide and, in each case and if required by the Committee, executed or otherwise electronically accepted by the recipient of the Award in such form and manner as the Committee may require. The Committee may authorize any officer of the Company (other than the particular Award recipient) to execute any or all Award Agreements on behalf of the Company.

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(e) “Board” means the Board of Directors of the Company, as constituted from time to time.

(f) “Cash Bonus Award” means an Award granted pursuant to Section 10(b) of the Plan.

(g) “Cashless Exercise” means, to the extent that a Stock Option Agreement so provides and as permitted by Applicable Laws, one or both of (i) a program approved by the Committee in which payment of the aggregate Exercise Price and/or satisfaction of any applicable tax withholding obligations may be made all or in part by delivery (on a form prescribed by the Committee) of an irrevocable direction to a securities broker to sell Shares subject to an Option and to deliver all or part of the sale proceeds to the Company, or (ii) allowing an Option to be exercised by the Participant irrevocably instructing the Company to withhold a number of Shares subject to the Option having a Fair Market Value on the date of exercise equal to the sum of (x) the product of (A) the Exercise Price multiplied by (B) the number of Shares in respect of which the Option shall have been exercised, plus (y) any applicable tax withholding obligations.

(h) “Code” means the U.S. Internal Revenue Code of 1986, as amended, and the regulations and interpretations promulgated thereunder.

(i) “Committee” has the meaning given to such term in Section 3.

(j) “Common Stock” means the Company’s common stock.

(k) “Company” means Apple Inc., a California corporation.

(l) “Consultant” means an individual who provides bona fide services to the Company, a Parent or a Subsidiary, other than as an Employee or Director.

(m) “Covered Employee” means each Participant who the Committee determines is, or may be at the time the Company otherwise could deduct for Federal income tax purposes amounts in respect of an Award, subject to the limitations of Code Section 162(m).

(n) “Director” means a member of the Board.

(o) “Disability” means that the Participant is classified as disabled under the long-term disability policy of the Company or, if no such policy applies, the Participant is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which can be expected to result in death or which has lasted or can be expected to last for a continuous period of not less than 12 months; provided, however, that with respect to an Option intended to qualify as an ISO, “Disability” shall mean a “permanent and total disability” within the meaning of Code Section 22(e)(3).

(p) “Employee” means any individual who provides services as an employee of the Company, a Parent or a Subsidiary (including any Director that is also an Employee).

(q) “Exchange Act” means the Securities Exchange Act of 1934, as amended.

(r) “Exercise Price” means, in the case of an Option, the amount for which a Share may be purchased upon exercise of such Option, as specified in the applicable Stock Option Agreement. “Exercise Price,” in the case of a SAR, means an amount, as specified in the applicable SAR Agreement, which is subtracted from the Fair Market Value at the time such SAR is exercised in determining the amount payable upon exercise of such SAR.

(s) "Fair Market Value" means, unless otherwise determined or provided by the Committee in the circumstances, the closing price (in regular trading) for a Share on the Nasdaq Stock Market (the "Market") for the date in question or, if no sales of Common Stock were reported on the Market on that date, the last price (in regular trading) for a Share on the Market for the next preceding day on which sales of Common Stock were reported on the Market. The Committee may, however, provide with respect to one or more Awards that the Fair Market Value shall equal the last price for a Share on the Market on the last trading day preceding the date in question or the average of the high and low trading prices of a Share on the Market for the date in question or the most recent trading day. If the Common Stock is no longer listed or is no longer actively traded on the Market as of the applicable date, the Fair Market Value of the Common Stock shall be the value as reasonably determined by the Committee for purposes of the Award in the circumstances. The Committee also may adopt a different methodology for determining Fair Market Value with respect to one or more Awards if a different methodology is necessary or advisable to secure any intended favorable tax, legal or other treatment for the particular Award(s) (for example, and without limitation, the Committee may provide that Fair Market Value for purposes of one or more Awards will be based on an average of closing prices (or the average of high and low daily trading prices) for a specified period preceding the relevant date).

(t) "Fiscal Year" means the Company's fiscal year.

(u) "Full-Value Awards" means Awards granted under the Plan other than Options and SARs.

(v) "Full-Value Award Ratio" means the share-counting ratio applicable to Full-Value Awards as specified in Section 5 (b) of the Plan.

(w) "Grant Date" means the date on which the Committee makes the determination to grant an Award or such later date as the Committee may specify in making such determination.

(x) "Incentive Stock Option" or "ISO" means an incentive stock option described in Code Section 422.

(y) "Non-Employee Director" means a member of the Board who is not an Employee.

(z) "Nonstatutory Stock Option" or "NSO" means a stock option that is not an ISO.

(aa) "Option" means an ISO or NSO granted under the Plan entitling the Participant to purchase Shares upon satisfaction of the conditions contained in the Plan and the applicable Award Agreement.

(bb) "Parent" means any corporation or other entity that beneficially owns directly or indirectly a majority of the Company's outstanding voting stock or voting power. An entity that attains the status of a Parent on a date after the adoption of the Plan shall be considered a Parent commencing as of such date.

(cc) "Participant" means an Employee or Consultant who has been selected by the Committee to receive an Award under the Plan or any individual, estate or other entity that holds an Award.

(dd) "Performance Goals" means one or more objective measurable performance goals established by the Committee with respect to a Performance Period based upon one or more of the following criteria: (i) operating income; (ii) earnings before interest, taxes, depreciation and amortization; (iii) earnings; (iv) cash flow; (v) market share; (vi) sales or revenue; (vii) expenses; (viii) cost of goods sold; (ix) profit/loss or profit margin; (x) working capital; (xi) return on equity or assets; (xii) earnings per share; (xiii) total shareholder return; (xiv) price/earnings ratio; (xv) debt or debt-to-equity; (xvi) accounts receivable; (xvii) writeoffs; (xviii) cash; (xix) assets; (xx) liquidity; (xxi) operations; (xxii) intellectual property (e.g., patents); (xxiii) product

development; (xxiv) manufacturing, production or inventory; (xxv) mergers and acquisitions or divestitures; and/or (xxvi) stock price. Any criteria used may be measured, as applicable, (a) in absolute terms, (b) in relative terms (including but not limited to, the passage of time and/or against other companies or financial metrics), (c) on a per share and/or share per capita basis, (d) against the performance of the Company as a whole or against particular entities, segments, operating units or products of the Company and/or (e) on a pre-tax or after tax basis. Awards granted to persons who are not Covered Employees may take into account any other factors deemed appropriate by the Committee.

(ee) "Performance Period" means any period not exceeding 120 months as determined by the Committee, in its sole discretion. The Committee may establish different Performance Periods for different Participants, and the Committee may establish concurrent or overlapping Performance Periods.

(ff) "Plan" means this Apple Inc. 2014 Employee Stock Plan, as it may be amended from time to time.

(gg) "Re-Price" or "Re-Pricing" means any of the following actions taken by the Committee: (1) lowering or reducing the Exercise Price of an outstanding Option and/or outstanding SAR, (2) cancelling, exchanging or surrendering any outstanding Option and/or outstanding SAR in exchange for cash or another award for the purpose of repricing the award; (3) cancelling, exchanging or surrendering any outstanding Option and/or outstanding SAR in exchange for an Option or SAR with an Exercise Price that is less than the Exercise Price of the original award; and (4) any other action that is treated as a repricing under U.S. generally accepted accounting principles; provided that, in each case, a Re-Pricing (or Re-Price, as the case may be) shall not include (y) any action taken with shareholder approval, and (z) any adjustment of an Option or SAR pursuant to Section 11.

(hh) "Restricted Stock Unit" means a bookkeeping entry representing the equivalent of one Share awarded under the Plan and represents an unfunded and unsecured obligation of the Company.

(ii) "Restricted Stock Unit Agreement" means the agreement described in Section 9 evidencing a Restricted Stock Unit Award.

(jj) "SAR Agreement" means the agreement described in Section 7 evidencing a Stock Appreciation Right.

(kk) "SEC" means the U.S. Securities and Exchange Commission.

(ll) "Section 16 Persons" means those officers, directors or other persons who are subject to Section 16 of the Exchange Act.

(mm) "Securities Act" means the U.S. Securities Act of 1933, as amended.

(nn) "Share" means one share of Common Stock.

(oo) "Stock Appreciation Right" or "SAR" means a stock appreciation right awarded under the Plan.

(pp) "Stock Grant" means Shares awarded under the Plan pursuant to Section 8.

(qq) "Stock Grant Agreement" means the agreement described in Section 8 evidencing a Stock Grant.

(rr) "Stock Option Agreement" means the agreement described in Section 6 evidencing an Option.

(ss) "Subsidiary" means any corporation or other entity a majority of whose outstanding voting stock or voting power is beneficially owned directly or indirectly by the Company. An entity that attains the status of a Subsidiary on a date after the adoption of the Plan shall be considered a Subsidiary commencing as of such date.

(tt) "10-Percent Stockholder" means an individual who owns more than 10% of the total combined voting power of all classes of outstanding stock of the Company or of its parent corporation or subsidiary corporation (as defined in Code Sections 424(e) and (f)). In determining stock ownership, the attribution rules of Code Section 424(d) shall be applied.

(uu) "Termination of Service" means (i) in the case of an Employee, a cessation of the provision of employment-related services by the Employee for the Company and its Subsidiaries for any reason, including but not by way of limitation, a termination by resignation, discharge, death, disability, or retirement, but excluding any such termination where there is a simultaneous reemployment by the Company or a Subsidiary and excluding any bona fide and Company (or Subsidiary) approved leave of absence; and (ii) in the case of a Consultant, a cessation of the service relationship (as determined by the Committee in its sole discretion) between the Consultant and the Company and its Subsidiaries for any reason, including but not by way of limitation, a termination by resignation, discharge, death or disability, but excluding any such termination where there is a simultaneous re-engagement of the Consultant by the Company or a Subsidiary. For purposes of the Plan and any Award, if an entity ceases to be a Subsidiary of the Company, a Termination of Service shall be deemed to have occurred with respect to each Employee and Consultant in respect of such Subsidiary who does not continue as an Employee or Consultant in respect of the Company or another Subsidiary that continues as such after giving effect to the transaction or other event giving rise to the change in status unless the Subsidiary that is sold, spun-off or otherwise divested (or its successor or a direct or indirect parent of such Subsidiary or successor) assumes the Employee's or Consultant's Award(s) in connection with such transaction. Notwithstanding the foregoing provisions of this definition, with respect to any Award that constitutes a "nonqualified deferred compensation plan" within the meaning of Code Section 409A as to which a Termination of Service is or could be an event entitling the Award holder to the delivery of Shares or other payment, a Participant shall not be considered to have experienced a "Termination of Service" unless the Participant has experienced a "separation from service" within the meaning of Code Section 409A (a "Separation from Service").

SECTION 3. ADMINISTRATION.

(a) Committee Composition. The Board or a Committee appointed by the Board shall administer the Plan. The Committee shall generally have membership composition which enables (i) Awards to Section 16 Persons to qualify as exempt from liability under Section 16(b) of the Exchange Act and (ii) Awards to Covered Employees to qualify as performance-based compensation as provided under Code Section 162(m). However, the Board may also appoint one or more separate Committees, each composed of two or more directors of the Company who need not qualify under Rule 16b-3 or Code Section 162(m), that may administer the Plan with respect to Participants who are not Section 16 Persons or Covered Employees, respectively, may grant Awards under the Plan to such Participants and may determine all terms of such Awards. Members of any such Committee shall serve for such period of time as the Board may determine and shall be subject to removal by the Board at any time. The Board may also at any time terminate the functions of any Committee and reassume all powers and authority previously delegated to the Committee.

The Board and any Committee appointed to administer the Plan is referred to herein as the "Committee."

(b) Authority of the Committee. Subject to the provisions of the Plan, the Committee shall have the full authority, in its sole discretion, to take any actions it deems necessary or advisable for the administration of the Plan. Such actions shall include:

(i) selecting Participants who are to receive Awards under the Plan;

(ii) determining the Fair Market Value for purposes of any Award;

(iii) determining the type of and number of securities to be subject to each Award, and the Grant Date, vesting requirements and other features and conditions of such Awards;

(iv) approving the forms of Award Agreements to be used under the Plan;

(v) amending any outstanding Awards;

(vi) accelerating the vesting or extending the post-termination exercise term of Awards at any time and under such terms and conditions as it deems appropriate (including, without limitation, in connection with a termination of employment or services due to the Participant's Death, Disability, or retirement), or tolling the vesting of Awards at any time and under such terms and conditions as it deems appropriate (including, without limitation, in connection with a Participant's leave of absence), subject, in each case, to any required consent under Section 15;

(vii) construing and interpreting the Plan and any agreements defining the rights and obligations of the Company, its Subsidiaries, and Participants under the Plan;

(viii) correcting any defect, supplying any omission or reconciling any inconsistency in the Plan or any Award Agreement;

(ix) adopting such rules or guidelines as it deems appropriate to implement the Plan;

(x) authorizing any person to execute on behalf of the Company any instrument required to effect the grant of an Award previously authorized by the Committee;

(xi) adjusting the number of Shares subject to any Award, adjusting the price of any or all outstanding Awards or otherwise changing previously imposed terms and conditions, in such circumstances as the Committee may deem appropriate, in each case subject to Sections 5 and 15, and subject to the no Re-Pricing provision below;

(xii) determining whether, and the extent to which, adjustments are required pursuant to Section 13 hereof and authorizing the termination, conversion, substitution or succession of Awards upon the occurrence of an event of the type described in Section 13;

(xiii) acquiring or settling (subject to Sections 13 and 15) rights under Awards in cash, stock of equivalent value, or other consideration, subject to the no Re-Pricing provision below;

(xiv) making all other decisions relating to the operation of the Plan; and

(xv) adopting such plans or subplans as may be deemed necessary or appropriate to comply with the laws of other countries, allow for tax-preferred treatment of Awards or otherwise provide for the participation by Participants who reside outside of the U.S.

In no event shall the Committee Re-Price any Option or SAR.

The Committee's determinations under the Plan shall be final and binding on all persons. The Committee's determinations under the Plan need not be the same for all persons.

(c) Indemnification. To the maximum extent permitted by applicable laws, each member of the Committee shall be indemnified and held harmless by the Company against and from (i) any loss, cost, liability, or expense that may be imposed upon or reasonably incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding to which he or she may be a party or in which he or she may be involved by reason of any action taken or failure to act under the Plan or any Award Agreement, and (ii) from any and all amounts paid by him or her in settlement thereof, with the Company's approval, or paid by him or her in satisfaction of any judgment in any such claim, action, suit, or proceeding against him or her, provided he or she shall give the Company an opportunity, at its own expense, to handle and defend the same before he or she undertakes to handle and defend it on his or her own behalf. The foregoing right of indemnification shall not be exclusive of any other rights of indemnification to which such persons may be entitled under the Company's Articles of Incorporation or Bylaws, by contract, as a matter of law, or otherwise, or under any power that the Company may have to indemnify them or hold them harmless.

(d) Reliance on Experts. In making any determination or in taking or not taking any action under the Plan, the Committee may obtain and may rely upon the advice of experts, including employees and professional advisors to the Company. No director, officer or agent of the Company or any of its Subsidiaries shall be liable for any such action or determination taken or made or omitted in good faith.

SECTION 4. GENERAL.

(a) General Eligibility. Only Employees and Consultants shall be eligible to participate in the Plan. Non-Employee Directors are not eligible for Award grants under the Plan.

(b) Incentive Stock Options. Only Participants who are Employees of the Company, a "parent corporation" of the Company (within the meaning of Code Section 424(e)) or a "subsidiary corporation" of the Company (within the meaning of Code Section 424(f)) shall be eligible for the grant of ISOs. In addition, a 10-Percent Stockholder shall not be eligible for the grant of an ISO unless the requirements set forth in Code Section 422(c)(5) are satisfied.

(c) Restrictions on Transfer.

(i) Unless otherwise expressly provided in (or pursuant to) this Section 4(c) or required by Applicable Law: (A) all Awards are non-transferable and shall not be subject in any manner to sale, transfer, anticipation, alienation, assignment, pledge, encumbrance or charge; (B) Awards that are Options or Stock Appreciation Rights shall be exercised only by the Participant; and (C) amounts payable or Shares issuable pursuant to any Award shall be delivered only to (or for the account of) the Participant.

(ii) The Committee may permit Awards to be exercised by and paid to, or otherwise transferred to, other persons or entities pursuant to such conditions and procedures, including limitations on subsequent transfers, as the Committee may, in its sole discretion, establish in writing. Any permitted transfer shall be subject to compliance with Applicable Laws and shall not be for value (other than nominal consideration, settlement of marital property rights, or for interests in an entity in which more than 50% of the voting interests are held by the Participant or by the Participant's family members).

(iii) The exercise and transfer restrictions in Section 4(c) shall not apply to:

(A) transfers to the Company (for example, in connection with the expiration or termination of the Award),

(B) the designation of a beneficiary to receive benefits in the event of the Participant's death or, if the Participant has died, transfers to or exercise by the Participant's beneficiary, or, in the absence of a validly designated beneficiary, transfers by will or the laws of descent and distribution,

(C) subject to any applicable limitations on ISOs, transfers to a family member (or former family member) pursuant to a domestic relations order if approved or ratified by the Company,

(D) if the Participant has suffered a Disability, permitted transfers or exercises on behalf of the participant by his or her legal representative, or

(E) the authorization by the Committee of Cashless Exercise procedures with third parties who provide financing for the purpose of (or who otherwise facilitate) the exercise of Awards consistent with Applicable Laws and the express authorization of the Committee.

(d) Beneficiaries. If permitted by the Committee in the Award Agreement, a Participant under the Plan may name a beneficiary or beneficiaries to whom any vested but unpaid Award shall be paid in the event of the Participant's death. Each such designation shall revoke all prior beneficiary designations by the Participant and shall be effective only if given in a form and manner acceptable to the Committee. In the absence of any such designation, any vested benefits remaining unpaid at the Participant's death shall be paid to the Participant's estate and, subject to the terms of the Plan and of the applicable Award Agreement, any unexercised vested Award may be exercised by the administrator or executor of the Participant's estate.

(e) No Rights as a Shareholder. A Participant, or a transferee of a Participant, shall have no rights as a shareholder with respect to any Common Stock covered by an Award until such person has satisfied all of the terms and conditions to receive such Common Stock, has satisfied any applicable withholding or tax obligations relating to the Award and the Shares have been issued (as evidenced by an appropriate entry on the books of the Company or a duly authorized transfer agent of the Company).

(f) Termination of Service. The Committee shall establish the effect of a Termination of Service on the rights and benefits under each Award under the Plan and in so doing may make distinctions based upon, inter alia, the cause of termination and type of Award.

(g) Consideration. The purchase price for any Award granted under the Plan or the Common Stock to be delivered pursuant to an award, as applicable, may be paid by means of any lawful consideration as determined by the Committee.

SECTION 5. SHARES SUBJECT TO PLAN AND SHARE LIMITS.

(a) Basic Limitation. The stock issuable under the Plan shall be authorized but unissued Shares. The aggregate number of Shares that may be issued pursuant to Awards under the Plan, subject to adjustment pursuant to Section 11, is equal to:

(i) 385,000,000 Shares, plus

(ii) the number of any Shares that remained available under the 2003 Plan for new award grants on the Approval Date, and determined immediately before giving effect to the termination of the authority to grant new awards under the 2003 Plan in connection with such approval, plus

(iii) the number of any Shares subject to stock options granted under the 2003 Plan and outstanding as of the Approval Date which expire, or for any reason are cancelled or terminated, after the Approval Date without being exercised, plus

(iv) the number of any Shares subject to restricted stock and restricted stock unit awards granted under the 2003 Plan that were outstanding and unvested on the Approval Date that are forfeited, terminated, cancelled or otherwise reacquired by the Company after the Approval Date without having become vested or that are exchanged by a Participant or withheld by the Company or one of its Subsidiaries after the Approval Date to satisfy the tax withholding obligations related to the award (in each case, with any such Shares increasing the Shares available for issuance under the Plan based on the Full-Value Award Ratio).

provided that in no event shall the Shares available for issuance under the Plan exceed 766,339,189 Shares (which is the sum of (1) the 385,000,000 Shares set forth above, plus (2) the number of Shares available for new award grants under the 2003 Plan on November 11, 2013, plus (3) the aggregate number of Shares subject to stock options previously granted and outstanding under the 2003 Plan as of November 11, 2013, plus (4) two (2) (the Full-Value Award Ratio) times the aggregate number of Shares subject to restricted stock and restricted stock units previously granted and outstanding under the 2003 Plan as of November 11, 2013).

(b) Share Count. Shares issued pursuant to Awards under the Plan other than Options or SARs will count against the Shares available for issuance under the Plan as two (2) Shares for every one (1) Share issued in connection with the Award. Shares issued pursuant to the exercise of Options or SARs under the Plan will count against the Shares available for issuance under the Plan as one (1) Share for every one Share to which such exercise relates. For purposes of clarity, the total number of Shares subject to SARs that are exercised and settled in Shares, and the total number of Shares subject to Options that are exercised, shall be counted in full on a one-for-one basis against the number of Shares available for issuance under the Plan, regardless of the number of Shares actually issued upon settlement of the SARs or Options. If Awards are settled in cash, the Shares that would have been delivered had there been no cash settlement shall not be counted against the Shares available for issuance under the Plan. Except as provided in the next sentence, Shares that are subject to Awards that are forfeited, are terminated, fail to vest or for any other reason are not paid or delivered, shall again become available for Awards under the Plan; provided that any one (1) Share issued pursuant to a Stock Grant or subject to a Restricted Stock Unit Award (including Shares subject to stock-settled dividend equivalent rights) that is forfeited or terminated shall be credited as two (2) Shares when determining the number of Shares that shall again become available for Awards under the Plan if upon

grant, the Shares underlying such forfeited or terminated Awards were counted as two (2) Shares against the Plan reserve. Shares that are exchanged by a Participant or withheld by the Company as full or partial payment in connection with any Option or SAR, as well as any Shares exchanged by a Participant or withheld by the Company or one of its Subsidiaries to satisfy the tax withholding obligations related to any Option or SAR, shall not be available for subsequent Awards under the Plan. Shares that are exchanged by a Participant or withheld by the Company as full or partial payment in connection with any Full-Value Award, as well as any Shares exchanged by a Participant or withheld by the Company or one of its Subsidiaries to satisfy the tax withholding obligations related to any Full-Value Award, shall be available for subsequent Awards under the Plan; provided that any one (1) Share so exchanged or withheld in connection with any Full-Value Award shall be credited as two (2) Shares when determining the number of Shares that shall again become available for Awards under the Plan if upon grant, the Shares underlying the related Full-Value Award were counted as two (2) Shares against the Plan reserve. Refer to Section 15(i) for application of the foregoing share limits with respect to substituted awards.

(c) Share Limits

(i) Limits on Options and SARs. No Participant shall receive Options or SARs during any Fiscal Year covering, in the aggregate, in excess of 7,000,000 Shares, subject to adjustment pursuant to Section 11.

(ii) Limits on Stock Grants and Restricted Stock Units. No Participant shall receive Stock Grants or Restricted Stock Units during any Fiscal Year covering, in the aggregate, in excess of 7,000,000 Shares (for this purpose, (A) counting such Shares on a 1-for-1 basis and (B) for Stock Grants or Restricted Stock Units as to which the number of Shares earned is dependent on the level of attainment of performance vesting conditions, counting in respect thereof the number of Shares that may be earned at maximum performance), subject to adjustment pursuant to Section 11.

(d) Reservation of Shares; No Fractional Shares. The Company shall at all times reserve a number of Shares sufficient to cover the Company's obligations and contingent obligations to deliver Shares with respect to Awards then outstanding under the Plan (exclusive of (i) any Awards payable in cash and (ii) any dividend equivalent obligations to the extent the Company has the right to settle such rights in cash). No fractional Shares shall be delivered under the Plan. The Committee may pay cash in lieu of any fractional Shares in settlements of Awards under the Plan.

SECTION 6. TERMS AND CONDITIONS OF OPTIONS.

(a) Stock Option Agreement. Each Option granted under the Plan shall be evidenced and governed exclusively by a Stock Option Agreement between the Participant and the Company. Such Option shall be subject to all applicable terms and conditions of the Plan and may be subject to any other terms and conditions that are not inconsistent with the Plan and that the Committee deems appropriate for inclusion in a Stock Option Agreement. Dividend equivalent rights shall not be awarded on Options. The provisions of the various Stock Option Agreements entered into under the Plan need not be identical. The Stock Option Agreement shall specify whether the Option is an ISO or an NSO.

(b) Number of Shares. Each Stock Option Agreement shall specify the number of Shares that are subject to the Option, which number is subject to adjustment in accordance with Section 11.

(c) Exercise Price. Each Stock Option Agreement shall specify the Option's Exercise Price which shall be established by the Committee and is subject to adjustment in accordance with Section 11. The Exercise Price of an Option shall not be less than 100% of the Fair Market Value (110% for an ISO granted to a 10-Percent Stockholder) on the Grant Date.

(d) Exercisability and Term. Each Stock Option Agreement shall specify the date when all or any installment of the Option is to become exercisable and/or any performance conditions or Performance Goals pursuant to Section 10 that must be satisfied before the Option may be exercised. The Stock Option Agreement shall also specify the maximum term of the Option; provided that the maximum term of an Option shall in no event exceed seven (7) years from the Grant Date. Notwithstanding any other provision of the Plan or the Stock Option Agreement, no Option can be exercised after the expiration date provided in the applicable Stock Option Agreement.

(e) Method of Exercise. An Option may be exercised, in whole or in part, by giving written notice of exercise to the Company or the Company's designee (or, subject to Applicable Laws and if the Company permits, by electronic or voice methods) of the number of Shares to be purchased. Such notice shall be accompanied by payment in full of the aggregate Exercise Price, plus any required withholdings (unless satisfactory arrangements have been made to satisfy such withholdings). The Company reserves the right to delay issuance of the Shares until such payment obligations are fully satisfied.

(f) Payment for Option Shares. The Exercise Price of an Option shall be paid in cash at the time of exercise, except as follows and if so provided for in the applicable Stock Option Agreement:

(i) Cashless Exercise. Payment of all or a part of the Exercise Price may be made through Cashless Exercise.

(ii) Other Forms of Payment. Payment may be made in any other form that is consistent with Applicable Laws, regulations and rules and approved by the Committee.

In the case of an ISO granted under the Plan, except to the extent permitted by Applicable Laws, payment shall be made only pursuant to the express provisions of the applicable Stock Option Agreement. In the case of an NSO granted under the Plan, the Committee may, in its discretion at any time, accept payment in any form(s) described in this Section 6(f).

SECTION 7. TERMS AND CONDITIONS OF STOCK APPRECIATION RIGHTS.

(a) SAR Agreement. Each SAR granted under the Plan shall be evidenced by a SAR Agreement between the Participant and the Company. Such SAR shall be subject to all applicable terms of the Plan and may be subject to any other terms that are not inconsistent with the Plan. A SAR Agreement may provide for a maximum limit on the amount of any payout notwithstanding the Fair Market Value on the date of exercise of the SAR. Dividend equivalent rights shall not be awarded on SARs. The provisions of the various SAR Agreements entered into under the Plan need not be identical.

(b) Number of Shares. Each SAR Agreement shall specify the number of Shares to which the SAR pertains, which number is subject to adjustment in accordance with Section 11.

(c) Exercise Price. Each SAR Agreement shall specify the Exercise Price, which is subject to adjustment in accordance with Section 11. A SAR Agreement may specify an Exercise Price that varies in accordance with a predetermined formula while the SAR is outstanding, provided that in all cases and at all times the Exercise Price of a SAR shall not be less than 100% of the Fair Market Value on the Grant Date.

(d) Exercisability and Term. Each SAR Agreement shall specify the date when all or any installment of the SAR is to become exercisable and/or any performance conditions or Performance Goals pursuant to Section 10 that must be satisfied before the SAR is exercised. The SAR Agreement shall also specify the maximum term of the SAR which shall not exceed seven (7) years from the Grant Date. SARs may be awarded in combination with Options or Stock Grants, and such an Award shall provide that the SARs will not be exercisable unless the related Options or Stock Grants are forfeited. A SAR may be included in an ISO only at the time of grant but may be included in an NSO at the time of grant or at any subsequent time. Notwithstanding any other provision of the Plan or the SAR Agreement, no SAR can be exercised after the expiration date provided in the applicable SAR Agreement.

(e) Exercise of SARs. Upon exercise of a SAR, the Participant (or any person having the right to exercise the SAR after Participant's death) shall receive from the Company (i) Shares, (ii) cash or (iii) any combination of Shares and cash, as the Committee shall determine at the time of grant of the SAR, in its sole discretion. The amount of cash and/or the Fair Market Value of Shares received upon exercise of SARs shall, in the aggregate, be equal to the amount by which the aggregate Fair Market Value (on the date of exercise) of the Shares subject to the exercised SARs exceeds the aggregate Exercise Price of the exercised SARs.

SECTION 8. TERMS AND CONDITIONS FOR STOCK GRANTS.

(a) Time, Amount and Form of Awards. Awards under this Section 8 may be granted in the form of a Stock Grant.

(b) Stock Grant Agreement. Each Stock Grant awarded under the Plan shall be evidenced and governed exclusively by a Stock Grant Agreement between the Participant and the Company. Each Stock Grant shall be subject to all applicable terms and conditions of the Plan and may be subject to any other terms and conditions that are not inconsistent with the Plan that the Committee deems appropriate for inclusion in the applicable Stock Grant Agreement. The provisions of the Stock Grant Agreements entered into under the Plan need not be identical.

(c) Number of Shares. Each Stock Grant Agreement shall specify the number of Shares to which the Stock Grant pertains, which number is subject to adjustment in accordance with Section 11.

(d) Vesting Conditions. The Committee shall determine the vesting schedule of each Stock Grant. Vesting shall occur, in full or in installments, upon satisfaction of the conditions specified in the Stock Grant Agreement, which may include performance conditions or Performance Goals pursuant to Section 10.

(e) Voting and Dividend Rights. The holder of a Stock Grant awarded under the Plan shall have the same voting, dividend and other rights as the Company's other shareholders, except as otherwise stated in the Stock Grant Agreement; provided, however, that any dividends as to the portion of a Stock Grant that is subject to performance-based vesting requirements will be subject to forfeiture and termination (or repayment, as applicable) to the same extent as the corresponding portion of the Stock Grant to which such dividends relate. A Stock Grant Agreement may require that the holder of such Stock Grant invest any cash dividends received in additional Shares subject to the Stock Grant. Such additional Shares and any Shares received as a dividend pursuant to the Stock Grant shall be subject to the same conditions and restrictions as the Stock Grant with respect to which the dividends were paid.

SECTION 9. TERMS AND CONDITIONS OF RESTRICTED STOCK UNITS.

(a) Restricted Stock Unit Agreement. Each Restricted Stock Unit granted under the Plan shall be evidenced by a Restricted Stock Unit Agreement between the Participant and the Company. Such Restricted Stock Unit shall be subject to all applicable terms of the Plan and may be subject to any other terms that are not inconsistent with the Plan. The provisions of the various Restricted Stock Unit Agreements entered into under the Plan need not be identical.

(b) Number of Shares. Each Restricted Stock Unit Agreement shall specify the number of Restricted Stock Units to which the Restricted Stock Unit Award pertains, which number is subject to adjustment in accordance with Section 11.

(c) Vesting Conditions. The Committee shall determine the vesting schedule of each Restricted Stock Unit Award. Vesting shall occur, in full or in installments, upon satisfaction of the conditions specified in the Restricted Stock Unit Agreement, which may include performance conditions or Performance Goals pursuant to Section 10.

(d) Form and Time of Settlement of Restricted Stock Units. Settlement of vested Restricted Stock Units may be made in the form of (i) cash, (ii) Shares or (iii) any combination of both, as determined by the Committee at the time of the grant of the Restricted Stock Units, in its sole discretion. Vested Restricted Stock Units may be settled in a lump sum or in installments as determined by the Committee and provided in the Restricted Stock Unit Agreement. The distribution may occur or commence when the vesting conditions applicable to the Restricted Stock Units have been satisfied or have lapsed, or, if the Committee so provides in the Restricted Stock Unit Agreement, it may be deferred, in accordance with Applicable Laws, to any later date. The amount of a deferred distribution may be increased by an interest factor or by dividend equivalents, as determined by the Committee and provided in the Restricted Stock Unit Agreement.

(e) Voting and Dividend Rights. The holders of Restricted Stock Units shall have no voting rights. Prior to settlement or forfeiture, any Restricted Stock Unit awarded under the Plan may, at the Committee's discretion, carry with it a right to dividend equivalents. Such right entitles the holder to be credited with an amount equal to all cash dividends paid on one Share while the Restricted Stock Unit is outstanding. Dividend equivalents may be converted into additional Restricted Stock Units and may (and will, to the extent required below) be made subject to the same conditions and restrictions as the Restricted Stock Units to which they attach. Settlement of dividend equivalents may be made in the form of cash, in the form of Shares, or in a combination of both. Dividend equivalents as to Restricted Stock Units that are subject to performance-based vesting requirements will be subject to forfeiture and termination to the same extent as the corresponding Restricted Stock Units to which the dividend equivalents relate.

(f) Creditors' Rights. A holder of Restricted Stock Units shall have no rights other than those of a general creditor of the Company. Restricted Stock Units represent an unfunded and unsecured obligation of the Company, subject to the terms and conditions of the applicable Restricted Stock Unit Agreement.

SECTION 10. PERFORMANCE-BASED AWARDS; CASH BONUS AWARDS.

(a) General. The Committee may, in its discretion, include performance conditions in an Award. If performance conditions are included in Awards to Covered Employees and such Awards are intended to qualify as "performance-based compensation" under Code Section 162(m), then such Awards will be subject to the achievement of Performance Goals with respect to a Performance Period established by the Committee. Such Awards shall be granted and administered pursuant to the requirements of Code Section 162(m), unless the Committee subsequently determines that such Awards are not, or are no longer, intended to qualify as "performance-based compensation" under Code Section 162(m). The Committee may provide at the time it establishes the applicable Performance Goals, or at a later time which is within the period during which Performance Goals in respect of the applicable Award may be established consistent with the Award qualifying as "performance-based compensation" under Code Section 162(m), for the Performance Goals (or performance against the Performance Goals, as the case may be) to be adjusted to mitigate the unbudgeted impact of material, unusual or nonrecurring gains and losses, accounting changes or other events specified by the Committee. Before any Shares underlying an Award or any Award payments are released to a Covered Employee with respect to a Performance Period, the Committee shall certify in writing that the Performance Goals for such Performance Period have been satisfied. Awards with performance conditions that are granted to Participants who are not Covered Employees need not comply with the requirements of Code Section 162(m).

(b) Cash Bonus Awards. The Committee may, in its discretion, grant Cash Bonus Awards under the Plan to one or more Employees of the Company or any of its Subsidiaries. Cash Bonus Awards may be subject to performance conditions as described in Section 10(a). To the extent Cash Bonus Awards are granted to Covered Employees and intended to qualify as "performance-based compensation" under Code Section 162(m), such Cash Bonus Awards shall be subject to the requirements of Code Section 162(m), including without limitation, the establishment of Performance Goals and certification of performance by the Committee as set forth above, unless the Committee subsequently determines that such Cash Bonus Awards are not, or are no longer, intended to qualify as "performance-based compensation" under Code Section 162(m). In addition, the aggregate amount of compensation to be paid to any one Participant in any one Fiscal Year in respect of all Cash Bonus Awards granted pursuant to this Section 10(b) shall not exceed $30,000,000. For purposes of clarity of the preceding sentence, "Cash Bonus Awards granted pursuant to this Section 10(b)" shall not include (i) Restricted Stock Unit awards settled in cash based on the fair market value of the Shares subject thereto, which Awards are subject to the limit set forth in Section 5(c)(ii), (ii) cash-settled SARs, which are subject to the limit set forth in Section 5.2(c)(i), and (iii) discretionary cash incentive payments awarded by the Board or the Committee outside of the Plan.

(c) Expiration of Grant Authority. As required pursuant to Code Section 162(m) and the regulations promulgated thereunder, the Committee's authority to grant new Awards that are intended to qualify as "performance-based compensation" within the meaning of Section 162(m) of the Code (other than Options and SARs) shall terminate upon the first meeting of the Company's shareholders that occurs in 2021, subject to extension upon shareholder re-approval of the "material terms of the performance goal" under the Plan, as described in the regulations promulgated under Code Section 162(m).

SECTION 11. PROTECTION AGAINST DILUTION.

(a) Adjustments. Subject to Section 12, upon (or, as may be necessary to effect the adjustment, immediately prior to): any reclassification, recapitalization, stock split (including a stock split in the form of a stock dividend) or reverse stock split; any merger, combination, consolidation, or other reorganization; any spin-off, split-up, or extraordinary dividend distribution in respect of the Common Stock; or any exchange of Common Stock or other securities of the Company, or any similar, unusual or extraordinary corporate transaction in respect of the Common Stock, then the Committee shall equitably and proportionately adjust (1) the number and type of Shares (or other securities) that thereafter may be made the subject of Awards (including the specific Share limits, maximums and numbers of Shares set forth elsewhere in the Plan), (2) the number, amount and type of Shares (or other securities or property) subject to any outstanding Awards, (3) the grant, purchase, or Exercise Price of any outstanding Awards, and/or (4) the securities, cash or other property deliverable upon exercise or payment of any outstanding Awards, in each case to the extent necessary to preserve (but not increase) the level of incentives intended by the Plan and the then-outstanding Awards.

Unless otherwise expressly provided in the applicable Award Agreement, upon (or, as may be necessary to effect the adjustment, immediately prior to) any event or transaction described in the preceding paragraph or a sale of all or substantially all of the business or assets of the Company as an entirety, the Company shall equitably and proportionately adjust the Performance Goals applicable to any then-outstanding performance-based Awards to the extent necessary to preserve (but not increase) the level of incentives intended by the Plan and the then-outstanding performance-based Awards.

It is intended that, unless otherwise determined by the Committee, any adjustments contemplated by the preceding two paragraphs be made in a manner that satisfies applicable legal, tax (including, without limitation and as applicable in the circumstances, Code Sections 424 409A and 162(m)) and accounting (so as to not trigger any charge to earnings with respect to such adjustment) requirements.

Without limiting the generality of Section 3, any good faith determination by the Committee as to whether an adjustment is required in the circumstances pursuant to this Section 11(a), and the extent and nature of any such adjustment, shall be conclusive and binding on all persons.

(b) Participant Rights. Except as provided in this Section 11, a Participant shall have no rights by reason of any issue by the Company of stock of any class or securities convertible into stock of any class, any subdivision or consolidation of shares of stock of any class, the payment of any stock dividend or any other increase or decrease in the number of shares of stock of any class. If by reason of an adjustment pursuant to this Section 11 a Participant's Award covers additional or different shares of stock or securities, then such additional or different shares and the Award in respect thereof shall be subject to all of the terms, conditions and restrictions which were applicable to the Award and the Shares subject to the Award prior to such adjustment, unless otherwise determined in the sole discretion of the Committee.

SECTION 12. CORPORATE TRANSACTIONS.

Upon the occurrence of any of the following: any merger, combination, consolidation, or other reorganization in which the Company does not survive (or does not survive as a public company in respect of its Common Stock); any exchange of Common Stock or other securities of the Company in which the Company does not survive (or does not survive as a public company in respect of its Common Stock); a sale of all or substantially all the business, stock or assets of the Company; a dissolution of the Company; or any other event in which

the Company does not survive (or does not survive as a public company in respect of its Common Stock); then the Committee may make provision for a cash payment in settlement of, or for the assumption, substitution or exchange of any or all outstanding Share-based Awards or the cash, securities or property deliverable to the holder of any or all outstanding Share-based Awards, based upon, to the extent relevant under the circumstances, the distribution or consideration payable to holders of the Common Stock upon or in respect of such event. Upon the occurrence of any event described in the preceding sentence, then, unless the Committee has made a provision for the substitution, assumption, exchange or other continuation or settlement of the Award or the Award would otherwise continue in accordance with its terms in the circumstances, each Award shall terminate upon the related event; provided that the holder of an Option or SAR shall be given reasonable advance notice of the impending termination and a reasonable opportunity to exercise his or her outstanding vested Options and SARs in accordance with their terms before the termination of such Awards (except that in no case shall more than ten days' notice of the impending termination be required).

The Committee may adopt such valuation methodologies for outstanding Awards as it deems reasonable in the event of a cash or property settlement and, in the case of Options, SARs or similar rights, but without limitation on other methodologies, may base such settlement solely upon the excess if any of the per share amount payable upon or in respect of such event over the Exercise Price of the Award.

In any of the events referred to in this Section 12, the Committee may take such action contemplated by this Section 12 prior to such event (as opposed to on the occurrence of such event) to the extent that the Committee deems the action necessary to permit the Participant to realize the benefits intended to be conveyed with respect to the underlying Shares.

Without limiting the generality of Section 3, any good faith determination by the Committee pursuant to its authority under this Section 12 shall be conclusive and binding on all persons.

SECTION 13. LIMITATIONS ON RIGHTS.

(a) Participant Rights. A Participant's rights, if any, in respect of or in connection with any Award are derived solely from the discretionary decision of the Company to permit the individual to participate in the Plan and to benefit from a discretionary Award. By accepting an Award under the Plan, a Participant expressly acknowledges that there is no obligation on the part of the Company to continue the Plan and/or grant any additional Awards. Any Award granted hereunder is not intended to be compensation of a continuing or recurring nature, or part of a Participant's normal or expected compensation, and in no way represents any portion of a Participant's salary, compensation, or other remuneration for purposes of pension benefits, severance, redundancy, resignation or any other purpose.

Neither the Plan nor any Award granted under the Plan shall be deemed to give any individual a right to remain an Employee, Consultant or director of the Company, a Parent, or any Subsidiary. The Company and its Parent and Subsidiaries reserve the right to terminate the service of any person at any time, and for any reason, subject to applicable laws, the Company's Articles of Incorporation and Bylaws and any applicable written employment agreement (if any), and such terminated person shall be deemed irrevocably to have waived any claim to damages or specific performance for breach of contract or dismissal, compensation for loss of office, tort or otherwise with respect to the Plan or any outstanding Award that is forfeited and/or is terminated by its terms or to any future Award.

(b) Shareholders' Rights. Except as provided in Section 8(e), a Participant shall have no dividend rights, voting rights or other rights as a shareholder with respect to any Shares covered by his or her Award prior to the issuance of such Shares (as evidenced by an appropriate entry on the books of the Company or a duly authorized transfer agent of the Company). No adjustment shall be made for cash dividends or other rights for which the record date is prior to the date when such Shares are issued, except as expressly provided in Sections 8(e), 9(e) and 11.

(c) Regulatory Requirements. Any other provision of the Plan notwithstanding, the obligation of the Company to issue Shares or other securities under the Plan shall be subject to all Applicable Laws and such approval by any regulatory body as may be required. The Company reserves the right to restrict, in whole or in part, the delivery of Shares or other securities pursuant to any Award prior to the satisfaction of all legal requirements relating to the issuance of such Shares or other securities, to their registration, qualification or listing or to an exemption from registration, qualification or listing. The person acquiring any securities under the Plan will, if requested by the Company or one of its Subsidiaries, provide such assurances and representations to the Company or one of its Subsidiaries as the Committee may deem necessary or desirable to assure compliance with all applicable legal, tax, and accounting requirements.

SECTION 14. WITHHOLDING TAXES; SECTION 409A.

(a) General. A Participant shall make arrangements satisfactory to the Company for the satisfaction of any withholding tax obligations that arise in connection with his or her Award. The Company shall have the right to deduct from any amount payable under the Plan, including delivery of Shares to be made pursuant to an Award granted under the Plan, all federal, state, city, local or foreign taxes of any kind required by law to be withheld with respect to such payment and the Company may take any such actions as may be necessary in the opinion of the Company to satisfy all obligations for the payment of such taxes. The Company shall not be required to issue any Shares or make any cash payment under the Plan until such obligations are satisfied.

(b) Share Withholding. The Committee may (i) permit or require a Participant to satisfy all or part of his or her withholding or income tax obligations by having the Company withhold all or a portion of any Shares that otherwise would be issued to him or her, or (ii) permit a Participant to satisfy such obligations by Cashless Exercise or by surrendering all or a portion of any Shares that he or she previously acquired, provided that the previously owned Shares have been held for a minimum duration (if any) determined satisfactory as established by the Committee in its sole and absolute discretion. Any payment of taxes by assigning Shares to the Company may be subject to restrictions, including, but not limited to, any restrictions established by the Committee or required by rules of the SEC. If any Shares are used to satisfy withholding taxes, such Shares shall be valued based on the Fair Market Value thereof on the date when the withholding for taxes is required to be made.

(c) Section 409A. This Plan is intended to comply with the requirements of Code Section 409A or an exemption or exclusion therefrom and, with respect to amounts that are subject to Code Section 409A, it is intended that this Plan be administered in all respects in accordance with Code Section 409A. Each payment under any Award that constitutes nonqualified deferred compensation subject to Code Section 409A shall be treated as a separate payment for purposes of Code Section 409A. In no event may a Participant, directly or indirectly, designate the calendar year of any payment to be made under any Award that constitutes nonqualified deferred compensation subject to Code Section 409A. Notwithstanding any other provision of this Plan or any Award Agreement to the contrary, if a Participant is a "specified employee" within the meaning of Code Section 409A (as determined in accordance with the methodology established by the Company), amounts in respect of an Award that constitute "nonqualified deferred compensation" within the meaning of

Code Section 409A that would otherwise be payable by reason of a Participant's Separation from Service during the six-month period immediately following such Separation from Service shall instead be paid or provided on the first business day following the date that is six months following the Participant's Separation from Service. If the Participant dies following the Separation from Service and prior to the payment of any amounts delayed on account of Code Section 409A, such amounts shall be paid to the personal representative of the Participant's estate within 30 days following the date of the Participant's death.

SECTION 15. DURATION AND AMENDMENTS; MISCELLANEOUS.

(a) Term of the Plan. The Board adopted this Plan on November 19, 2013 (the "Effective Date"). The Plan shall terminate on the day before the tenth anniversary of the Effective Date and may be terminated on any earlier date pursuant to this Section 15.

(b) Amendment or Termination of the Plan. The Board may, at any time, terminate or, from time to time, amend, modify or suspend the Plan, in whole or in part. No awards may be granted during any period that the Board suspends the Plan. To the extent then required by Applicable Laws or required under Code Sections 162, 422 or 424 to preserve the intended tax consequences of the Plan, or deemed necessary or advisable by the Board, any amendment to the Plan shall be subject to shareholder approval.

(c) Amendments to Awards. Without limiting any other express authority of the Committee under (but subject to) the express limits of the Plan, the Committee by agreement or resolution may waive conditions of or limitations on Awards to Participants that the Committee in the prior exercise of its discretion has imposed, without the consent of a Participant, and (subject to the requirements of Sections 3 and 15(d)) may make other changes to the terms and conditions of Awards. No amendment of an Award, however, shall constitute a Re-Pricing without shareholder approval or otherwise authorize any action that may only be taken at law or under the rules of the principal exchange upon which the Shares are listed to trade with the consent or approval of shareholders without obtaining or conditioning such action on the receipt of such consent or approval.

(d) Limitations on Amendments to Plan and Awards. No amendment, suspension or termination of the Plan or amendment of any outstanding Award Agreement shall, without written consent of the Participant, affect in any manner materially adverse to the Participant any rights or benefits of the Participant or obligations of the Company under any Award granted under the Plan prior to the effective date of such change. Changes, settlements and other actions contemplated by Section 11 shall not be deemed to constitute changes or amendments for purposes of this Section 15.

(e) Governing Law. The Plan shall be governed by, and construed in accordance with the laws of the State of California (except its choice-of-law provisions) and applicable U.S. Federal Laws.

(f) Severability. If a court of competent jurisdiction holds any provision invalid and unenforceable, the remaining provisions of the Plan shall continue in effect.

(g) Section Headings. Captions and headings are given to the sections and subsections of the Plan solely as a convenience to facilitate reference. Such headings shall not be deemed in any way material or relevant to the construction or interpretation of the Plan or any provision thereof.

(h) No Corporate Action Restriction. The existence of the Plan, the Award Agreements and the Awards granted hereunder shall not limit, affect or restrict in any way the right or power of the Board or the shareholders

of the Company to make or authorize: (i) any adjustment, recapitalization, reorganization or other change in the capital structure or business of the Company or any Subsidiary, (ii) any merger, amalgamation, consolidation or change in the ownership of the Company or any Subsidiary, (iii) any issue of bonds, debentures, capital, preferred or prior preference stock ahead of or affecting the capital stock (or the rights thereof) of the Company or any Subsidiary, (iv) any dissolution or liquidation of the Company or any Subsidiary, (v) any sale or transfer of all or any part of the assets or business of the Company or any Subsidiary, (vi) the payment at the discretion of the Board or the Committee of any type or form of compensation that may be made at law and without contravention of any requirement of the principal exchange upon which the Shares are traded; or (vii) any other corporate act or proceeding by the Company or any Subsidiary. No Participant, beneficiary or any other person shall have any claim under any Award or Award Agreement against any member of the Board or the Committee, or the Company or any Employees, officers or agents of the Company or any Subsidiary, as a result of any such action.

(i) Stock-Based Awards in Substitution for Stock Options or Awards Granted by Other Company . Awards may be granted under the Plan in substitution for or in connection with an assumption of employee, director and/or consultant stock options, stock appreciation rights, restricted stock or other stock-based awards granted by other entities to persons who are or who will become Employees or Consultants in respect of the Company or one of its Subsidiaries in connection with a distribution, merger or other reorganization by or with the granting entity or an affiliated entity, or the acquisition by the Company or one of its Subsidiaries, directly or indirectly, of all or a substantial part of the stock or assets of the granting entity. The Awards so granted may reflect the original terms of the related award being assumed or substituted for and need not comply with other specific terms of the Plan, with Common Stock substituted for the securities covered by the original award and with the number of Shares subject to such awards, as well as any exercise or purchase prices applicable to such awards, adjusted to account for differences in stock prices in connection with the transaction. Any shares that are delivered and any Awards that are granted by, or become obligations of, the Company, as a result of any such assumption or substitution in connection with any such transaction shall not be counted against the Share limit or other limits on the number of Shares available for issuance under the Plan, unless determined otherwise by the Company.

(j) An Award granted under the Plan will be subject to any provisions of Applicable Laws providing for the recoupment or clawback of incentive compensation; the terms of any Company recoupment, clawback or similar policy in effect at the time of grant of the Award; and any recoupment, clawback or similar provisions that may be included in the applicable Award Agreement.

Exhibit 10.20

APPLE INC.
2014 EMPLOYEE STOCK PLAN
RESTRICTED STOCK UNIT AWARD AGREEMENT

NOTICE OF GRANT

Name: (the "Participant")

Employee ID:

Grant Number:

No. of Units Subject to Award:

Award Date: (the "Award Date")

Vesting Commencement Date: (the "Vesting Commencement Date")

Vesting Schedule:

This restricted stock unit award (the "Award") is granted under and governed by the terms and conditions of the Apple Inc. 2014 Employee Stock Plan and the Terms and Conditions of Restricted Stock Unit Award, which are incorporated herein by reference.

You do not have to accept the Award. If you wish to decline your Award, you should promptly notify Apple Inc.'s Stock Plan Group of your decision at stock@apple.com . If you do not provide such notification within thirty (30) days after the Award Date, you will be deemed to have accepted your Award on the terms and conditions set forth herein.

APPLE INC.
2014 EMPLOYEE STOCK PLAN
RESTRICTED STOCK UNIT AWARD AGREEMENT

TERMS AND CONDITIONS OF RESTRICTED STOCK UNIT AWARD

1. General. These Terms and Conditions of Restricted Stock Unit Award (these " **Terms** ") apply to a particular restricted stock unit award (the " **Award** ") granted by Apple Inc., a California corporation (the " **Company** "), and are incorporated by reference in the Notice of Grant (the " **Grant Notice** ") corresponding to that particular grant. The recipient of the Award identified in the Grant Notice is referred to as the " **Participant** ." The effective date of grant of the Award as set forth in the Grant Notice is referred to as the " **Award Date** ." The Award was granted under and is subject to the provisions of the Apple Inc. 2014 Employee Stock Plan (the " **Plan** "). Capitalized terms are defined in the Plan if not defined herein. The Award has been granted to the Participant in addition to, and not in lieu of, any other form of compensation otherwise payable or to be paid to the Participant. The Grant Notice and these Terms are collectively referred to as the " **Award Agreement** " applicable to the Award.

2. Stock Units. As used herein, the term " **Stock Unit** " shall mean a non-voting unit of measurement which is deemed for bookkeeping purposes to be equivalent to one outstanding share of the Company's Common Stock (" **Share** ") solely for purposes of the Plan and this Award Agreement. The Stock Units shall be used solely as a device for the determination of the payment to eventually be made to the Participant if such Stock Units vest pursuant to this Award Agreement. The Stock Units shall not be treated as property or as a trust fund of any kind.

3. Vesting. Subject to Sections 4 and 8 below, the Award shall vest and become nonforfeitable as set forth in the Grant Notice. (Each vesting date set forth in the Grant Notice is referred to herein as a " **Vesting Date.** ")

4. Continuance of Employment. Except as provided in this Section 4 and in Section 8 below, vesting of the Award requires continued employment or service through each applicable Vesting Date as a condition to the vesting of the applicable installment of the Award and the rights and benefits under this Award Agreement. Employment or service for only a portion of the period between the Vesting Commencement Date and the first Vesting Date or between subsequent Vesting Dates, even if a substantial portion, will not entitle the Participant to any proportionate vesting of the Award. For purposes of this Award Agreement, active service shall include (a) the duration of an approved leave of absence (other than a personal leave of absence) and (b) the first thirty (30) days of an approved personal leave of absence, in each case as approved by the Company, in its sole discretion. The vesting of the Award shall be tolled beginning on the thirty-first (31st) day of a personal leave of absence.

Nothing contained in this Award Agreement or the Plan constitutes an employment or service commitment by the Company, affects the Participant's status as an employee at will who is subject to termination with or without cause, confers upon the Participant any right to remain employed by or in service to the Company or any Subsidiary, interferes in any way with the right of the Company or any Subsidiary at any time to terminate such employment or services, or affects the right of the Company or any Subsidiary to increase or decrease the Participant's other compensation or benefits. Nothing in this Section 4, however, is intended to adversely affect any independent contractual right of the Participant without his or her consent thereto.

5. Dividend and Voting Rights.

(a) **Limitations on Rights Associated with Stock Units**. The Participant shall have no rights as a shareholder of the Company, no dividend rights (except as expressly provided in Section 5(b) with respect to Dividend Equivalent Rights) and no voting rights, with respect to the Stock Units or any Shares

underlying or issuable in respect of such Stock Units until such Shares are actually issued to and held of record by the Participant. No adjustments will be made for dividends or other rights of a holder for which the record date is prior to the date of issuance of the stock certificate or book entry evidencing such Shares.

(b) **Dividend Equivalent Rights Distributions**. As of any date that the Company pays an ordinary cash dividend on its Common Stock, the Company shall credit the Participant with a dollar amount equal to (i) the per share cash dividend paid by the Company on its Common Stock on such date, multiplied by (ii) the total number of Stock Units (with such total number adjusted pursuant to Section 11 of the Plan) subject to the Award that are outstanding immediately prior to the record date for that dividend (a " **Dividend Equivalent Right** "). Any Dividend Equivalent Rights credited pursuant to the foregoing provisions of this Section 5(b) shall be subject to the same vesting, payment and other terms, conditions and restrictions as the original Stock Units to which they relate; provided, however, that the amount of any vested Dividend Equivalent Rights shall be paid in cash. No crediting of Dividend Equivalent Rights shall be made pursuant to this Section 5(b) with respect to any Stock Units which, immediately prior to the record date for that dividend, have either been paid pursuant to Section 7 or terminated pursuant to Section 8.

6. Restrictions on Transfer. Except as provided in Section 4(c) of the Plan, neither the Award, nor any interest therein or amount or Shares payable in respect thereof may be sold, assigned, transferred, pledged or otherwise disposed of, alienated or encumbered, either voluntarily or involuntarily.

7. Timing and Manner of Payment of Stock Units. On or as soon as administratively practical following each vesting event pursuant to Section 3 or Section 8 (and in all events not later than two and one-half (2 ½) months after such vesting event), the Company shall deliver to the Participant a number of Shares (either by delivering one or more certificates for such Shares or by entering such Shares in book entry form, as determined by the Company in its discretion) equal to the number of Stock Units subject to the Award that vest on the applicable Vesting Date, less Tax-Related Items (as defined in Section 11 below), unless such Stock Units terminate prior to the given Vesting Date pursuant to Section 8. The Company's obligation to deliver Shares or otherwise make payment with respect to vested Stock Units is subject to the condition precedent that the Participant or other person entitled under the Plan to receive any Shares with respect to the vested Stock Units deliver to the Company any representations or other documents or assurances required pursuant to Section 13(c) of the Plan. The Participant shall have no further rights with respect to any Stock Units that are paid or that terminate pursuant to Section 8.

8. Effect of Termination of Service. Except as expressly provided in this Section 8, the Participant's Stock Units (as well as the related Dividend Equivalent Rights) shall terminate to the extent such Stock Units have not become vested prior to the Participant's Termination of Service, meaning the first date the Participant is no longer employed by or providing services to the Company or one of its Subsidiaries (the " **Severance Date** "), regardless of the reason for the Participant's Termination of Service, whether with or without cause, voluntarily or involuntarily or whether the Participant was employed or provided services for a portion of the vesting period prior to a Vesting Date. Notwithstanding the foregoing, in the event the Participant's Termination of Service is due to the Participant's Disability at a time when Stock Units remain outstanding and unvested under the Award, (a) the Award shall vest with respect to the number of Stock Units determined by multiplying (i) the number of then-outstanding and unvested Stock Units subject to the Award that would have otherwise vested pursuant to Section 3 on the next Vesting Date following the Severance Date but for such Termination of Service, by (ii) a fraction, the numerator of which shall be the number of days that have elapsed between the Vesting Date that immediately preceded the Severance Date (or, in the case of a Termination of Service prior to the initial Vesting Date, the Vesting Commencement Date) and the Severance Date, and the denominator of which shall be t he number of days between the Vesting Date that immediately preceded the Severance Date (or, in the case of a Termination of Service prior to the initial Vesting Date, the Vesting Commencement Date) and the next Vesting Date following the Severance Date that would have occurred but for such Termination of Service; and (b) any Stock Units (as well as the related Dividend Equivalent Rights) that are not vested after giving effect to the foregoing clause (a) shall terminate on the Severance Date. Further, in the event the Participant's Termination of Service is due to the Participant's death, any then-outstanding and unvested Stock Units subject to the Award shall be fully vested as of the Severance Date,

and any Dividend Equivalent Rights credited to the Participant shall be paid. If any unvested Stock Units are terminated hereunder, such Stock Units (as well as the related Dividend Equivalent Rights) shall automatically terminate and be cancelled as of the applicable Severance Date without payment of any consideration by the Company and without any other action by the Participant or the Participant's personal representative, as the case may be.

9. Recoupment. Notwithstanding any other provision herein, the Award and any Shares or other amount or property that may be issued, delivered or paid in respect of the Award, as well as any consideration that may be received in respect of a sale or other disposition of any such Shares or property, shall be subject to any recoupment, "clawback" or similar provisions of applicable law, as well as any recoupment or "clawback" policies of the Company that may be in effect from time to time. In addition, the Company may require the Participant to deliver or otherwise repay to the Company the Award and any Shares or other amount or property that may be issued, delivered or paid in respect of the Award, as well as any consideration that may be received in respect of a sale or other disposition of any such Shares or property, if the Company reasonably determines that one or more of the following has occurred:

(a) during the period of the Participant's employment or service with the Company or any of its Subsidiaries (the " **Employment Period** "), the Participant has committed a felony (under the laws of the United States or any relevant state, or a similar crime or offense under the applicable laws of any relevant foreign jurisdiction);

(b) during the Employment Period or at any time thereafter, the Participant has committed or engaged in a breach of confidentiality, or an unauthorized disclosure or use of inside information, customer lists, trade secrets or other confidential information of the Company or any of its Subsidiaries;

(c) during the Employment Period or at any time thereafter, the Participant has committed or engaged in an act of theft, embezzlement or fraud, or materially breached any agreement to which the Participant is a party with the Company or any of its Subsidiaries.

10. Adjustments Upon Specified Events. Upon the occurrence of certain events relating to the Company's stock contemplated by Section 11 of the Plan (including, without limitation, an extraordinary cash dividend on such stock), the Committee shall make adjustments in accordance with such section in the number of Stock Units then outstanding and the number and kind of securities that may be issued in respect of the Award. No such adjustment shall be made with respect to any ordinary cash dividend for which Dividend Equivalent Rights are credited pursuant to Section 5(b).

11. Responsibility for Taxes. The Participant acknowledges that, regardless of any action the Company and/or the Participant's employer (the " **Employer** ") take with respect to any or all income tax (including U.S. federal, state and local tax and/or non-U.S. tax), social insurance, payroll tax, payment on account or other tax-related items related to the Participant's participation in the Plan and legally applicable to the Participant or deemed by the Company or the Employer to be an appropriate charge to the Participant even if technically due by the Company or the Employer (" **Tax-Related Items** "), the ultimate liability for all Tax-Related Items is and remains the Participant's responsibility and may exceed the amount actually withheld by the Company or the Employer. The Participant further acknowledges that the Company and/or the Employer (i) make no representations or undertakings regarding the treatment of any Tax-Related Items in connection with any aspect of the Award, including the grant of the Stock Units, the vesting of the Stock Units, the delivery of Shares, the subsequent sale of any Shares acquired at vesting and the receipt of any dividends and/or Dividend Equivalent Rights; and (ii) do not commit to and are under no obligation to structure the terms of the grant or any aspect of the Award to reduce or eliminate the Participant's liability for Tax-Related Items or achieve any particular tax result. Further, if the Participant is or becomes subject to tax in more than one jurisdiction, the Participant acknowledges that the Company and/or the Employer (or former employer, as applicable) may be required to withhold or account for Tax-Related Items in more than one jurisdiction.

Prior to the relevant taxable or tax withholding event, as applicable, the Participant shall pay or make arrangements satisfactory to the Company and/or the Employer to satisfy all Tax-Related Items. In this regard, the Participant authorizes the Company and/or the Employer, or their respective agents, at their discretion and pursuant to such procedures as they may specify from time to time, to satisfy any applicable withholding obligations with regard to all Tax-Related Items by one or a combination of the following:

(a) withholding from any wages or other cash compensation payable to the Participant by the Company and/or the Employer;

(b) withholding otherwise deliverable Shares and/or from otherwise payable Dividend Equivalent Rights to be issued or paid upon vesting/settlement of the Award;

(c) arranging for the sale of Shares otherwise deliverable to the Participant (on the Participant's behalf and at the Participant's direction pursuant to this authorization), including selling Shares as part of a block trade with other Participants in the Plan; or

(d) withholding from the proceeds of the sale of Shares acquired upon vesting/settlement of the Award.

Notwithstanding the foregoing, if the Participant is an officer of the Company who is subject to Section 16 of the Exchange Act, then the Company must satisfy any withholding obligations arising upon the occurrence of a taxable or tax withholding event, as applicable, by withholding Shares otherwise deliverable or an amount otherwise payable upon settlement of Dividend Equivalent Rights pursuant to method (b), unless the Board or the Committee determines in its discretion to satisfy the obligation for Tax-Related Items by one or a combination of methods (a), (b), (c), and (d) above.

Depending on the withholding method, the Company may withhold or account for Tax-Related Items by considering applicable minimum statutory withholding amounts or other applicable withholding rates, including maximum applicable rates. If the maximum rate is used, any over-withheld amount will be refunded to the Participant in cash by the Company or Employer (with no entitlement to the Common Stock equivalent) or if not refunded, the Participant may seek a refund from the local tax authorities. If the obligation for Tax-Related Items is satisfied by withholding a number of Shares as described herein, for tax purposes, the Participant is deemed to have been issued the full number of Shares subject to the vested Stock Units, notwithstanding that a number of the Shares are held back solely for the purpose of paying the Tax-Related Items. The Participant shall pay to the Company and/or the Employer any amount of Tax-Related Items that the Company and/or the Employer may be required to withhold or account for as a result of the Participant's participation in the Plan that cannot be satisfied by the means previously described. The Company may refuse to issue or deliver to the Participant any Shares or the proceeds of the sale of Shares if the Participant fails to comply with the Participant's obligations in connection with the Tax-Related Items.

12. **Electronic Delivery and Acceptance**. The Company may, in its sole discretion, deliver any documents related to the Award by electronic means or request the Participant's consent to participate in the Plan by electronic means. The Participant hereby consents to receive all applicable documentation by electronic delivery and to participate in the Plan through an on-line (and/or voice activated) system established and maintained by the Company or a third party vendor designated by the Company.

13. **Data Privacy** . The Participant acknowledges and consents to the collection, use, processing and transfer of personal data as described in this Section 13. The Company, its related entities, and the Employer hold certain personal information about the Participant, including the Participant's name, home address and telephone number, date of birth, social security number or other employee identification number, salary, nationality, job title, any Shares or directorships held in the Company, details of all options or any other entitlement to Shares awarded, canceled, purchased, vested, unvested or outstanding in the Participant's favor, for the purpose of managing and administering the Plan (" **Data** "). The Company and its related entities may transfer Data amongst themselves as necessary for the purpose of implementation, administration and management of the Participant's participation in the Plan, and the Company and its related entities may each further transfer Data to any third parties assisting the Company or any such related entity in the implementation, administration and management of the Plan. The Participant acknowledges that the transferors and transferees of such Data may be located anywhere in the world and hereby authorizes each of them to receive, possess, use, retain and transfer the Data, in electronic or other form, for the purposes of implementing, administering and managing the Participant's participation in the Plan, including any transfer of such Data as may be required for the administration of the Plan and/or the subsequent holding of Shares on the Participant's behalf to a broker or to other third party with whom the Participant may elect to deposit any Shares acquired under the Plan (whether pursuant to the Award or otherwise).

14. **Notices** . Any notice to be given under the terms of this Award Agreement shall be in writing and addressed to the Company at its principal office to the attention of the Secretary, and to the Participant at the Participant's last address reflected on the Company's records, or at such other address as either party may hereafter designate in writing to the other. Any such notice shall be given only when received, but if the Participant is no longer an employee of the Company, shall be deemed to have been duly given by the Company when enclosed in a properly sealed envelope addressed as aforesaid, registered or certified, and deposited (postage and registry or certification fee prepaid) in a post office or branch post office regularly maintained by the United States Government.

15. **Plan** . The Award and all rights of the Participant under this Award Agreement are subject to the terms and conditions of the provisions of the Plan, incorporated herein by reference. The Participant agrees to be bound by the terms of the Plan and this Award Agreement. The Participant acknowledges having read and understood the Plan, the Prospectus for the Plan, and this Award Agreement. Unless otherwise expressly provided in other sections of this Award Agreement, provisions of the Plan that confer discretionary authority on the Board or the Committee do not (and shall not be deemed to) create any rights in the Participant unless such rights are expressly set forth herein or are otherwise in the sole discretion of the Board or the Committee so conferred by appropriate action of the Board or the Committee under the Plan after the date hereof.

16. **Entire Agreement** . This Award Agreement and the Plan together constitute the entire agreement and supersede all prior understandings and agreements, written or oral, of the parties hereto with respect to the subject matter hereof. The Plan and this Award Agreement may be amended pursuant to Section 15 of the Plan. Such amendment must be in writing and signed by the Company. The Company may, however, unilaterally waive any provision hereof in writing to the extent such waiver does not adversely affect the interests of the Participant hereunder, but no such waiver shall operate as or be construed to be a subsequent waiver of the same provision or a waiver of any other provision hereof.

17. **Limitation on the Participant's Rights .** Participation in the Plan confers no rights or interests other than as herein provided. This Award Agreement creates only a contractual obligation on the part of the Company as to amounts payable and shall not be construed as creating a trust. Neither the Plan nor any underlying program, in and of itself, has any assets. The Participant shall have only the rights of a general unsecured creditor of the Company with respect to amounts credited and benefits payable, if any, with respect to the Stock Units, and rights no greater than the right to receive the Common Stock as a general unsecured creditor with respect to Stock Units, as and when payable hereunder.

18. **Counterparts**. This Award Agreement may be executed simultaneously in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

19. **Section Headings**. The section headings of this Award Agreement are for convenience of reference only and shall not be deemed to alter or affect any provision hereof.

20. **Governing Law**. This Award Agreement shall be governed by and construed and enforced in accordance with the laws of the State of California without regard to conflict of law principles thereunder.

21. **Choice of Venue**. For purposes of litigating any dispute that arises directly or indirectly from the relationship of the parties evidenced by this grant or this Award Agreement, the parties hereby submit to the exclusive jurisdiction of the State of California and agree that such litigation shall be conducted only in the courts of Santa Clara County, California, or the federal courts for the Northern District of California, and no other courts, where this grant is made and/or to be performed.

22. **Construction**. It is intended that the terms of the Award will not result in the imposition of any tax liability pursuant to Section 409A of the Code. This Award Agreement shall be construed and interpreted consistent with that intent.

23. **Severability**. The provisions of this Award Agreement are severable and if any one of more provisions are determined to be illegal or otherwise unenforceable, in whole or in part, the remaining provisions shall nevertheless be binding and enforceable.

24. **Imposition of Other Requirements**. The Company reserves the right to impose other requirements on the Participant's participation in the Plan, on the Stock Units and on any Shares acquired under the Plan, to the extent the Company determines it is necessary or advisable for legal or administrative reasons, and to require the Participant to sign any additional agreements or undertakings that may be necessary to accomplish the foregoing.

Exhibit 10.21

APPLE INC.
2014 EMPLOYEE STOCK PLAN
RESTRICTED STOCK UNIT AWARD AGREEMENT

PERFORMANCE AWARD

NOTICE OF GRANT

Name: (the "Participant")

Employee ID:

Grant Number:

Target No. of Units
Subject to Award:

Award Date: (the "Award Date")

Vesting Schedule:

Performance Period:

This restricted stock unit award (the "Award") is granted under and governed by the terms and conditions of the Apple Inc. 2014 Employee Stock Plan and the Terms and Conditions of Restricted Stock Unit Award - Performance Award (including Exhibit A thereto), which are incorporated herein by reference.

You do not have to accept the Award. If you wish to decline your Award, you should promptly notify Apple Inc.'s Stock Plan Group of your decision at stock@apple.com . If you do not provide such notification within thirty (30) days after the Award Date, you will be deemed to have accepted your Award on the terms and conditions set forth herein.

APPLE INC.
2014 EMPLOYEE STOCK PLAN
RESTRICTED STOCK UNIT AWARD AGREEMENT

TERMS AND CONDITIONS OF RESTRICTED STOCK UNIT AWARD

PERFORMANCE AWARD

1. General. These Terms and Conditions of Restricted Stock Unit Award - Performance Award (these " **Terms** ") apply to a particular restricted stock unit award (the " **Award** ") granted by Apple Inc., a California corporation (the " **Company** "), and are incorporated by reference in the Notice of Grant (the " **Grant Notice** ") corresponding to that particular grant. The recipient of the Award identified in the Grant Notice is referred to as the " **Participant** ." The effective date of grant of the Award as set forth in the Grant Notice is referred to as the " **Award Date** ." The Award was granted under and is subject to the provisions of the Apple Inc. 2014 Employee Stock Plan (the " **Plan** "). Capitalized terms are defined in the Plan if not defined herein. The Award has been granted to the Participant in addition to, and not in lieu of, any other form of compensation otherwise payable or to be paid to the Participant. The Grant Notice and these Terms (including Exhibit A hereto, incorporated herein by this reference) are collectively referred to as the " **Award Agreement** " applicable to the Award.

2. Stock Units. As used herein, the term " **Stock Unit** " shall mean a non-voting unit of measurement which is deemed for bookkeeping purposes to be equivalent to one outstanding share of the Company's Common Stock (" **Share** ") solely for purposes of the Plan and this Award Agreement. The Stock Units shall be used solely as a device for the determination of the payment to eventually be made to the Participant if such Stock Units vest pursuant to this Award Agreement. The Stock Units shall not be treated as property or as a trust fund of any kind.

3. Vesting. Subject to Sections 4 and 8 below, the Award shall vest and become nonforfeitable as set forth in the Grant Notice and Exhibit A hereto. (The vesting date set forth in the Grant Notice is referred to herein as a " **Vesting Date** ").

4. Continuance of Employment. Except as provided in this Section 4 and in Section 8 below, vesting of the Award requires continued employment or service through the Vesting Date as a condition to the vesting of the Award and the rights and benefits under this Award Agreement. Employment or service for only a portion of the vesting period, even if a substantial portion, will not entitle the Participant to any proportionate vesting of the Award. For purposes of this Award Agreement, active service shall include (a) the duration of an approved leave of absence (other than a personal leave of absence) and (b) the first thirty (30) days of an approved personal leave of absence, in each case as approved by the Company, in its sole discretion. The vesting of the Award shall be tolled beginning on the thirty-first (31st) day of a personal leave of absence.

Nothing contained in this Award Agreement or the Plan constitutes an employment or service commitment by the Company, affects the Participant's status as an employee at will who is subject to termination with or without cause, confers upon the Participant any right to remain employed by or in service to the Company or any Subsidiary, interferes in any way with the right of the Company or any Subsidiary at any time to terminate such employment or services, or affects the right of the Company or any Subsidiary to increase or decrease the Participant's other compensation or benefits. Nothing in this Section 4, however, is intended to adversely affect any independent contractual right of the Participant without his or her consent thereto.

5. Dividend and Voting Rights .

(a) **Limitations on Rights Associated with Stock Units** . The Participant shall have no rights as a shareholder of the Company, no dividend rights (except as expressly provided in Section 5(b) with respect to Dividend Equivalent Rights) and no voting rights, with respect to the Stock Units or any Shares underlying or issuable in respect of such Stock Units until such Shares are actually issued to and held of record by the Participant. No adjustments will be made for dividends or other rights of a holder for which the record date is prior to the date of issuance of the stock certificate or book entry evidencing such Shares.

(b) **Dividend Equivalent Rights Distributions** . As of any date that the Company pays an ordinary cash dividend on its Common Stock, the Company shall credit the Participant with a dollar amount equal to (i) the per share cash dividend paid by the Company on its Common Stock on such date, multiplied by (ii) the total target number of Stock Units (with such total number adjusted pursuant to Section 11 of the Plan) subject to the Award that are outstanding immediately prior to the record date for that dividend (a " **Dividend Equivalent Right** "). Any Dividend Equivalent Rights credited pursuant to the foregoing provisions of this Section 5(b) shall be subject to the same vesting, payment and other terms, conditions and restrictions as the original Stock Units to which they relate; provided, however, that the amount of any vested Dividend Equivalent Rights shall be paid in cash. For purposes of clarity, the percentage of the Dividend Equivalent Rights that are paid will correspond to the percentage of the total target number of Stock Units that vest on the Vesting Date, after giving effect to Exhibit A . No crediting of Dividend Equivalent Rights shall be made pursuant to this Section 5(b) with respect to any Stock Units which, immediately prior to the record date for that dividend, have either been paid pursuant to Section 7 or terminated pursuant to Section 8 or Exhibit A .

6. Restrictions on Transfer . Except as provided in Section 4(c) of the Plan, neither the Award, nor any interest therein or amount or Shares payable in respect thereof may be sold, assigned, transferred, pledged or otherwise disposed of, alienated or encumbered, either voluntarily or involuntarily.

7. Timing and Manner of Payment of Stock Units . On or as soon as administratively practical following the vesting event pursuant to Section 3 or Section 8 (and in all events not later than two and one-half (2 ½) months after such vesting event), the Company shall deliver to the Participant a number of Shares (either by delivering one or more certificates for such Shares or by entering such Shares in book entry form, as determined by the Company in its discretion) equal to the number of Stock Units subject to the Award that vest on the Vesting Date, less Tax-Related Items (as defined in Section 11 below), unless such Stock Units terminate prior to the Vesting Date pursuant to Section 8. The Company's obligation to deliver Shares or otherwise make payment with respect to vested Stock Units is subject to the condition precedent that the Participant or other person entitled under the Plan to receive any Shares with respect to the vested Stock Units deliver to the Company any representations or other documents or assurances required pursuant to Section 13(c) of the Plan. The Participant shall have no further rights with respect to any Stock Units that are paid or that terminate pursuant to Section 8.

8. Effect of Termination of Service . Except as provided in the next sentence, the Participant's Stock Units (as well as the related Dividend Equivalent Rights) shall terminate to the extent such Stock Units have not become vested prior to the Participant's Termination of Service, meaning the first date the Participant is no longer employed by or providing services to the Company or one of its Subsidiaries (the " **Severance Date** "), regardless of the reason for the Participant's Termination of Service, whether with or without cause, voluntarily or involuntarily or whether the Participant was employed or provided services for a portion of the vesting period prior to a Vesting Date. In the event the Participant's Severance Date is the result of the Participant's Termination of Service due to the Participant's death or Disability, and the Severance Date occurs prior to the Vesting Date, on the Vesting Date the Award shall vest with respect to a number of Stock Units determined by multiplying (i) the Stock Units subject to the Award that would have otherwise vested pursuant to the Award on such Vesting Date but for the Termination of Service and to the extent the applicable performance-based vesting requirement is satisfied, by (ii) the Severance Fraction (determined as set forth below). Any Stock Units that are unvested on the Severance Date and that are not eligible to vest on the Vesting Date following the Severance Date pursuant to the preceding sentence shall terminate as of the

Severance Date, and any Stock Units that remain outstanding and unvested after giving effect to the preceding sentence shall terminate as of the Vesting Date. The " **Severance Fraction** " means a fraction, the numerator of which shall be determined by subtracting the number of days remaining in the Performance Period on the Severance Date from the total number of days in the Performance Period, and the denominator of which shall be the total number of days in the Performance Period. If any unvested Stock Units are terminated pursuant to this Award Agreement, such Stock Units (as well as the related Dividend Equivalent Rights) shall automatically terminate and be cancelled as of the applicable Severance Date (or, to the extent the applicable performance-based vesting conditions are not satisfied, the Vesting Date, as provided in Exhibit A) without payment of any consideration by the Company and without any other action by the Participant, or the Participant's beneficiary or personal representative, as the case may be.

9. Recoupment . Notwithstanding any other provision herein, the Award and any Shares or other amount or property that may be issued, delivered or paid in respect of the Award, as well as any consideration that may be received in respect of a sale or other disposition of any such Shares or property, shall be subject to any recoupment, "clawback" or similar provisions of applicable law, as well as any recoupment or "clawback" policies of the Company that may be in effect from time to time. In addition, the Company may require the Participant to deliver or otherwise repay to the Company the Award and any Shares or other amount or property that may be issued, delivered or paid in respect of the Award, as well as any consideration that may be received in respect of a sale or other disposition of any such Shares or property, if the Company reasonably determines that one or more of the following has occurred:

(a) during the period of the Participant's employment or service with the Company or any of its Subsidiaries (the " **Employment Period** "), the Participant has committed a felony (under the laws of the United States or any relevant state, or a similar crime or offense under the applicable laws of any relevant foreign jurisdiction);

(b) during the Employment Period or at any time thereafter, the Participant has committed or engaged in a breach of confidentiality, or an unauthorized disclosure or use of inside information, customer lists, trade secrets or other confidential information of the Company or any of its Subsidiaries;

(c) during the Employment Period or at any time thereafter, the Participant has committed or engaged in an act of theft, embezzlement or fraud, or materially breached any agreement to which the Participant is a party with the Company or any of its Subsidiaries.

10. Adjustments Upon Specified Events . Upon the occurrence of certain events relating to the Company's stock contemplated by Section 11 of the Plan (including, without limitation, an extraordinary cash dividend on such stock), the Committee shall make adjustments in accordance with such section in the number of Stock Units then outstanding and the number and kind of securities that may be issued in respect of the Award. No such adjustment shall be made with respect to any ordinary cash dividend for which Dividend Equivalent Rights are credited pursuant to Section 5(b).

11. Responsibility for Taxes . The Participant acknowledges that, regardless of any action the Company and/or the Participant's employer (the " **Employer** ") take with respect to any or all income tax (including U.S. federal, state and local tax and/or non-U.S. tax), social insurance, payroll tax, payment on account or other tax-related items related to the Participant's participation in the Plan and legally applicable to the Participant or deemed by the Company or the Employer to be an appropriate charge to the Participant even if technically due by the Company or the Employer (" **Tax-Related Items** "), the ultimate liability for all Tax-Related Items is and remains the Participant's responsibility and may exceed the amount actually withheld by the Company or the Employer. The Participant further acknowledges that the Company and/or the Employer (i) make no representations or undertakings regarding the treatment of any Tax-Related Items in connection with any aspect of the Award, including the grant of the Stock Units, the vesting of the Stock Units, the delivery of Shares, the subsequent sale of any Shares acquired at vesting and the receipt of any dividends and/or Dividend Equivalent Rights; and (ii) do not commit to and are under no obligation to structure the

terms of the grant or any aspect of the Award to reduce or eliminate the Participant's liability for Tax-Related Items or achieve any particular tax result. Further, if the Participant is or becomes subject to tax in more than one jurisdiction, the Participant acknowledges that the Company and/or the Employer (or former employer, as applicable) may be required to withhold or account for Tax-Related Items in more than one jurisdiction.

Prior to the relevant taxable or tax withholding event, as applicable, the Participant shall pay or make arrangements satisfactory to the Company and/or the Employer to satisfy all Tax-Related Items. In this regard, the Participant authorizes the Company and/or the Employer, or their respective agents, at their discretion and pursuant to such procedures as they may specify from time to time, to satisfy any applicable withholding obligations with regard to all Tax-Related Items by one or a combination of the following:

(a) withholding from any wages or other cash compensation payable to the Participant by the Company and/or the Employer;

(b) withholding otherwise deliverable Shares and/or from otherwise payable Dividend Equivalent Rights to be issued or paid upon vesting/settlement of the Award;

(c) arranging for the sale of Shares otherwise deliverable to the Participant (on the Participant's behalf and at the Participant's direction pursuant to this authorization), including selling Shares as part of a block trade with other Participants in the Plan; or

(d) withholding from the proceeds of the sale of Shares acquired upon vesting/settlement of the Award.

Notwithstanding the foregoing, if the Participant is an officer of the Company who is subject to Section 16 of the Exchange Act, then the Company must satisfy any withholding obligations arising upon the occurrence of a taxable or tax withholding event, as applicable, by withholding Shares otherwise deliverable or an amount otherwise payable upon settlement of Dividend Equivalent Rights pursuant to method (b), unless the Board or the Committee determines in its discretion to satisfy the obligation for Tax-Related Items by one or a combination of methods (a), (b), (c), and (d) above.

Depending on the withholding method, the Company may withhold or account for Tax-Related Items by considering applicable minimum statutory withholding amounts or other applicable withholding rates, including maximum applicable rates. If the maximum rate is used, any over-withheld amount will be refunded to the Participant in cash by the Company or Employer (with no entitlement to the Common Stock equivalent) or if not refunded, the Participant may seek a refund from the local tax authorities. If the obligation for Tax-Related Items is satisfied by withholding a number of Shares as described herein, for tax purposes, the Participant is deemed to have been issued the full number of Shares subject to the vested Stock Units, notwithstanding that a number of the Shares are held back solely for the purpose of paying the Tax-Related Items. The Participant shall pay to the Company and/or the Employer any amount of Tax-Related Items that the Company and/or the Employer may be required to withhold or account for as a result of the Participant's participation in the Plan that cannot be satisfied by the means previously described. The Company may refuse to issue or deliver to the Participant any Shares or the proceeds of the sale of Shares if the Participant fails to comply with the Participant's obligations in connection with the Tax-Related Items.

12. **Electronic Delivery and Acceptance** . The Company may, in its sole discretion, deliver any documents related to the Award by electronic means or request the Participant's consent to participate in the Plan by electronic means. The Participant hereby consents to receive all applicable documentation by electronic delivery and to participate in the Plan through an on-line (and/or voice activated) system established and maintained by the Company or a third party vendor designated by the Company.

13. **Data Privacy** . The Participant acknowledges and consents to the collection, use, processing and transfer of personal data as described in this Section 13. The Company, its related entities, and the Employer hold certain personal information about the Participant, including the Participant's name, home address and telephone number, date of birth, social security number or other employee identification number, salary, nationality, job title, any Shares or directorships held in the Company, details of all options or any other entitlement to Shares awarded, canceled, purchased, vested, unvested or outstanding in the Participant's favor, for the purpose of managing and administering the Plan (" **Data** "). The Company and its related entities may transfer Data amongst themselves as necessary for the purpose of implementation, administration and management of the Participant's participation in the Plan, and the Company and its related entities may each further transfer Data to any third parties assisting the Company or any such related entity in the implementation, administration and management of the Plan. The Participant acknowledges that the transferors and transferees of such Data may be located anywhere in the world and hereby authorizes each of them to receive, possess, use, retain and transfer the Data, in electronic or other form, for the purposes of implementing, administering and managing the Participant's participation in the Plan, including any transfer of such Data as may be required for the administration of the Plan and/or the subsequent holding of Shares on the Participant's behalf to a broker or to other third party with whom the Participant may elect to deposit any Shares acquired under the Plan (whether pursuant to the Award or otherwise).

14. **Notices** . Any notice to be given under the terms of this Award Agreement shall be in writing and addressed to the Company at its principal office to the attention of the Secretary, and to the Participant at the Participant's last address reflected on the Company's records, or at such other address as either party may hereafter designate in writing to the other. Any such notice shall be given only when received, but if the Participant is no longer an employee of the Company, shall be deemed to have been duly given by the Company when enclosed in a properly sealed envelope addressed as aforesaid, registered or certified, and deposited (postage and registry or certification fee prepaid) in a post office or branch post office regularly maintained by the United States Government.

15. **Plan** . The Award and all rights of the Participant under this Award Agreement are subject to the terms and conditions of the provisions of the Plan, incorporated herein by reference. The Participant agrees to be bound by the terms of the Plan and this Award Agreement. The Participant acknowledges having read and understood the Plan, the Prospectus for the Plan, and this Award Agreement. Unless otherwise expressly provided in other sections of this Award Agreement, provisions of the Plan that confer discretionary authority on the Board or the Committee do not (and shall not be deemed to) create any rights in the Participant unless such rights are expressly set forth herein or are otherwise in the sole discretion of the Board or the Committee so conferred by appropriate action of the Board or the Committee under the Plan after the date hereof.

16. **Entire Agreement** . This Award Agreement and the Plan together constitute the entire agreement and supersede all prior understandings and agreements, written or oral, of the parties hereto with respect to the subject matter hereof. The Plan and this Award Agreement may be amended pursuant to Section 15 of the Plan. Such amendment must be in writing and signed by the Company. The Company may, however, unilaterally waive any provision hereof in writing to the extent such waiver does not adversely affect the interests of the Participant hereunder, but no such waiver shall operate as or be construed to be a subsequent waiver of the same provision or a waiver of any other provision hereof.

17. Limitation on the Participant's Rights . Participation in the Plan confers no rights or interests other than as herein provided. This Award Agreement creates only a contractual obligation on the part of the Company as to amounts payable and shall not be construed as creating a trust. Neither the Plan nor any underlying program, in and of itself, has any assets. The Participant shall have only the rights of a general unsecured creditor of the Company with respect to amounts credited and benefits payable, if any, with respect to the Stock Units, and rights no greater than the right to receive the Common Stock as a general unsecured creditor with respect to Stock Units, as and when payable hereunder.

18. Counterparts . This Award Agreement may be executed simultaneously in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

19. Section Headings . The section headings of this Award Agreement are for convenience of reference only and shall not be deemed to alter or affect any provision hereof.

20. Governing Law . This Award Agreement shall be governed by and construed and enforced in accordance with the laws of the State of California without regard to conflict of law principles thereunder.

21. Choice of Venue . For purposes of litigating any dispute that arises directly or indirectly from the relationship of the parties evidenced by this grant or this Award Agreement, the parties hereby submit to the exclusive jurisdiction of the State of California and agree that such litigation shall be conducted only in the courts of Santa Clara County, California, or the federal courts for the Northern District of California, and no other courts, where this grant is made and/or to be performed.

22. Construction . It is intended that the terms of the Award will not result in the imposition of any tax liability pursuant to Section 409A of the Code. This Award Agreement shall be construed and interpreted consistent with that intent.

23. Severability . The provisions of this Award Agreement are severable and if any one of more provisions are determined to be illegal or otherwise unenforceable, in whole or in part, the remaining provisions shall nevertheless be binding and enforceable.

24. Imposition of Other Requirements . The Company reserves the right to impose other requirements on the Participant's participation in the Plan, on the Stock Units and on any Shares acquired under the Plan, to the extent the Company determines it is necessary or advisable for legal or administrative reasons, and to require the Participant to sign any additional agreements or undertakings that may be necessary to accomplish the foregoing.

* * * * *

PERFORMANCE AWARD

EXHIBIT A

PERFORMANCE VESTING REQUIREMENTS

The Stock Units (and related Dividend Equivalent Rights) subject to the Award that will vest on the Vesting Date will be determined based on the Company's relative total shareholder return (" **TSR** ") Percentile for the Performance Period.

The percentage of the Stock Units (and related Dividend Equivalent Rights) that vest on the Vesting Date will be determined as follows:

- If the Company's TSR Percentile for the Performance Period is at the [ ] ([ ]) percentile or greater, [ ] ([ ]%) of the target Stock Units will vest on the Vesting Date.
- If the Company's TSR Percentile for the Performance Period is at the [ ] ([ ]) percentile, [ ] ([ ]%) of the target Stock Units will vest on the Vesting Date.
- If the Company's TSR Percentile for the Performance Period is at the [ ] ([ ]) percentile, [ ] ([ ]%) of the target Stock Units will vest on the Vesting Date.
- If the Company's TSR Percentile for the Performance Period is below the [ ] ([ ]) percentile, [ ] ([ ]%) of the Stock Units will vest on the Vesting Date.

For TSR Percentile performance for the Performance Period between the levels indicated above, the portion of the Stock Units that will vest on the Vesting Date will be determined on a straight-line basis (*i.e.* , linearly interpolated) between the two nearest vesting percentages indicated above.

Notwithstanding the foregoing, if the Company's TSR for the Performance Period is negative, in no event shall more than one hundred percent (100%) of the target Stock Units vest.

The number of Stock Units that vest on the Vesting Date will be rounded to the nearest whole unit, and the balance of the Stock Units will not vest and will terminate on that Vesting Date.

For purposes of the Award, the following definitions will apply:

- " **TSR Percentile** " means the percentile ranking of the Company's TSR among the TSRs for the Comparison Group members for the Performance Period. In determining the Company's TSR Percentile for the Performance Period, in the event that the Company's TSR for the Performance Period is equal to the TSR(s) of one or more other Comparison Group members for that same period, the Company's TSR Percentile ranking will be determined by ranking the Company's TSR for that period as being greater than such other Comparison Group members.
- " **Comparison Group** " means the Company and each other company included in the Standard & Poor's 500 index on the first day of the Performance Period and, except as provided below, the common stock (or similar equity security) of which continues to be listed or traded on a national securities exchange through the last trading day of the Performance Period. In the event a member of the Comparison Group files for bankruptcy or liquidates due to an insolvency, such company shall continue to be treated as a Comparison Group member, and such company's Ending Price will be

treated as $0 if the common stock (or similar equity security) of such company is no longer listed or traded on a national securities

exchange on the last trading day of the Performance Period. In the event of a formation of a new parent company by a Comparison Group member, substantially all of the assets and liabilities of which consist immediately after the transaction of the equity interests in the original Comparison Group member or the assets and liabilities of such Comparison Group member immediately prior to the transaction, such new parent company shall be substituted for the Comparison Group member to the extent (and for such period of time) as its common stock (or similar equity securities) are listed or traded on a national securities exchange but the common stock (or similar equity securities) of the original Comparison Group member are not. In the event of a merger or other business combination of two Comparison Group members (including, without limitation, the acquisition of one Comparison Group member, or all or substantially all of its assets, by another Comparison Group member), the surviving, resulting or successor entity, as the case may be, shall continue to be treated as a member of the Comparison Group, provided that the common stock (or similar equity security) of such entity is listed or traded on a national securities exchange through the last trading day of the Performance Period. With respect to the preceding two sentences, the applicable stock prices shall be equitably and proportionately adjusted to the extent (if any) necessary to preserve the intended incentives of the awards and mitigate the impact of the transaction.

- " **TSR** " shall be determined with respect to the Company and any other Comparison Group member by dividing: (a) the sum of (i) the difference obtained by subtracting the applicable Beginning Price from the applicable Ending Price plus (ii) all dividends and other distributions during the Performance Period by (b) the applicable Beginning Price. Any non-cash distributions shall be valued at fair market value. For the purpose of determining TSR, the value of dividends and other distributions shall be determined by treating them as reinvested in additional shares of stock at the closing market price on the date of distribution.

- " **Beginning Price** " means, with respect to the Company and any other Comparison Group member, the average of the closing market prices of such company's common stock on the principal exchange on which such stock is traded for the twenty (20) consecutive trading days beginning with the first trading day of the Performance Period. For the purpose of determining Beginning Price, the value of dividends and other distributions shall be determined by treating them as reinvested in additional shares of stock at the closing market price on the date of distribution.

- " **Ending Price** " means, with respect to the Company and any other Comparison Group member, the average of the closing market prices of such company's common stock on the principal exchange on which such stock is traded for the twenty (20) consecutive trading days ending on the last trading day of the Performance Period. For the purpose of determining Ending Price, the value of dividends and other distributions shall be determined by treating them as reinvested in additional shares of stock at the closing market price on the date of distribution.

With respect to the computation of TSR, Beginning Price, and Ending Price, there shall also be an equitable and proportionate adjustment to the extent (if any) necessary to preserve the intended incentives of the awards and mitigate the impact of any stock split, stock dividend or reverse stock split occurring during the Performance Period (or during the applicable 20-day period in determining Beginning Price or Ending Price, as the case may be).

In the event of any ambiguity or discrepancy, the determination of the Committee shall be final and binding.

* * * * *

Exhibit 12.1

Apple Inc.
Computation of Ratio of Earnings to Fixed Charges
(In millions, except ratios)

	Years ended				
	September 30, 2017	**September 24, 2016**	**September 26, 2015**	**September 27, 2014**	**September 28, 2013**
Earnings:					
Earnings before provision for income taxes	$ 64,089	$ 61,372	$ 72,515	$ 53,483	$ 50,155
Add: Fixed Charges	2,538	1,644	892	527	265
Total Earnings	$ 66,627	$ 63,016	$ 73,407	$ 54,010	$ 50,420
Fixed Charges [1] :					
Interest Expense	$ 2,323	$ 1,456	$ 733	$ 384	$ 136
Interest component of rental expense	215	188	159	143	129
Total Fixed Charges	$ 2,538	$ 1,644	$ 892	$ 527	$ 265
Ratio of Earnings to Fixed Charges [2]	26	38	82	102	190

(1) Fixed charges include the portion of rental expense that management believes is representative of the interest component.

(2) The ratio of earnings to fixed charges is computed by dividing Total Earnings by Total Fixed Charges.

Exhibit 21.1

Subsidiaries of
Apple Inc.*

	Jurisdiction of Incorporation
Apple Sales International	Ireland
Apple Operations International	Ireland
Apple Operations Europe	Ireland
Braeburn Capital, Inc.	Nevada, U.S.
Apple Operations	Ireland
Apple Computer Trading (Shanghai) Co., Ltd.	China
Apple Distribution International	Ireland

* Pursuant to Item 601(b)(21)(ii) of Regulation S-K, the names of other subsidiaries of Apple Inc. are omitted because, considered in the aggregate, they would not constitute a significant subsidiary as of the end of the year covered by this report.

Exhibit 23.1

Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

(1) Registration Statement (Form S-8 No. 333-203698) pertaining to Apple Inc. Employee Stock Purchase Plan,

(2) Registration Statement (Form S-8 No. 333-195509) pertaining to Apple Inc. 2014 Employee Stock Plan,

(3) Registration Statement (Form S-8 No. 333-193709) pertaining to Topsy Labs, Inc. 2007 Stock Plan,

(4) Registration Statement (Form S-3 ASR No. 333-210983) of Apple Inc.,

(5) Registration Statement (Form S-8 No. 333-184706) pertaining to AuthenTec, Inc. 2007 Stock Incentive Plan and AuthenTec, Inc. 2010 Incentive Plan, as amended,

(6) Registration Statement (Form S-8 No. 333-180981) pertaining to Chomp Inc. 2009 Equity Incentive Plan,

(7) Registration Statement (Form S-8 No. 333-179189) pertaining to Anobit Technologies Ltd. Global Share Incentive Plan (2006),

(8) Registration Statement (Form S-8 No. 333-165214) pertaining to Apple Inc. 2003 Employee Stock Plan, la la media, inc. 2005 Stock Plan and Quattro Wireless, Inc. 2006 Stock Option and Grant Plan,

(9) Registration Statement (Form S-8 No. 333-146026) pertaining to Apple Inc. 2003 Employee Stock Plan and Apple Inc. Amended Employee Stock Purchase Plan,

(10) Registration Statement (Form S-8 No. 333-125148) pertaining to Employee Stock Purchase Plan and 2003 Employee Stock Plan, and

(11) Registration Statement (Form S-8 No. 333-60455) pertaining to 1997 Director Stock Option Plan;

of our reports dated November 3, 2017 with respect to the consolidated financial statements of Apple Inc., and the effectiveness of internal control over financial reporting of Apple Inc., included in this Annual Report on Form 10-K for the year ended September 30, 2017 .

/s/ Ernst & Young LLP

San Jose, California
November 3, 2017

Exhibit 31.1

CERTIFICATION

I, Timothy D. Cook, certify that:

1. I have reviewed this annual report on Form 10-K of Apple Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize, and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: November 3, 2017

By: /s/ Timothy D. Cook

Timothy D. Cook

Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, Luca Maestri, certify that:

1. I have reviewed this annual report on Form 10-K of Apple Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize, and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: November 3, 2017

By: /s/ Luca Maestri

Luca Maestri

Senior Vice President,
Chief Financial Officer

Exhibit 32.1

**CERTIFICATIONS OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Timothy D. Cook, certify, as of the date hereof, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Annual Report of Apple Inc. on Form 10-K for the fiscal year ended September 30, 2017 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Form 10-K fairly presents in all material respects the financial condition and results of operations of Apple Inc. at the dates and for the periods indicated.

Date: November 3, 2017

By: /s/ Timothy D. Cook

Timothy D. Cook
Chief Executive Officer

I, Luca Maestri, certify, as of the date hereof, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Annual Report of Apple Inc. on Form 10-K for the fiscal year ended September 30, 2017 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Form 10-K fairly presents in all material respects the financial condition and results of operations of Apple Inc. at the dates and for the periods indicated.

Date: November 3, 2017

By: /s/ Luca Maestri

Luca Maestri
Senior Vice President,
Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Apple Inc. and will be retained by Apple Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT B

PRESS RELEASE
FEBRUARY 1, 2018

Apple Reports First Quarter Results

Revenue and EPS Hit New All-Time Records

Active Installed Base of Devices Reaches 1.3 Billion in January

Cupertino, California — February 1, 2018 — Apple today announced financial results for its fiscal 2018 first quarter ended December 30, 2017. The Company posted quarterly revenue of $88.3 billion, an increase of 13 percent from the year-ago quarter and an all-time record, and quarterly earnings per diluted share of $3.89, up 16 percent, also an all-time record. International sales accounted for 65 percent of the quarter's revenue.

"We're thrilled to report the biggest quarter in Apple's history, with broad-based growth that included the highest revenue ever from a new iPhone lineup. iPhone X surpassed our expectations and has been our top-selling iPhone every week since it shipped in November," said Tim Cook, Apple's CEO. "We've also achieved a significant milestone with our active installed base of devices reaching 1.3 billion in January. That's an increase of 30 percent in just two years, which is a testament to the popularity of our products and the loyalty and satisfaction of our customers."

"Thanks to great operational and business performance, we achieved all-time record profitability during the quarter, with EPS up 16 percent," said Luca Maestri, Apple's CFO. "Cash flow from operations was very strong at $28.3 billion, and we returned $14.5 billion to investors through our capital return program."

Apple is providing the following guidance for its fiscal 2018 second quarter:

- revenue between $60 billion and $62 billion
- gross margin between 38 percent and 38.5 percent
- operating expenses between $7.6 billion and $7.7 billion
- other income/(expense) of $300 million
- tax rate of approximately 15 percent

Apple's board of directors has declared a cash dividend of $0.63 per share of the Company's common stock. The dividend is payable on February 15, 2018 to shareholders of record as of the close of business on February 12, 2018.

Apple will provide live streaming of its Q1 2018 financial results conference call beginning at 2:00 p.m. PST on February 1, 2018 at www.apple.com/investor/earnings-call/. This webcast will also be available for replay for approximately two weeks thereafter.

Consolidated Financial Statements
View PDF

Data Summary
View PDF

This press release contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include without limitation those about the Company's estimated revenue, gross margin, operating expenses, other income/(expense), tax rate, and plans for return of capital. These statements involve risks and uncertainties, and actual results may differ. Risks and uncertainties include without limitation: the effect of global and regional economic conditions on the Company's business, including effects on purchasing decisions by consumers and businesses; the ability of the Company to compete in markets that are highly competitive and subject to rapid technological change; the ability of the Company to manage frequent product introductions and transitions, including delivering to the marketplace, and stimulating customer demand for, new products, services and technological innovations on a timely basis; the effect that product introductions and transitions, changes in product pricing and product mix, and increases in component and other costs could have on the Company's gross margin; the dependency of the Company on the performance of distributors of the Company's products, including cellular network carriers and other resellers; the inventory and other asset risks associated with the Company's need to order, or commit to order, product components in advance of customer orders; the continued availability on acceptable terms, or at all, of certain components, services and new technologies essential to the Company's business, including components and technologies that may only be

available from sole or limited sources; the dependency of the Company on manufacturing and logistics services provided by third parties, many of which are located outside of the U.S. and which may affect the quality, quantity or cost of products manufactured or services rendered to the Company; the effect of product and service quality problems on the Company's financial performance and reputation; the dependency of the Company on third-party intellectual property and digital content, which may not be available to the Company on commercially reasonable terms or at all; the dependency of the Company on support from third-party software developers to develop and maintain software applications and services for the Company's products; the impact of unfavorable legal proceedings, such as a potential finding that the Company has infringed on the intellectual property rights of others; the impact of changes to laws and regulations that affect the Company's activities, including the Company's ability to offer products or services to customers in different regions; the ability of the Company to manage risks associated with its international activities, including complying with laws and regulations affecting the Company's international operations; the ability of the Company to manage risks associated with the Company's retail stores; the ability of the Company to manage risks associated with the Company's investments in new business strategies and acquisitions; the impact on the Company's business and reputation from information technology system failures, network disruptions or losses or unauthorized access to, or release of, confidential information; the ability of the Company to comply with laws and regulations regarding data protection; the continued service and availability of key executives and employees; war, terrorism, public health issues, natural disasters, and other business interruptions that could disrupt supply or delivery of, or demand for, the Company's products; financial risks, including risks relating to currency fluctuations, credit risks and fluctuations in the market value of the Company's investment portfolio; and changes in tax rates and exposure to additional tax liabilities. More information on these risks and other potential factors that could affect the Company's financial results is included in the Company's filings with the SEC, including in the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of the Company's most recently filed periodic reports on Form 10-K and Form 10-Q and subsequent filings. The Company assumes no obligation to update any forward-looking statements or information, which speak as of their respective dates.

Apple revolutionized personal technology with the introduction of the Macintosh in 1984. Today, Apple leads the world in innovation with iPhone, iPad, Mac, Apple Watch and Apple TV. Apple's four software platforms — iOS, macOS, watchOS and tvOS — provide seamless experiences across all Apple devices and empower people with breakthrough services including the App Store, Apple Music, Apple Pay and iCloud. Apple's more than 100,000 employees are dedicated to

making the best products on earth, and to leaving the world better than we found it.

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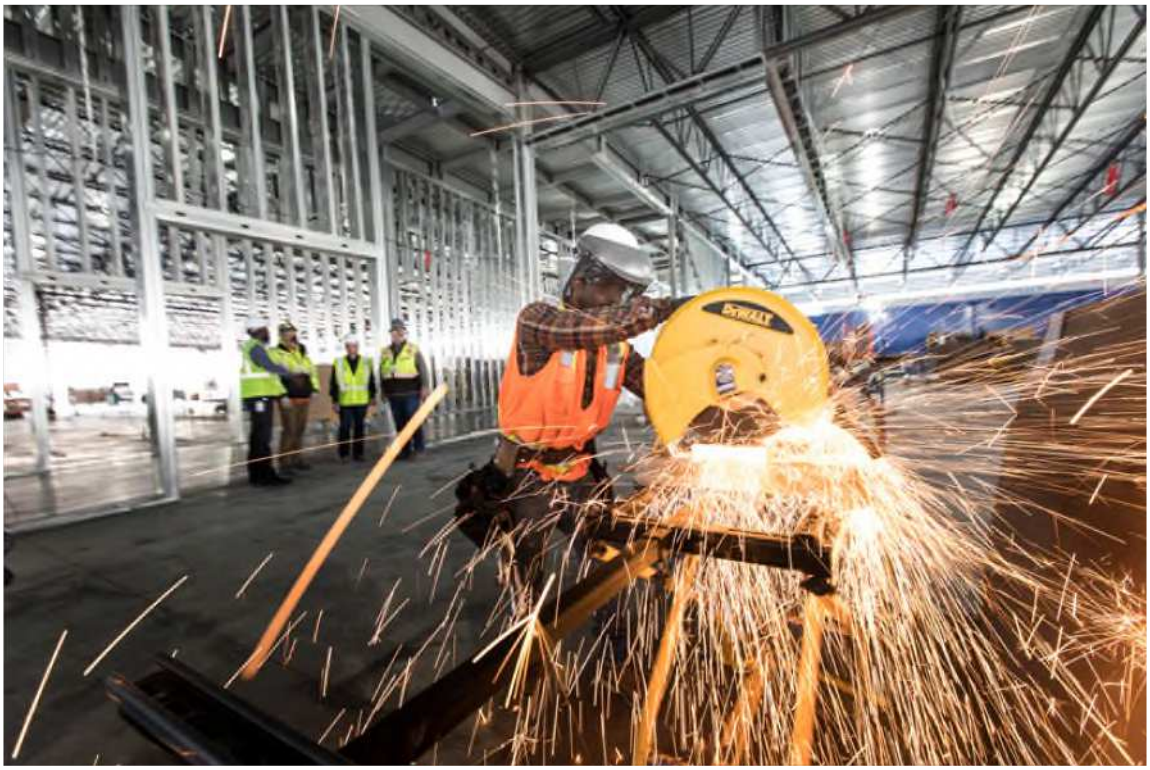
EXHIBIT C

PRESS RELEASE
JANUARY 17, 2018

Apple accelerates US investment and job creation

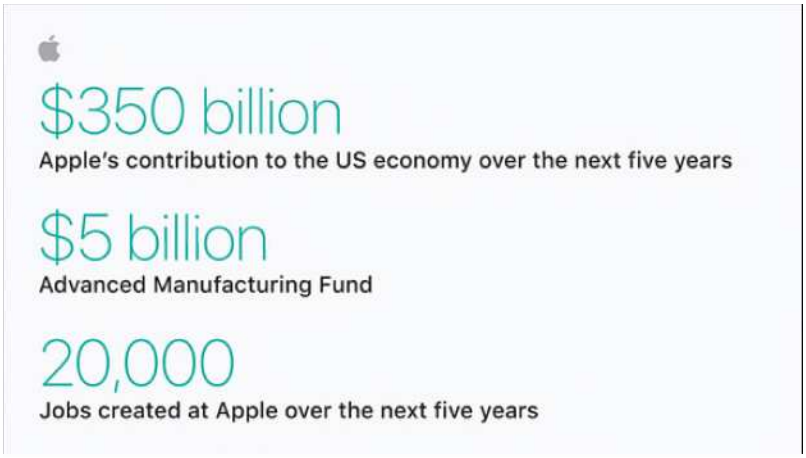
$350 Billion Contribution to US Economy Over Next Five Years



A sheet metal fabricator saw-cuts material for Apple's data center expansion in Reno, Nevada.

Cupertino, California — Apple today announced a new set of investments to build on its commitment to support the American economy and its workforce, concentrated in three areas where Apple has had the greatest impact on job creation: direct employment by Apple, spending and investment with Apple's domestic suppliers and manufacturers, and fueling the fast-growing app economy which Apple created with iPhone and the App Store. Apple is already responsible for creating and supporting over 2 million jobs across the United States and expects to generate even more jobs as a result of the initiatives being announced today.

Combining new investments and Apple's current pace of spending with domestic suppliers and manufacturers — an estimated $55 billion for 2018 — Apple's direct contribution to the US economy will be more than $350 billion over the next five years, not including Apple's ongoing tax payments, the tax revenues generated from employees' wages and the sale of Apple products.



Planned capital expenditures in the US, investments in American manufacturing over five years and a record tax payment upon repatriation of overseas profits will account for approximately $75 billion of Apple's direct contribution.

"Apple is a success story that could only have happened in America, and we are proud to build on our long history of support for the US economy," said Tim Cook, Apple's CEO. "We believe deeply in the power of American ingenuity, and we are focusing our investments in areas where we can have a direct impact on job creation and job preparedness. We have a deep sense of responsibility to give back to our country and the people who help make our success possible."

Apple, already the largest US taxpayer, anticipates repatriation tax payments of approximately $38 billion as required by recent changes to the tax law. A payment of that size would likely be the largest of its kind ever made.

Apple will spend an estimated $55 billion with US suppliers and manufacturers in 2018.

Growing Apple's US Operations

Apple expects to invest over $30 billion in capital expenditures in the US over the next five years and create over 20,000 new jobs through hiring at existing campuses and opening a new one. Apple already employs 84,000 people in all 50 states.

The company plans to establish an Apple campus in a new location, which will initially house technical support for customers. The location of this new facility will be announced later in the year.

Over $10 billion of Apple's expanded capital expenditures will be investments in data centers across the US. Over the last decade, Apple has invested billions of dollars in data centers and co-located facilities in seven US states, including North Carolina, Oregon, Nevada, Arizona and a recently announced project in Iowa.

Today, Apple is breaking ground on a new facility in downtown Reno, which will support its existing Nevada facilities.

All of Apple's US facilities, including offices, retail stores and data centers, are powered by 100 percent renewable energy sources like solar, wind and micro-hydro power, which Apple generates or purchases from local projects. The new campus announced today will also be powered entirely by green energy.

Investing in Apple's Domestic Suppliers and Manufacturing Partners

Workers at a factory in Texas that manufactures vertical-cavity surface-emitting lasers (VCSELs), empowering Face ID, Animoji and other iPhone X features.

Building on the initial success of the Advanced Manufacturing Fund announced last spring, Apple is increasing the size of the fund from $1 billion to $5 billion. The fund was established to support innovation among American manufacturers and help others establish a presence in the US. It is already backing projects with leading manufacturers in Kentucky and rural Texas.

Apple works with over 9,000 American suppliers — large and small businesses in all 50 states — and each of Apple's core products relies on parts or materials made in the US or provided by US-based suppliers.

Preparing Students for the App Economy

Students learn to code with Swift, a simple and fast open source coding language for apps that run on iOS, macOS, watchOS and tvOS.

Apple, which has a 40-year history in education, also plans to accelerate its efforts across the US in support of coding education as well as

programs focused on Science, Technology, Engineering, Arts and Math (STEAM).

The iOS app economy has created more than 1.6 million jobs in the US and generated $5 billion in revenue for American app developers in 2017. With demand for coding skills stronger than ever, today there are more than 500,000 unfilled programming-related positions across the country, and the US Bureau of Labor Statistics predicts that by 2020 there will be 1.4 million more software development jobs than applicants qualified to fill them.[1]

To address the coding skills gap and help prepare more people for jobs in software development, Apple created a powerful yet easy-to-learn coding language called Swift, the free Swift Playgrounds app and a free curriculum, App Development with Swift, which are available to anyone and are already being used by millions of students at K-12 schools, summer camps and leading community colleges across the country. Over 100,000 students and teachers have also attended coding classes at Apple retail stores.

Apple will expand these initiatives and add new programs to support teachers and teacher training. The company is also increasing funding for its ConnectED program, so students in historically underserved communities have a chance to learn app coding skills and enjoy other benefits of technology in the classroom.

Media

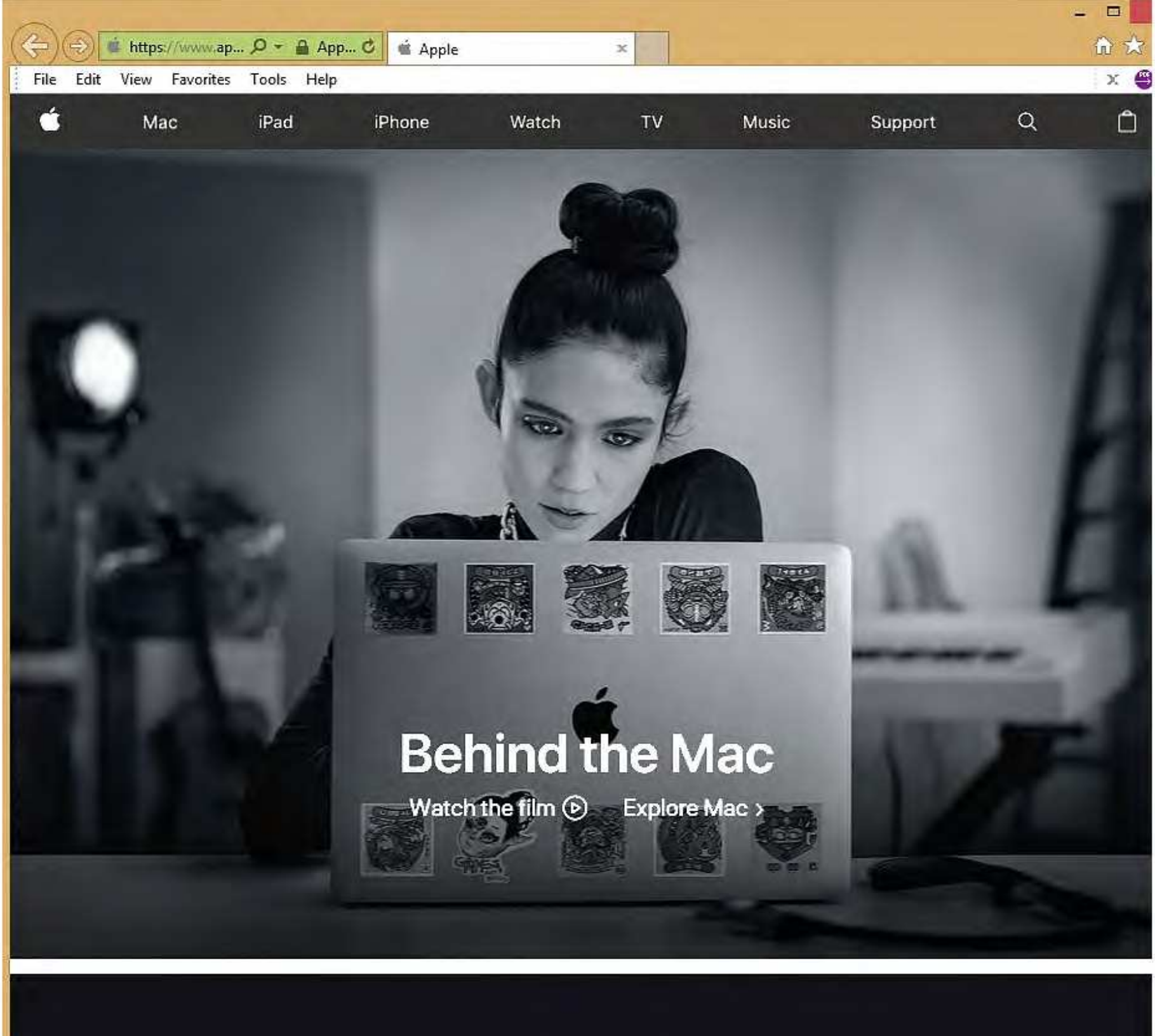
Images of Apple's US investment
Download All ⓓ

Apple revolutionized personal technology with the introduction of the Macintosh in 1984. Today, Apple leads the world in innovation with iPhone, iPad, Mac, Apple Watch and Apple TV. Apple's four software platforms — iOS, macOS, watchOS and tvOS — provide seamless experiences across all Apple devices and empower people with breakthrough services including the App Store, Apple Music, Apple Pay and iCloud. Apple's more than 100,000 employees are dedicated to making the best products on earth, and to leaving the world better than we found it.

[1] According to code.org, there are currently 503,338 open computing jobs nationwide.

This press release contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include without limitation those about Apple's plans for future investments and expansion, taxes, Apple's plans for managing its cash balances, and repatriation of overseas cash. These statements involve risks and uncertainties, and actual results may differ. More information regarding potential risks and other factors that could affect Apple's financial results is included in Apple's filings with the SEC, including in the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of Apple's most recently filed periodic reports on Form 10-K and Form 10-Q and

EXHIBIT D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tv 4K

Cinematic in every sense.

Apple TV 4K lets you watch movies and shows in amazing 4K HDR — and this fall, it completes the picture with immersive sound from Dolby Atmos.[1] It streams your favorite channels live. Has great content from apps like Netflix, Amazon Prime Video, and ESPN.[2] And thanks to Siri, you can control it all with just your voice.

Learn more › Buy ›

Watch *Lost in Space* on Netflix ↗

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Mac iPad iPhone Watch TV Music Support

Apple Music

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MUSIC

45 million songs. Three months on us.

Try it free*

Apple Music is available in iTunes, and for iOS and Android devices.

Watch the TV ad

Stream anything in the Apple Music collection on all your devices ad-free. Download albums,

EXHIBIT E

PRESS RELEASE
SEPTEMBER 9, 2015

Apple Introduces iPad Pro Featuring Epic 12.9-inch Retina Display

Apple Pencil & Smart Keyboard Bring Breakthrough Levels of Precision & Utility to iPad Pro

SAN FRANCISCO — September 9, 2015 — Apple® today introduced the all-new iPad Pro™, featuring a stunning 12.9-inch Retina® display with 5.6 million pixels, the most ever in an iOS device, and groundbreaking performance with the new 64-bit A9X chip, rivaling most portable PCs. The new larger iPad Pro is thin and light and provides all-day battery life. There are more than 850,000 apps in the App Store℠ designed specifically for iPad®, and the new iPad Pro will enable a new generation of advanced apps for everything from productivity, design, illustration, engineering and medical, to education, gaming and entertainment.

Apple today also introduced Apple Pencil™ for iPad Pro, a precision input device available for purchase separately, which makes drawing and sketching feel remarkably fluid and natural. The touch subsystem of the Multi-Touch™ display in iPad Pro has been redesigned to work with Apple Pencil to dramatically reduce latency and deliver incredible accuracy for activities like fine art illustration and detailed 3D design. Advanced sensors in Apple Pencil measure both pressure and tilt for a fast and fluid drawing experience, while a built-in Lightning® connector makes for quick and easy pairing and charging. Apple Pencil also works with popular apps like Mail, Notes, Procreate and Office 365 for iPad, offering new levels of creativity and productivity.

Apple's new Smart Keyboard further extends the utility of iPad Pro, offering a full-sized keyboard in a thin, durable design so you can take it anywhere. The Smart Keyboard, available for purchase separately, attaches to iPad Pro's innovative Smart Connector port, eliminating the need for a separate battery, on/off switch or Bluetooth pairing. The Smart Keyboard is covered in custom woven fabric and features keys that

provide the accuracy, stability and satisfying key feel of standard keyboards, but is also easily foldable and can transform into a Smart Cover®. The Smart Keyboard also works seamlessly with new QuickType® features in iOS 9 to make typing even faster and easier.

“iPad Pro is the most advanced and powerful iPad we have ever made. Its beautiful and large 12.9-inch Retina display has 5.6 million pixels and provides an immersive experience for content and apps. The iPad Pro is far and away the fastest iOS device we have ever made — its A9X chip beats most portable PCs in both CPU and graphics tasks, but is thin and light enough to hold all day,” said Philip Schiller, Apple’s senior vice president of Worldwide Marketing. “The innovative Apple Pencil and new Smart Keyboard enable users to customize their iPad Pro experience to the particular apps they use and the work they do, making iPad Pro ideal for everything from professional productivity to advanced 3D design.”

Innovative Design
iPad Pro’s 12.9-inch Retina display, with 5.6 million pixels and refined Multi-Touch technology, is the most advanced and highest resolution display ever in an iOS device. It delivers greater contrast, more uniform brightness and improved energy efficiency through photo alignment technology, oxide TFT and variable refresh rate. A new four-speaker audio design provides powerful, clear and rich stereo sound, and a refined unibody enclosure of anodized aluminum gives iPad Pro a sturdy feel with a thin and light design that is easy to hold.

Powerful Technology
iPad Pro delivers groundbreaking performance and energy efficiency, so you can tackle the most demanding tasks. Apple’s powerful new 64-bit A9X chip, with third-generation 64-bit architecture, provides desktop-class CPU performance and console-class graphics. Ultra-fast wireless connectivity keeps you connected wherever you go with 802.11ac Wi-Fi with MIMO technology, support for a wide range of LTE bands and other fast cellular network technologies (DC-HSDPA, HSPA+).* All-day 10-hour battery life** delivers the efficiency that users have come to expect from iPad.

iOS 9
iOS 9, the world's most advanced mobile operating system, brings more intelligence to iPad with proactive assistance, powerful search and improved Siri® features, all while protecting users' privacy. New multitasking features designed specifically for iPad allow users to do more at the same time, while built-in apps become more powerful with a redesigned Notes app, detailed transit information in Maps and an all-new News app*** for the best news reading experience on any mobile device. The foundation of iOS is even stronger with software updates that require less space to install and advanced security features to further protect your device.

Pricing & Availability
iPad Pro starts at $799 (US) for the 32GB with Wi-Fi model and $1079

(US) for the Wi-Fi + Cellular 128GB model, comes in three gorgeous metallic finishes including silver, gold and space gray and will be available starting in November from Apple.com, Apple's retail stores, through select carriers and Apple Authorized Resellers. For more information, please visit www.apple.com/ipad.

Apple Pencil will be available for $99 (US) and Smart Keyboard will be available in charcoal gray for $169 (US). New polyurethane iPad Pro Smart Covers will be available for $59 (US) in charcoal gray and white. New iPad Pro Silicone Cases will be available for $79 (US) in charcoal gray and white. iPad Pro accessories will be available starting in November.

*Data plan required. LTE is available in select markets and through select carriers. Speeds vary based on site conditions. For details on LTE support, contact your carrier and see www.apple.com/ipad/LTE
**Battery life depends on device settings, usage and other factors. Actual results may vary.
***Transit information in Maps will be available in select major cities including Baltimore, Berlin, Chicago, London, Mexico City, New York City, Philadelphia, the San Francisco Bay Area, Toronto and Washington D.C., as well as over 300 cities in China, including Beijing, Chengdu and Shanghai. News app availability varies by country.

Apple revolutionized personal technology with the introduction of the Macintosh in 1984. Today, Apple leads the world in innovation with iPhone, iPad, the Mac and Apple Watch. Apple's three software platforms — iOS, OS X and watchOS — provide seamless experiences across all Apple devices and empower people with breakthrough services including the App Store, Apple Music, Apple Pay and iCloud. Apple's 100,000 employees are dedicated to making the best products on earth, and to leaving the world better than we found it.

Additional Content:

- Images
- iPad Pro video
- Apple Pencil video

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EXHIBIT F

PRESS RELEASE
MARCH 27, 2018

Apple introduces new 9.7-inch iPad with Apple Pencil support

Featuring Even Greater Performance and Designed for Powerful AR Apps, Starting at $329

The new iPad supports Apple Pencil and features even greater performance.

Chicago — Apple today updated its most popular iPad with support for Apple Pencil plus even greater performance, starting at $329. The new 9.7-inch iPad and Apple Pencil give users the ability to be even more creative and productive, from sketching ideas and jotting down handwritten notes to marking up screenshots. The new iPad is more versatile and capable than ever, features a large Retina display, the A10 Fusion chip and advanced sensors that help deliver immersive augmented reality, and provides unmatched portability, ease of use and all-day battery life.[1]

“iPad is our vision for the future of computing and hundreds of millions of people around the world use it every day at work, in school and for play. This new 9.7-inch iPad takes everything people love about our most popular iPad and makes it even better for inspiring creativity and learning,” said Greg Joswiak, Apple’s vice president of Product Marketing. “Our most popular and affordable iPad now includes support for Apple Pencil, bringing the advanced capabilities of one of our most creative tools to even more users. This iPad also has the power of the A10 Fusion chip, combined with the big, beautiful Retina display, advanced cameras and sensors that enable incredible AR experiences simply not possible on other devices.”

iPad now features Apple Pencil support, giving users the ability to be even more creative and productive.

iPad's beautiful 9.7-inch Retina display delivers gorgeous detail and vivid colors, and features a higher-resolution touch sensor that enables Apple Pencil support. First introduced for iPad Pro, Apple Pencil has become a popular and versatile tool among students, professionals and creatives and is now available to even more customers.

Apple Pencil delivers a remarkably fluid and natural drawing experience. Advanced sensors measure both pressure and tilt, and provide pixel-perfect accuracy and low latency for activities from note taking to illustration in apps like Notability, Pages, Numbers, Keynote and Microsoft Office. iPad's palm rejection technology even makes it possible to rest your hand on the screen while you use Apple Pencil.

The new iPad features the Apple-designed A10 Fusion chip with 64-bit desktop-class architecture, delivering 40 percent faster CPU and 50 percent faster graphics performance for seamless multitasking and graphics-intensive apps.[2] The front- and rear-facing cameras offer exceptional low-light performance and HD video recording for document scanning, moviemaking and FaceTime calls.

iPad is designed for powerful AR apps with its large Retina display, powerful chip, enhanced cameras and advanced sensors.

The new iPad is a stunning, large viewfinder for immersive AR experiences. Its Retina display, powerful chip, enhanced cameras and advanced sensors, including a gyroscope and accelerometer for accurate motion tracking, are designed to support the next generation of AR apps.

Built for durability and mobility, the new 9.7-inch iPad features an aluminum unibody construction and ultrafast wireless that can deliver two times faster cellular data connections, so it is even easier to stay connected anywhere.[3] With Apple SIM, customers can connect to wireless data plans right from their device when traveling in more than 180 countries and regions.[4]

iOS 11 makes iPad more capable than ever with features like enhanced multitasking.

iOS 11 introduces powerful new features for iPad. The Dock provides quick access to frequently used apps and documents from any screen, and makes it easier to multitask with Split View and Slide Over. Drag and Drop makes moving images, text and files between apps easier than ever. Apple Pencil is more deeply integrated into iPad with support for inline drawing. The Files app provides a central place to access and organize files no matter where they are located — on iPad or in the cloud with built-in support for iCloud Drive and providers like Box, Dropbox and others.

Pricing and Availability

- iPad comes in silver, space gray and a new gold finish and starts at an Apple retail price of **$329** (US) for the 32GB with Wi-Fi model and **$459** (US) for the 32GB Wi-Fi + Cellular model at apple.com and Apple Stores. It is also available through Apple Authorized Resellers and select carriers (prices may vary). For more information, please visit apple.com/ipad.
- Apple Pencil is available for purchase separately for **$99** (US).
- Schools can purchase iPad starting at **$299** (US) and Apple Pencil for **$89** (US).
- iPad is available to order today and starts delivering to customers and arriving in stores later this week in more than 25 countries and regions: *Australia, Austria, Belgium, Canada, China, Czech Republic, Denmark, Finland, France, Germany, Hong Kong, Hungary, Ireland, Italy, Japan, Luxembourg, Netherlands, New Zealand, Norway, Poland, Portugal, Singapore, Spain, Sweden, Switzerland, UAE,* the *UK* and the *US. India, Russia, Thailand, Turkey* and other countries and regions will follow in April, with *South Korea* and other countries and regions following in May.
- Smart Covers for iPad are available for **$39** (US) in charcoal gray, midnight blue, (RED), white and pink sand at apple.com and Apple Stores.
- Every customer who buys iPad from Apple will be offered free Personal Setup, in-store or online, to help them set up email and iMessage, download apps from the App Store and more.
- Anyone who wants to start with the basics or go further with their new iPad can sign up for free Today at Apple sessions at apple.com/today.

Media

Images of new 9.7-inch iPad
Download All ⓘ

Apple revolutionized personal technology with the introduction of the Macintosh in 1984. Today, Apple leads the world in innovation with iPhone, iPad, Mac, Apple Watch and Apple TV. Apple's four software platforms — iOS, macOS, watchOS and tvOS — provide seamless experiences across all Apple devices and empower people with breakthrough services including the App Store, Apple Music, Apple Pay and iCloud. Apple's more than 100,000 employees are dedicated to making the best products on earth, and to leaving the world better than we found it.

[1] Battery life depends on device settings, usage and other factors. Actual results may vary.
[2] When compared to the previous 9.7-inch iPad.

EXHIBIT G

Apple Pencil

It's only a magic wand.

The versatile Apple Pencil is the best tool to reach for when you need pixel-perfect precision. Use it to jot down notes, paint a watercolor, or mark up an email. Whatever you need to do, Apple Pencil is easy to use but impossible to put down.

Malika Favre
An artist with a bold, minimal style who explores positive and negative space with vibrant color.

Sarah Clifford
An illustrator who turns biological concepts into bright, colorful pictorial notes.

Perfectly on point for anything you do.

While it resembles a classic writing tool, Apple Pencil is so much more. Whether you're marking up a complex document, designing a building onsite, or retouching layers in a photo, you get an astonishing selection of tools in a single instrument. With amazing apps designed to take full advantage of its distinctive features, Apple Pencil offers unmatched versatility.

Jonathan Calugi
An illustrator who creates continuous single-line drawings of extraordinary balance and composition.

A better take on taking notes.

Apple Pencil lets you jot down notes and sketch ideas as naturally as you do on paper. With the Notes app in iOS 11, you can add handwriting and drawings alongside text. There are also great note-taking apps in the App Store that let you express yourself like never before.

Notes
Search your handwritten notes and pin your most-used notes to the top of your list.

GoodNotes
Convert your handwriting to text and draw perfect shapes easily.

Use the apps you love in a whole new way.

With Apple Pencil, you can annotate, mark up, and edit directly in apps you use every day. And now that includes Pages, Numbers, and Keynote, which come built into your iPad. So you can get right to getting things done, right out of the box.

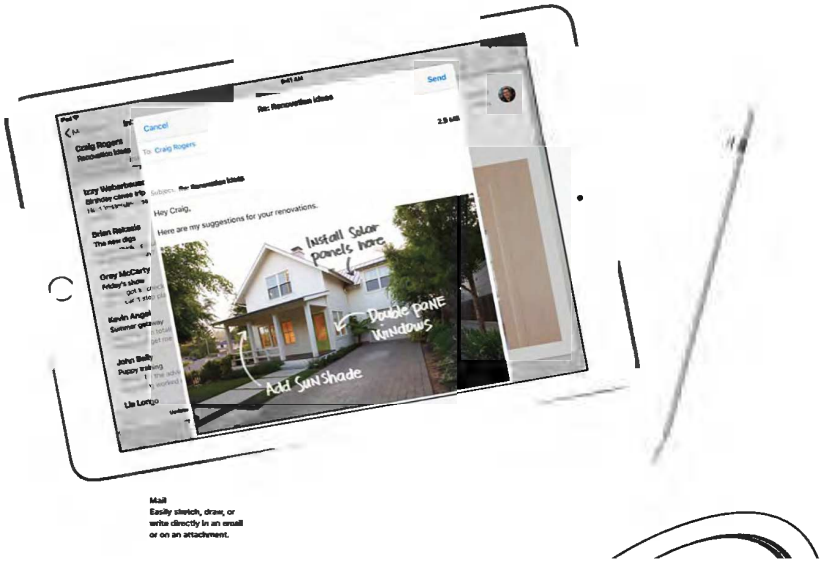
Microsoft Office
Make precise edits to complex documents, spreadsheets, and presentations to share with colleagues.

Pages, Numbers, and Keynote
Draw colorful illustrations on Pages documents. Add some flair to your Keynote slides. Create hand-drawn charts in Numbers.

Leave your mark on email, documents, and more.

With Apple Pencil, you can instantly write and sketch directly on email messages, add your notes to documents, and highlight and mark up anything on your iPad.

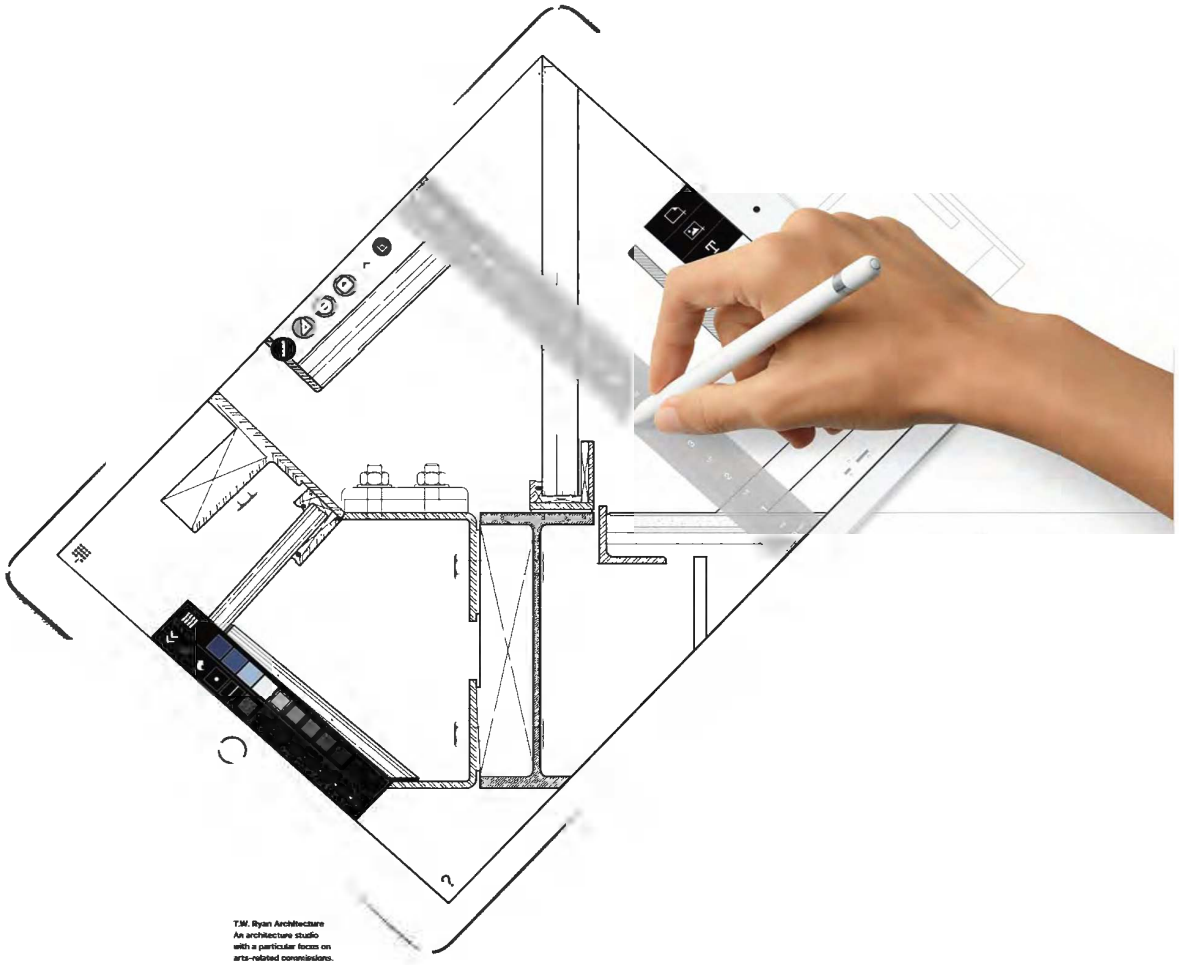
Screenshot Markup
Take a screenshot of a website, a photo, or anything on your iPad. Add your annotations. And easily share your ideas with everyone.



Mail
Easily sketch, draw, or write directly in an email or on an attachment.

Sophisticated technology. That anyone can use.

The technology inside Apple Pencil is complex. But using it is completely natural and intuitive. Press harder for thicker lines, lighter for thinner ones. Create shading simply by tilting. All with virtually no lag time between what you write and what you see. You can even rest your hand on the screen while you use it. Because while it's engineered like a computer, it works just like a pencil.



12 hours of battery life. You supply the creative charge.

Under the magnetic cap of Apple Pencil is a Lightning connector that lets you plug into iPad. A full charge gives you 12 hours of scribbling, sketching, annotating, and editing.*

iPad Pro

Anything you can do, you can do better.

Learn more ›

iPad

Like a computer. Unlike any computer.

Learn more ›

Apple Pencil is sold separately.

Some features may not be available for all countries or all areas. Click here to see complete list.

* Testing conducted by Apple in September 2015 using preproduction Apple Pencil and iPad Pro units and software. Testing consisted of full battery discharge while drawing on a paired iPad Pro using calibrated equipment. Battery life depends on device settings, usage, and many other factors.

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EXHIBIT H

iPad Accessories Browse all

Apple Pencil

$99.00

★★★½☆

Add to Bag

Pickup:
Today at Apple Walnut Street
Check another store

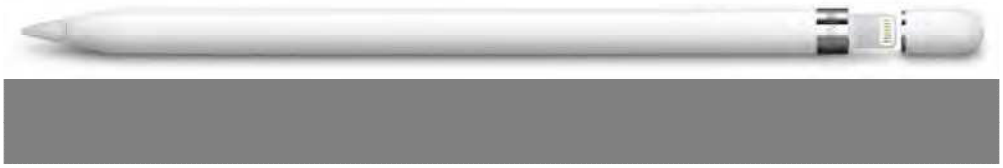
Order by 7pm, delivers:
Today within 2 hours – Fastest
Wed, Jul 18 – Free
Delivery options for 19102''

Get help buying. Chat now or call 1-800-MY-APPLE.

Get an in-depth look at Apple Pencil.

Learn more ›

What's in the Box



Apple Pencil, Lightning adapter, and extra tip

Product Information

Overview

Apple Pencil expands the power of iPad Pro and iPad (6th generation) and opens up new creative possibilities. It's sensitive to pressure and tilt so you can easily vary line weight, create subtle shading, and produce a wide range of artistic effects — just like a conventional pencil, but with pixel-perfect precision.

What's in the Box

Apple Pencil

Lightning adapter

Extra tip

Tech Specs

Dimensions

Length: 6.92 inches (175.7 mm) measured from tip to cap

Diameter: 0.35 inch (8.9 mm)

Weight: 0.73 ounce (20.7 grams)

Connections

Bluetooth

Lightning connector

Other Features

Magnetically attached cap

Compatibility

Ratings & Reviews +

Questions & Answers +

Recommended

Smart Keyboard for 10.5-inch iPad Pro - US English

$159.00

Logitech Slim Folio Case with Integrated Bluetooth Keyboard...

$99.95

Apple Pencil Case - Electric Blue

$29.00

+ 2 more

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iPad iPad Accessories Point of Sale Apple Pencil

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Apple Pencil Case - Electric Blue

$29.00

Color - Electric Blue

Add to Bag

Get help buying. Chat now or call 1-800-MY-APPLE.

(PRODUCT)RED™

Every (RED) purchase brings us a step closer to an AIDS-free generation. Please help make a difference.

Product Information

Overview

A beautifully crafted case for Apple Pencil made of durable leather, it's available in colors that match other Apple accessories. It protects your Apple Pencil when you're not using it while making a graceful statement — cleanly and precisely designed, just like Apple Pencil.

What's in the Box

Apple Pencil Case

Ratings & Reviews

Questions & Answers

Recommended

Apple Pencil

$99.00

Apple Pencil Tips - 4 pack

$19.00

Leather Sleeve for 10.5–inch iPad Pro - Saddle Brown

$129.00

+ 2 more

A portion of the proceeds from every (PRODUCT)RED purchase will go to the Global Fund to fight AIDS in Africa.

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EXHIBIT I

Pencil

EXHIBIT J

Pencil
Pencil Case
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Pencil Case

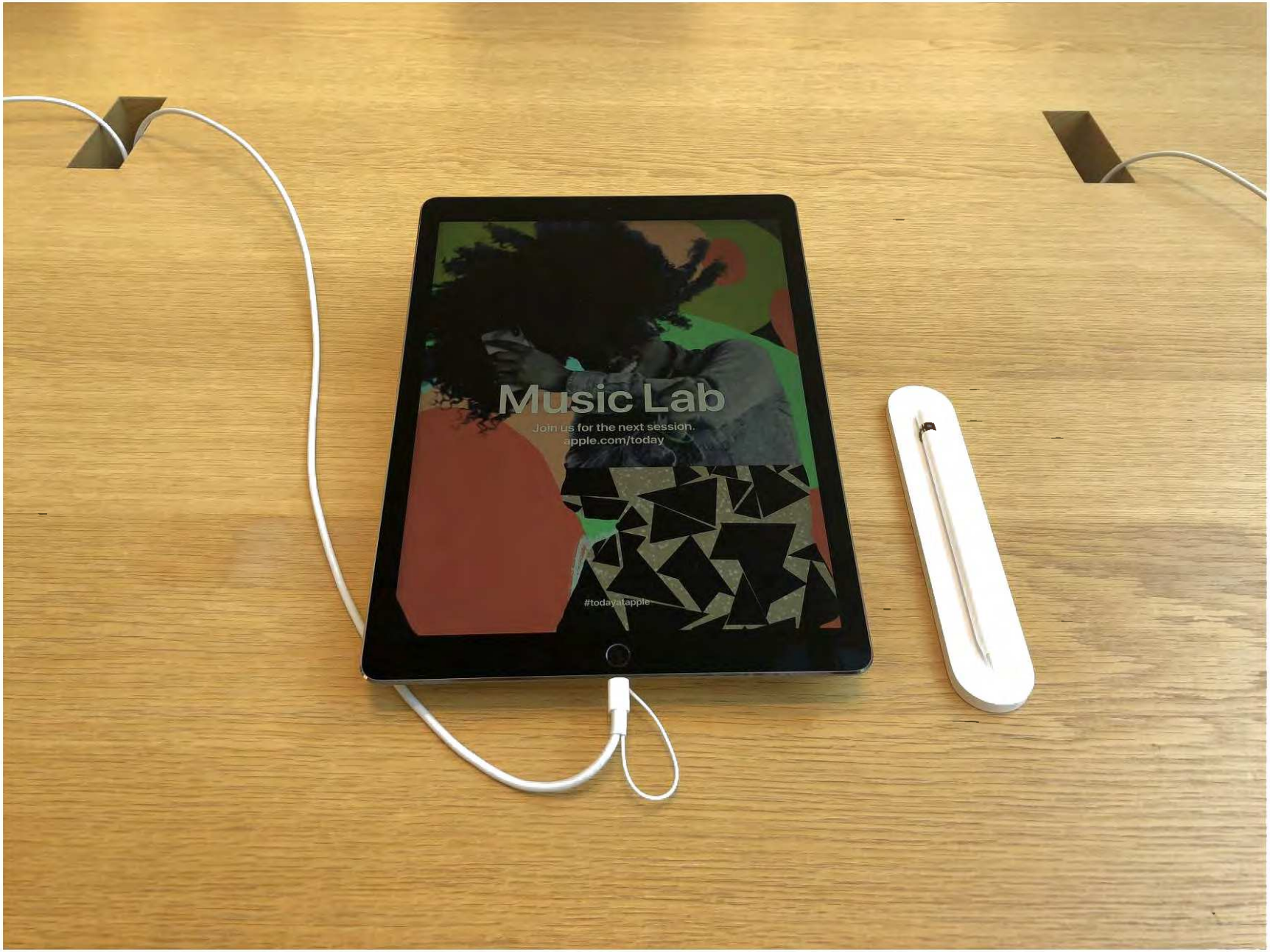
Music Lab
Join us for the next session.
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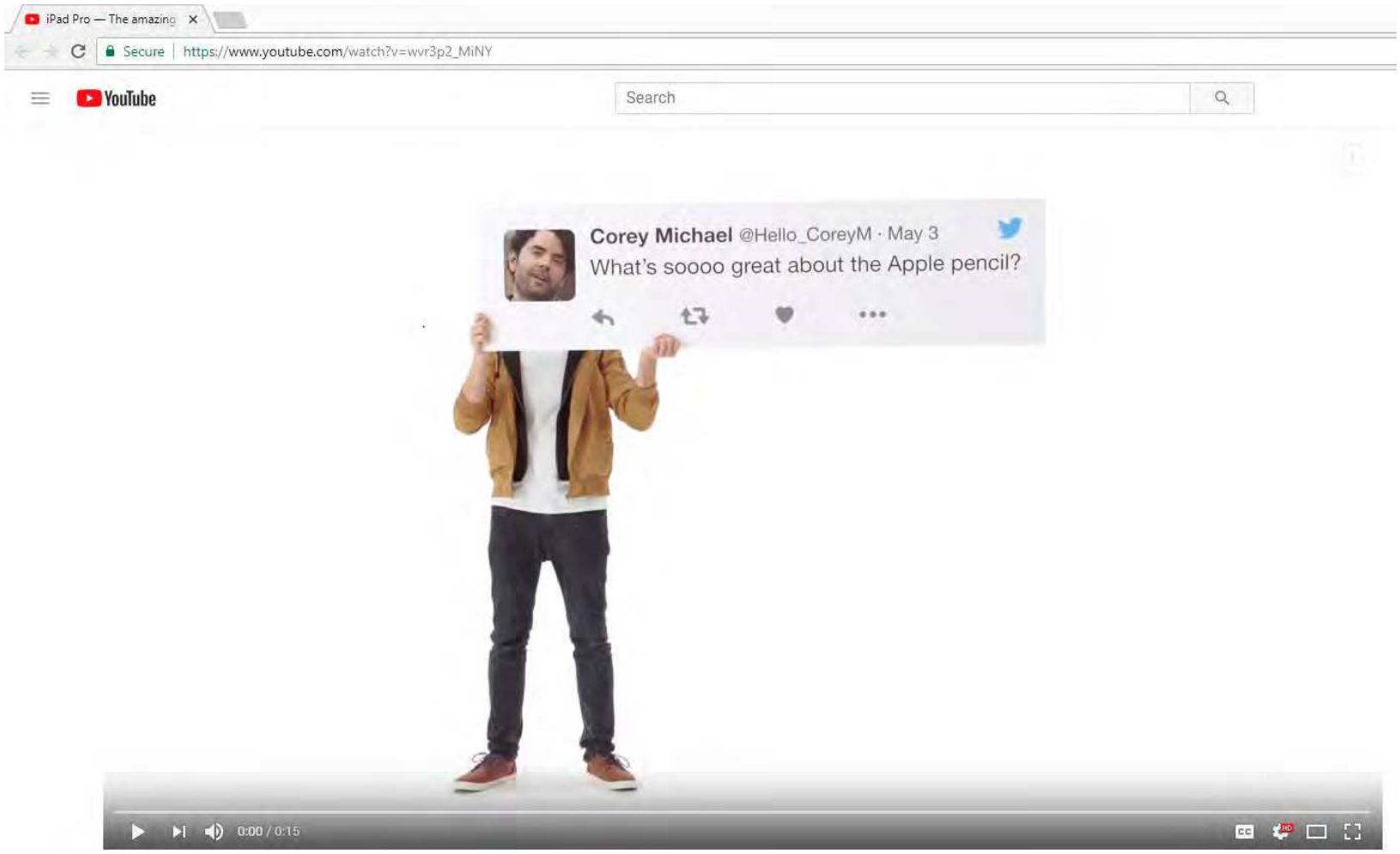
EXHIBIT K



iPad Pro — The amazing Apple Pencil — Apple

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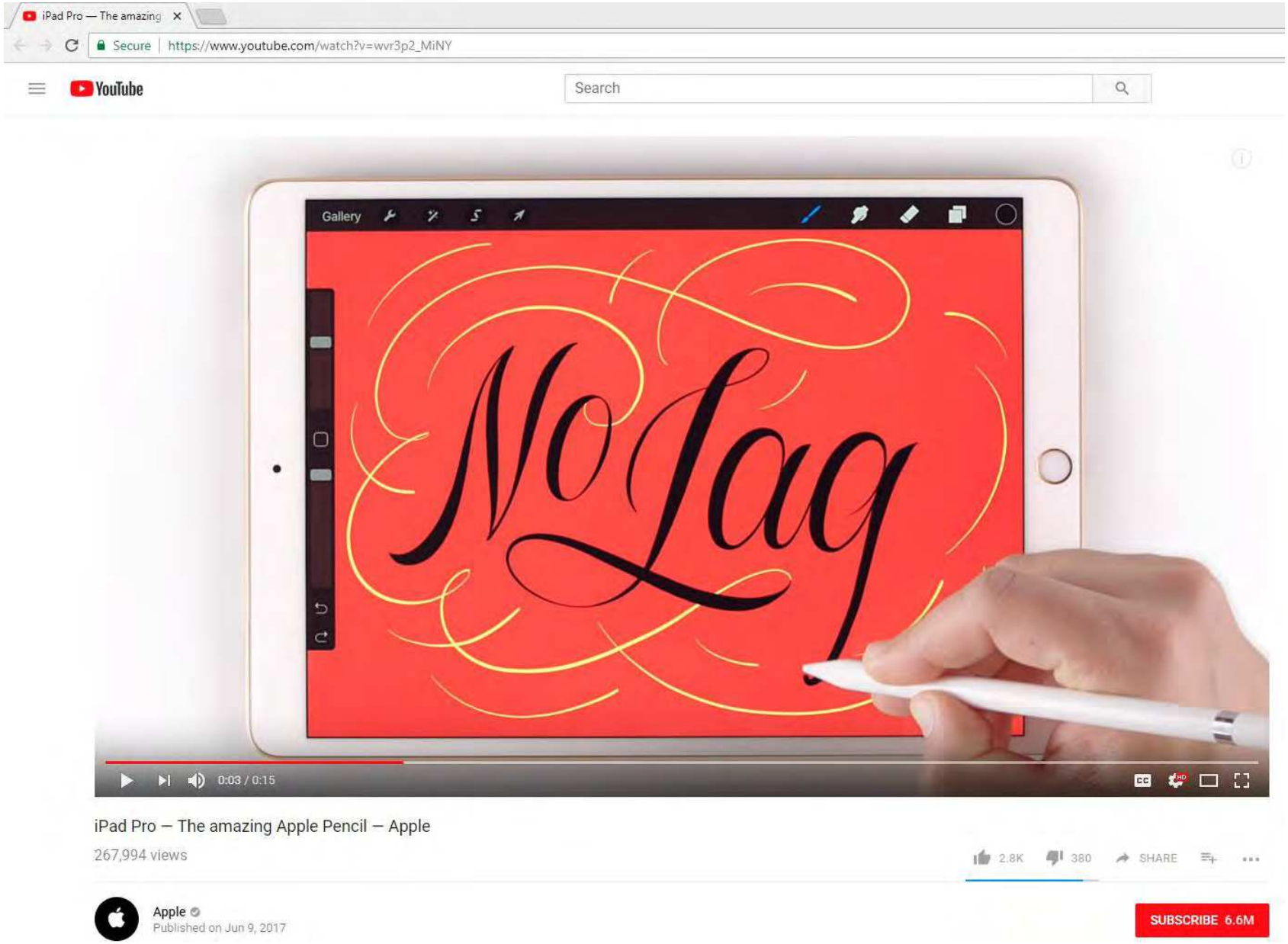
Real problems...answered. You could write with basically no lag, if your computer was the new iPad Pro.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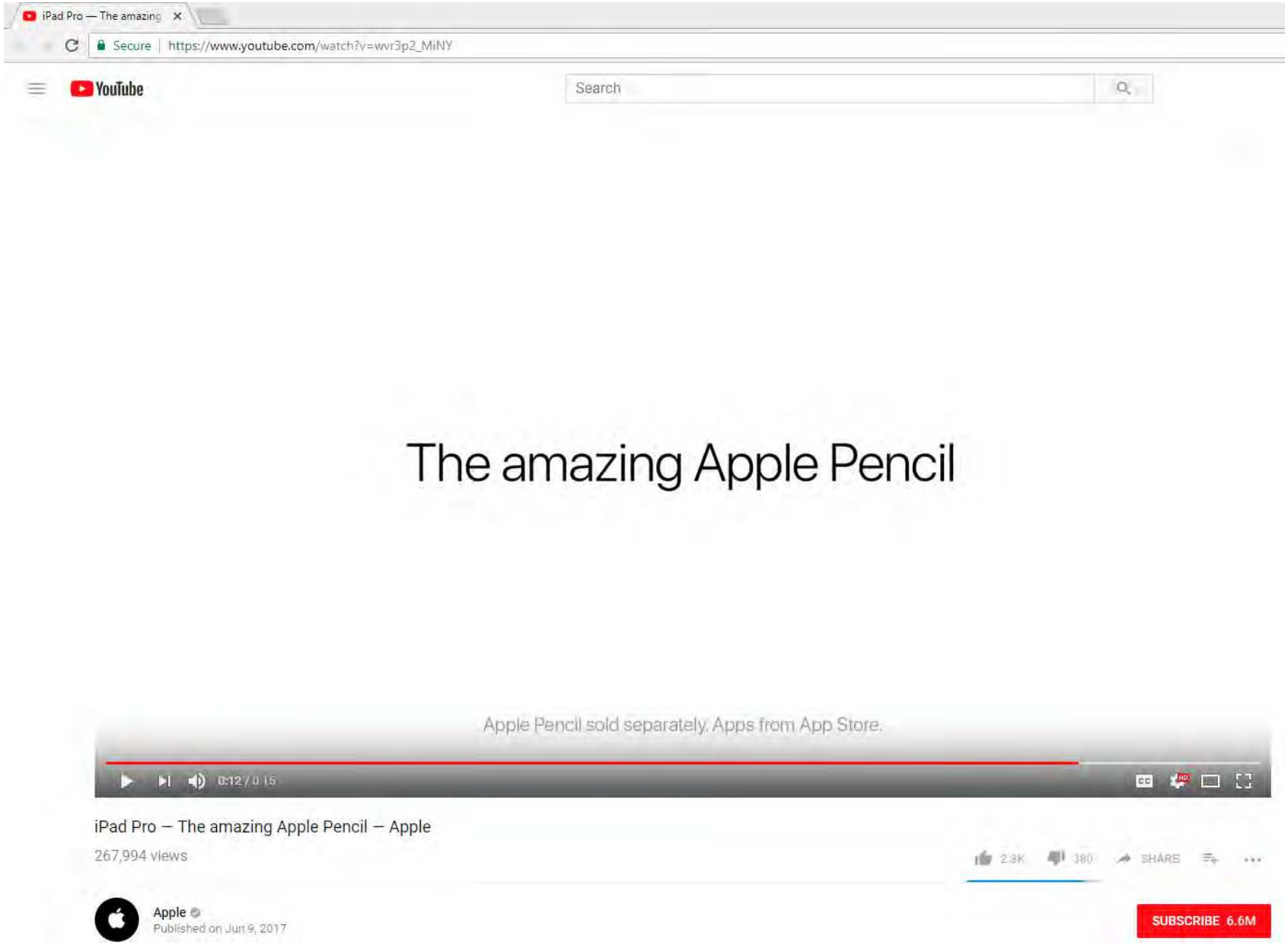
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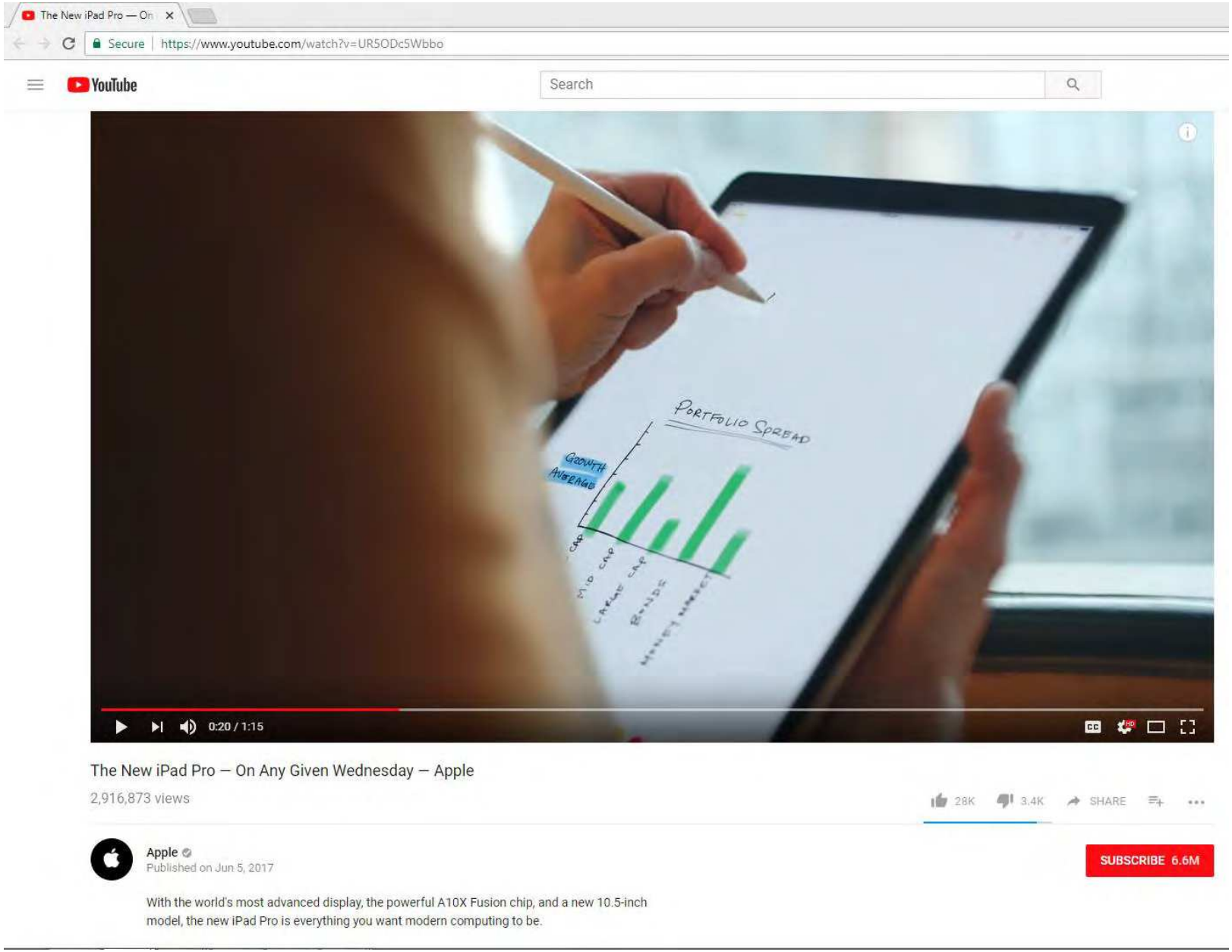
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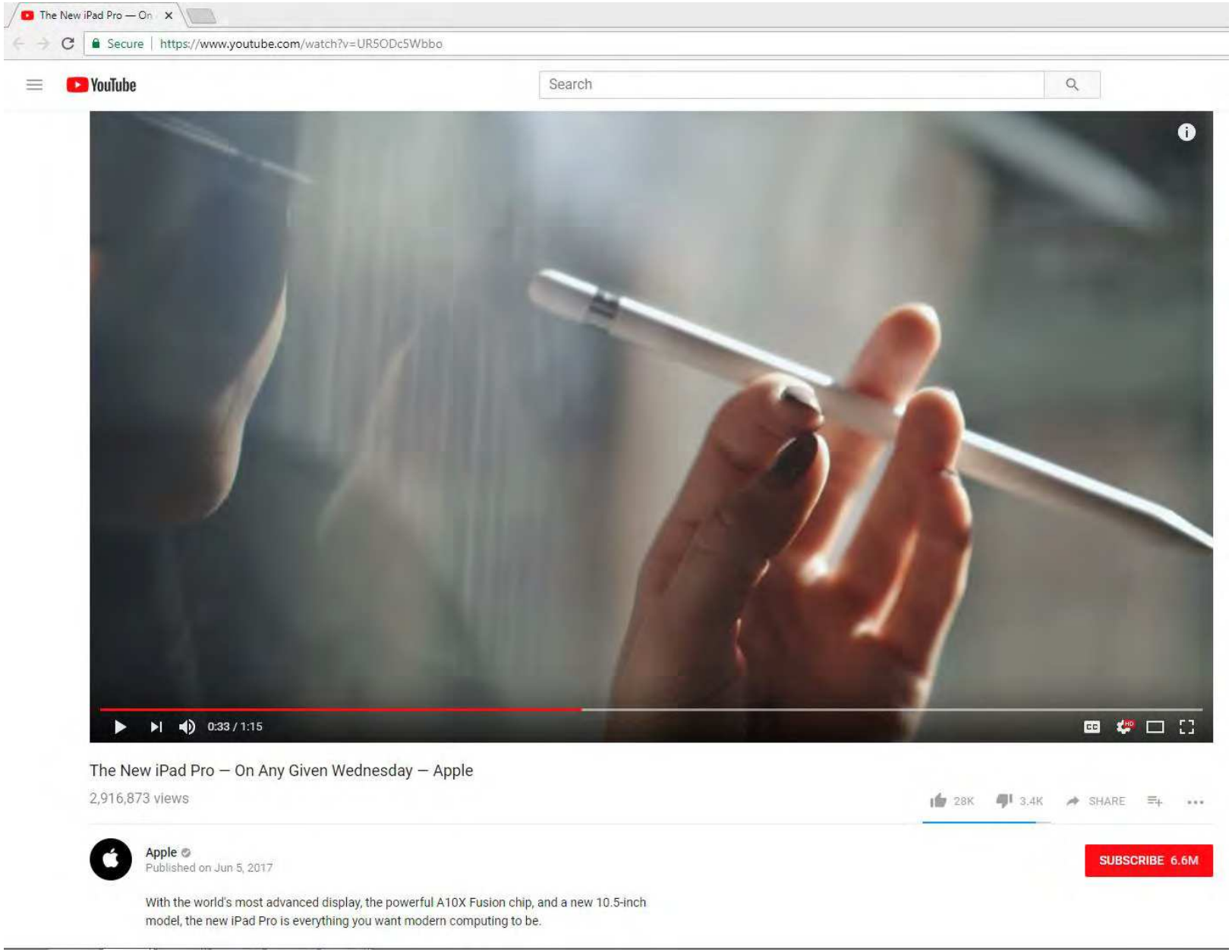
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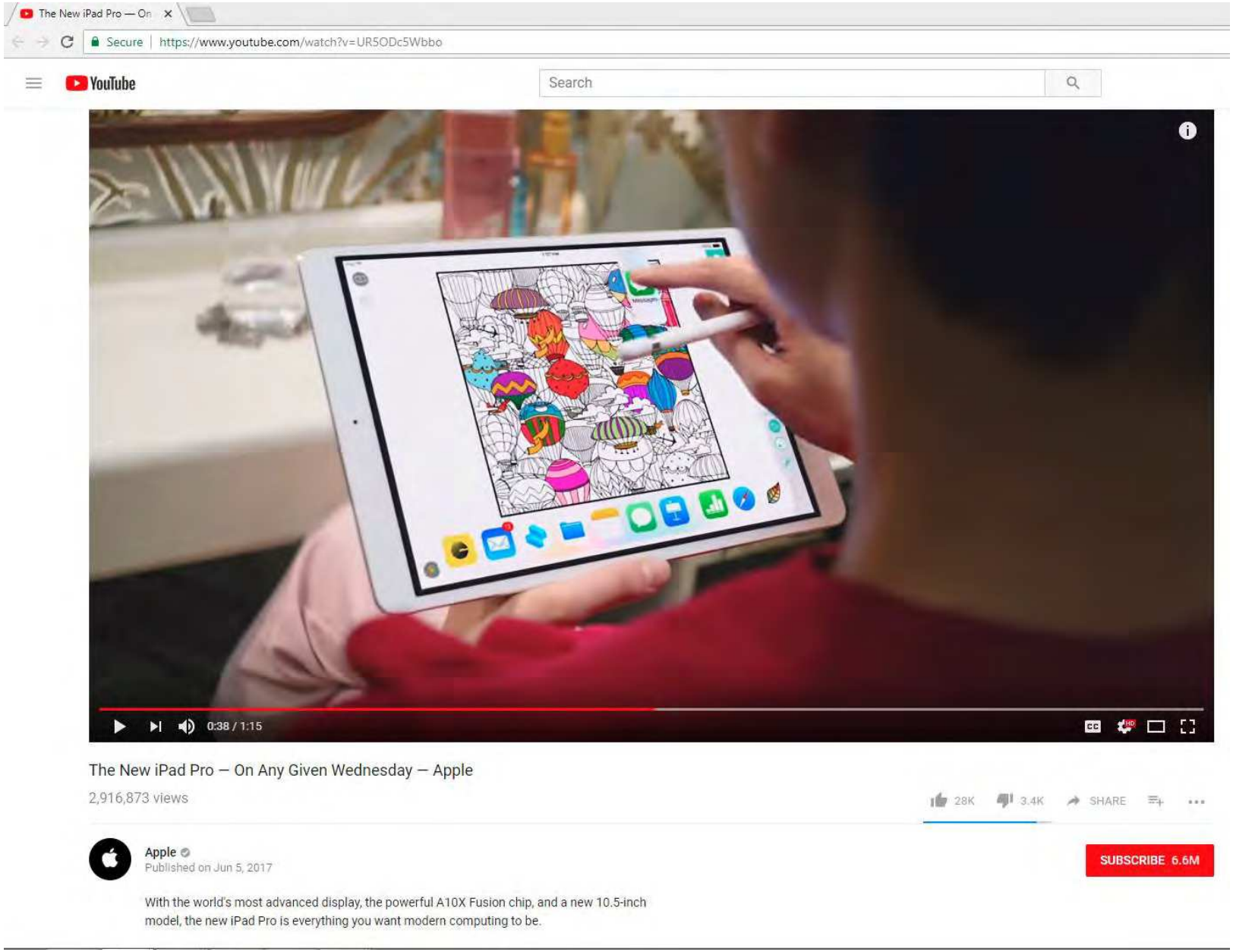
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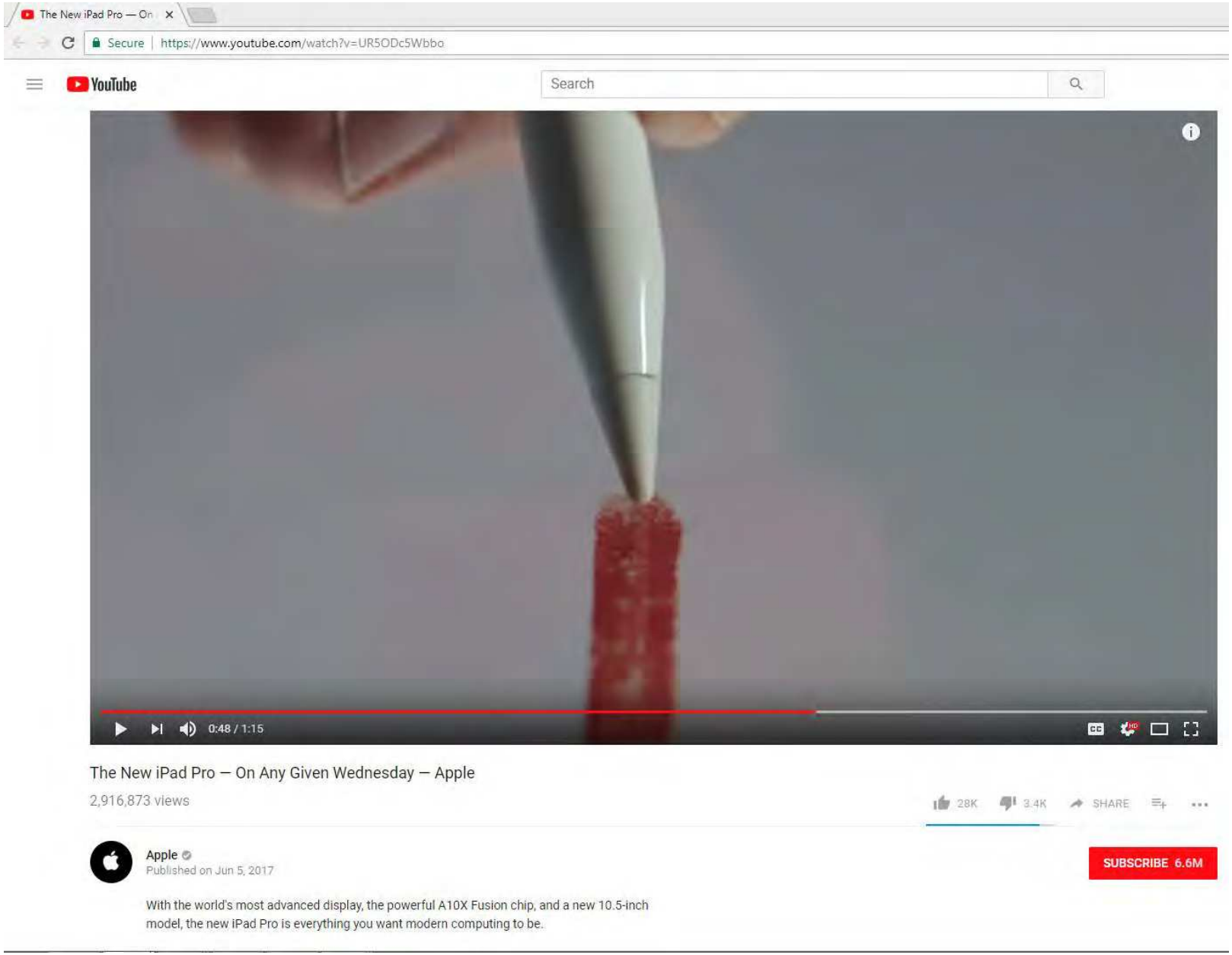
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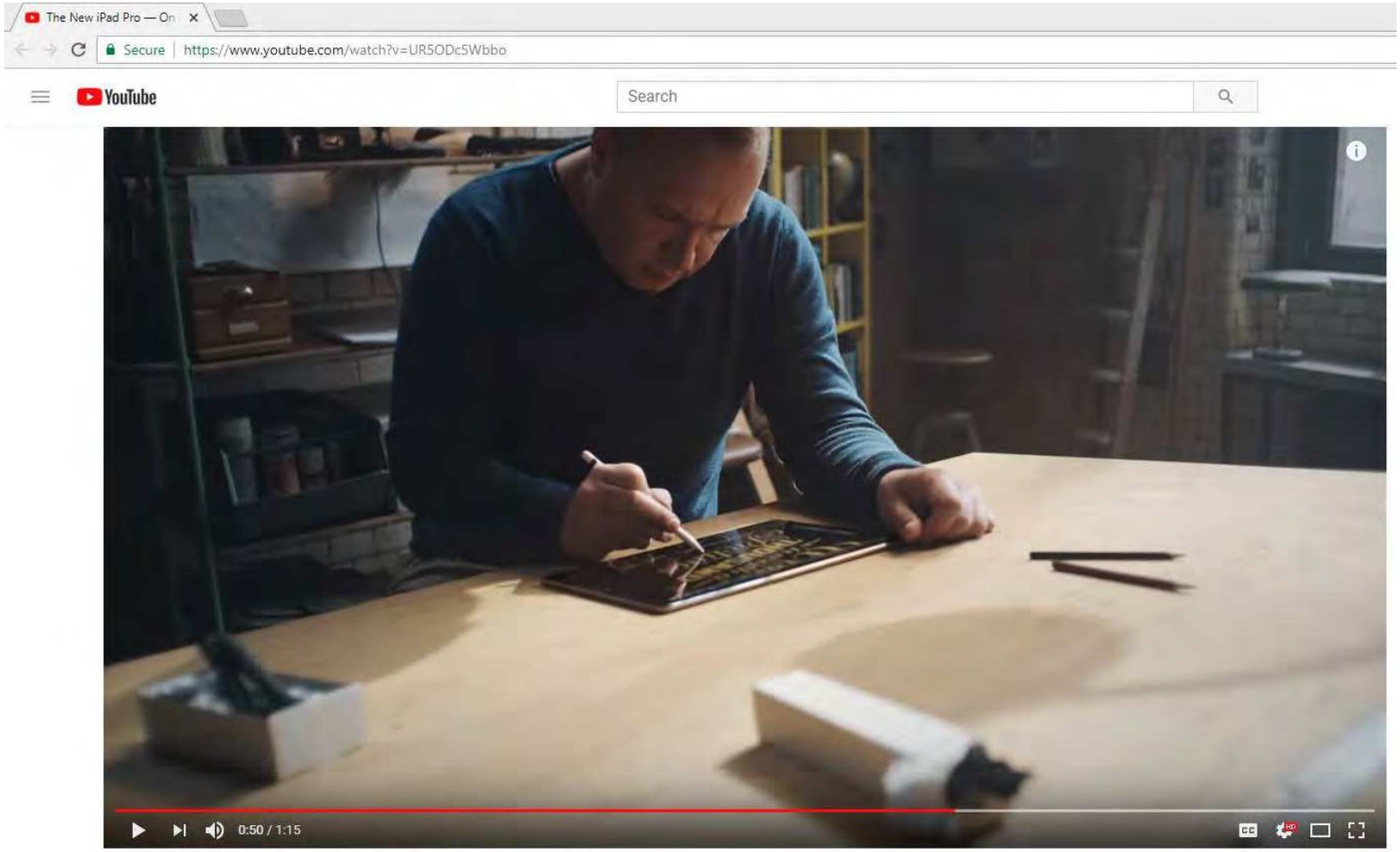

The New iPad Pro — On Any Given Wednesday — Apple

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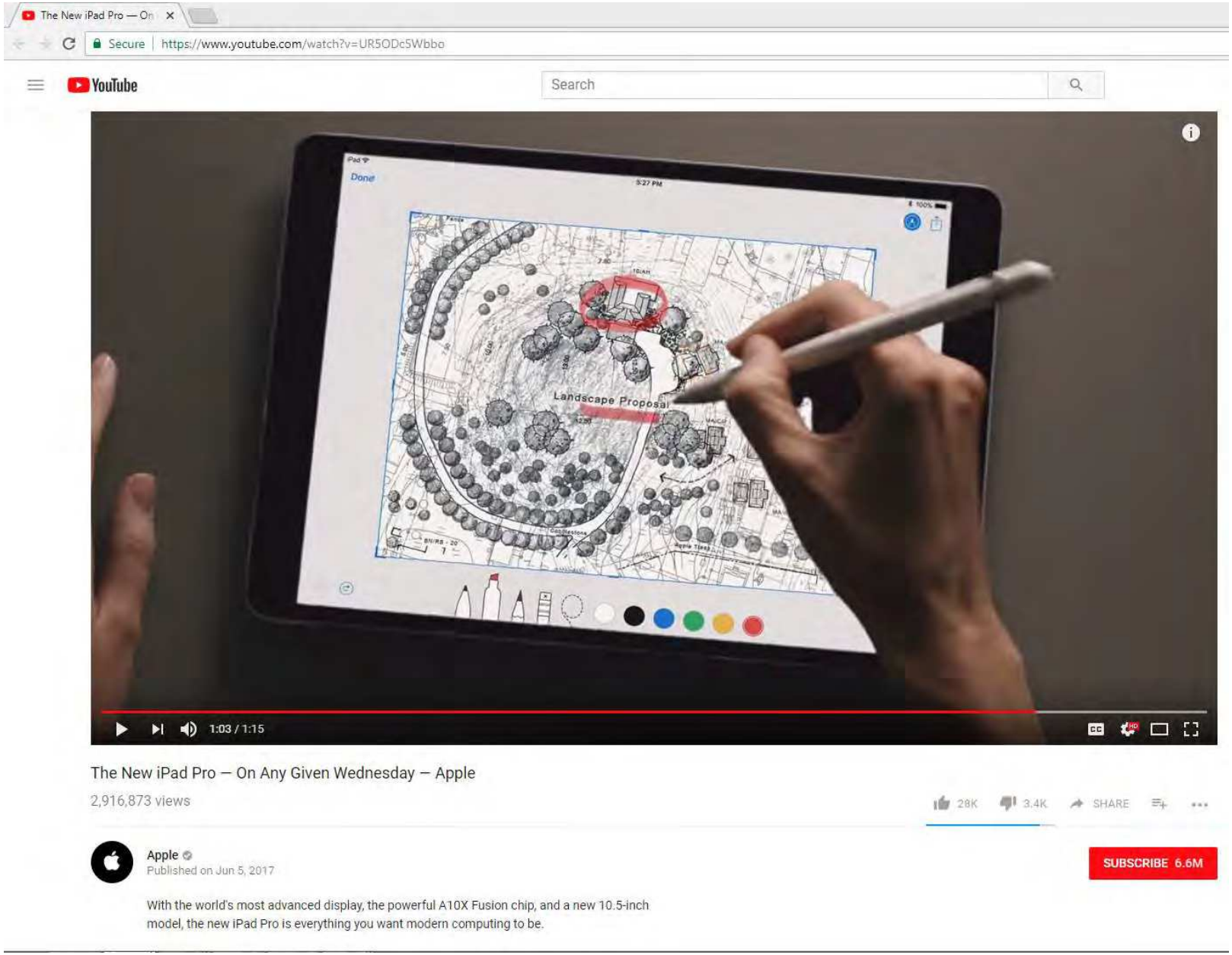
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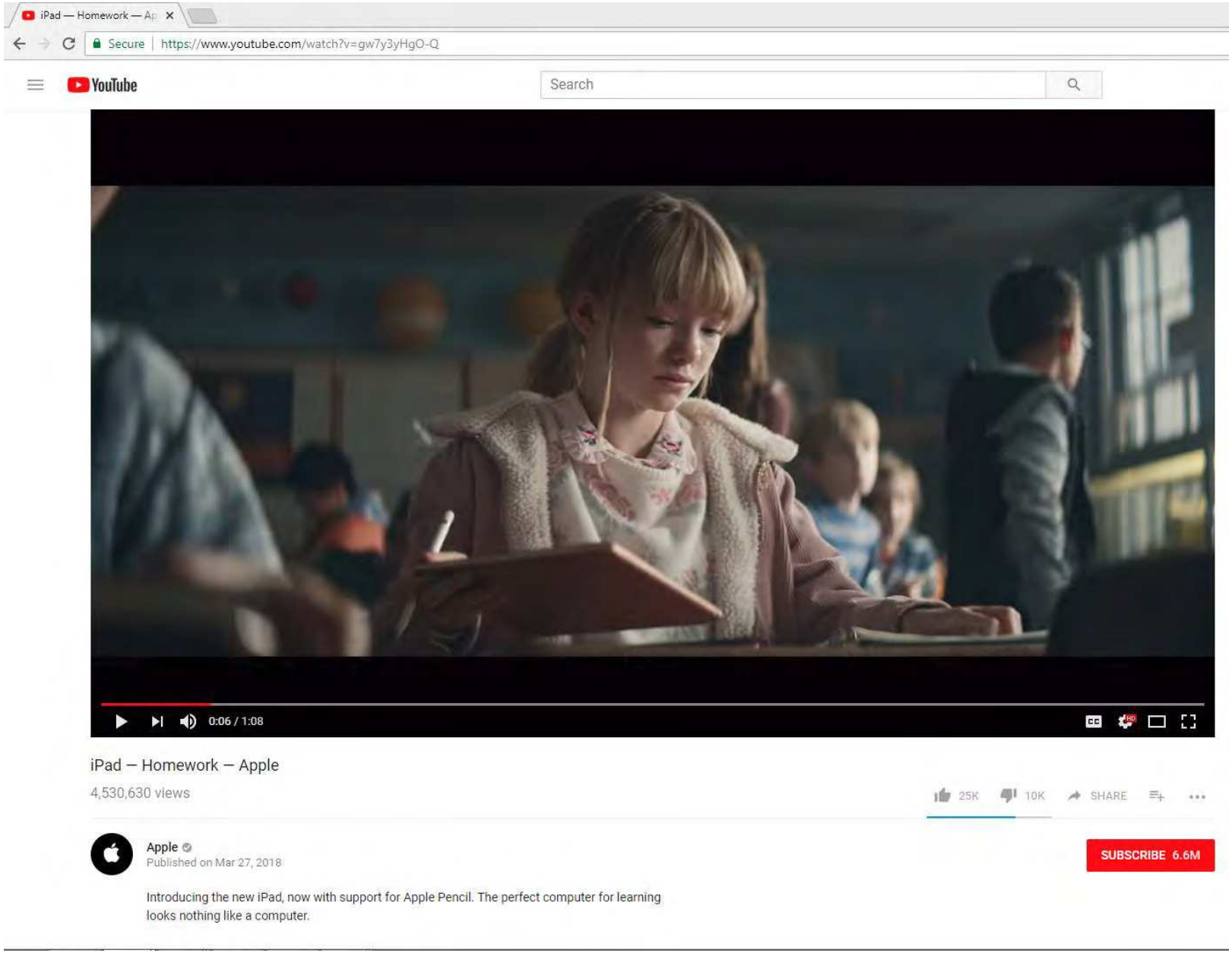
EXHIBIT M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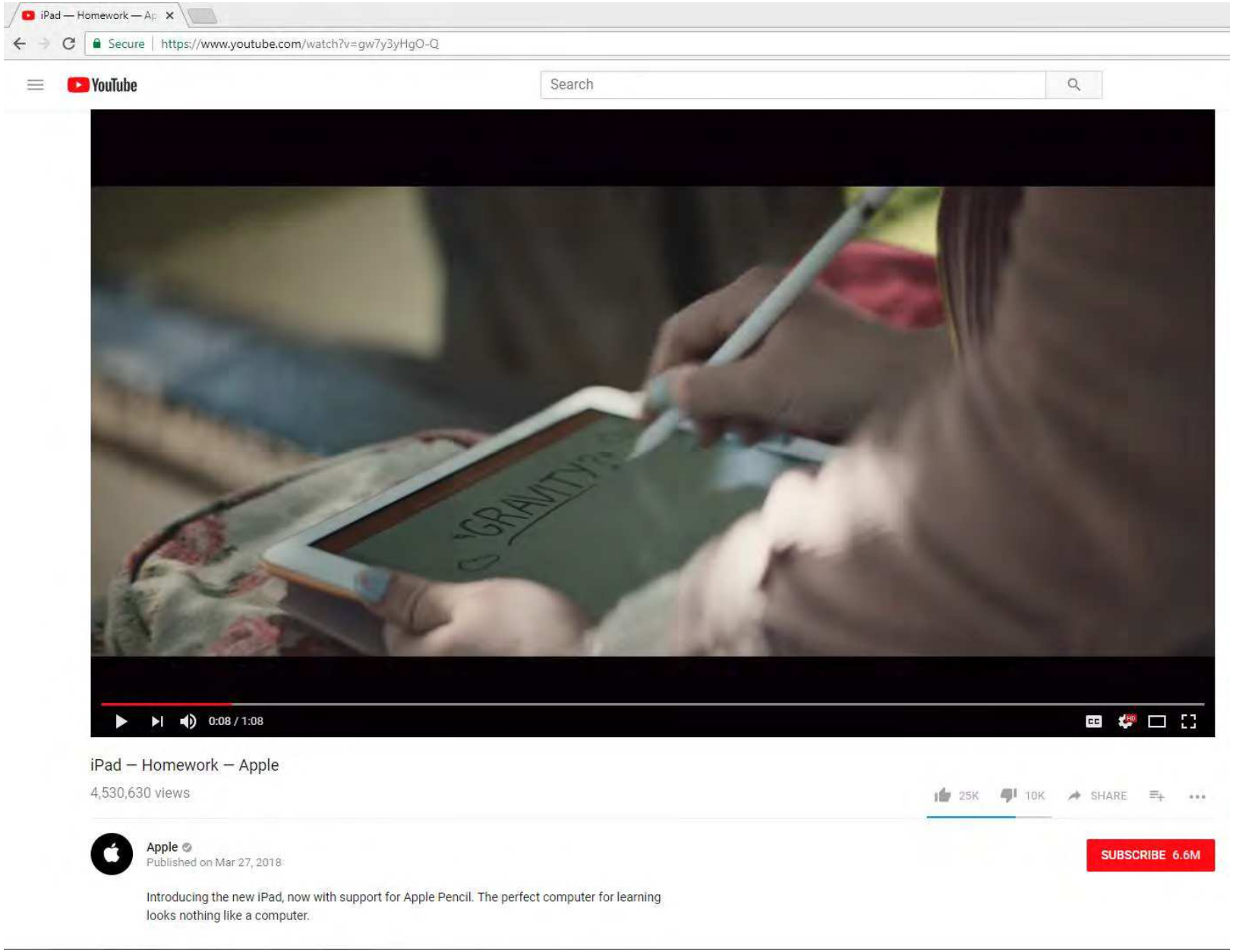
Introducing the new iPad, now with support for Apple Pencil. The perfect computer for learning looks nothing like a computer.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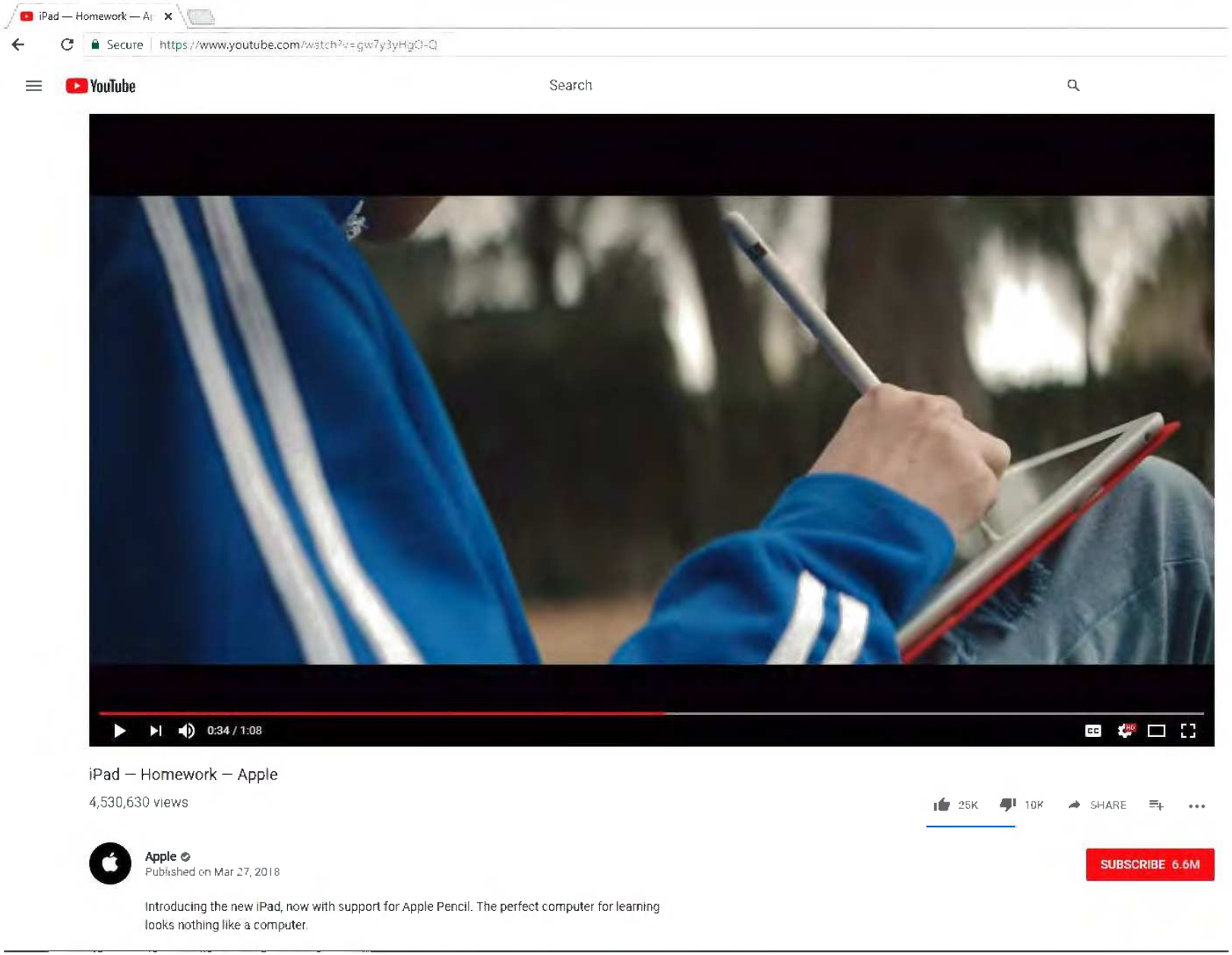
Introducing the new iPad, now with support for Apple Pencil. The perfect computer for learning looks nothing like a computer.


iPad — Homework — A
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https://www.youtube.com/watch?v=gw7y3yHgC0-Q
YouTube
Search
0:34 / 1:08
iPad — Homework — Apple
4,530,630 views
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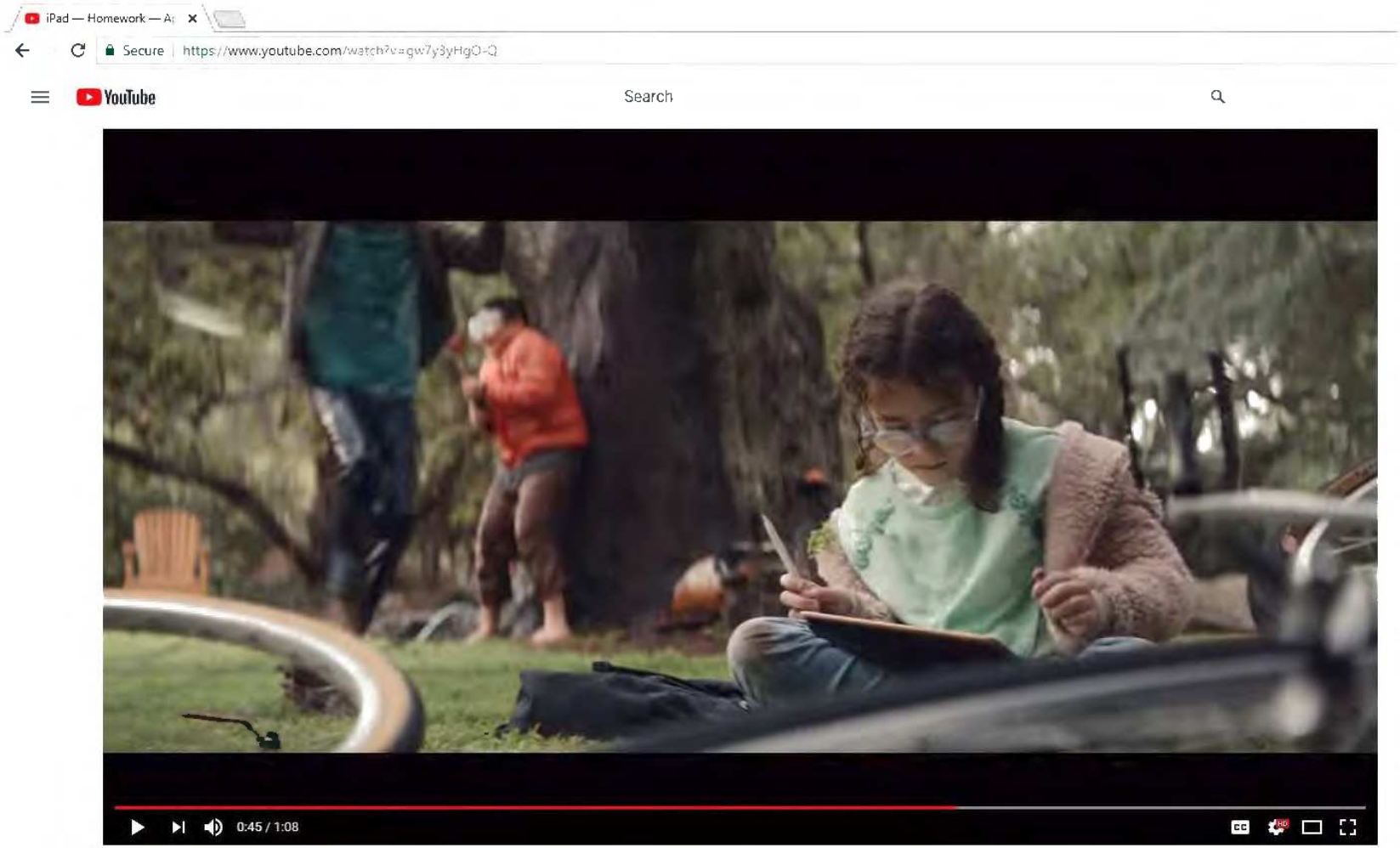

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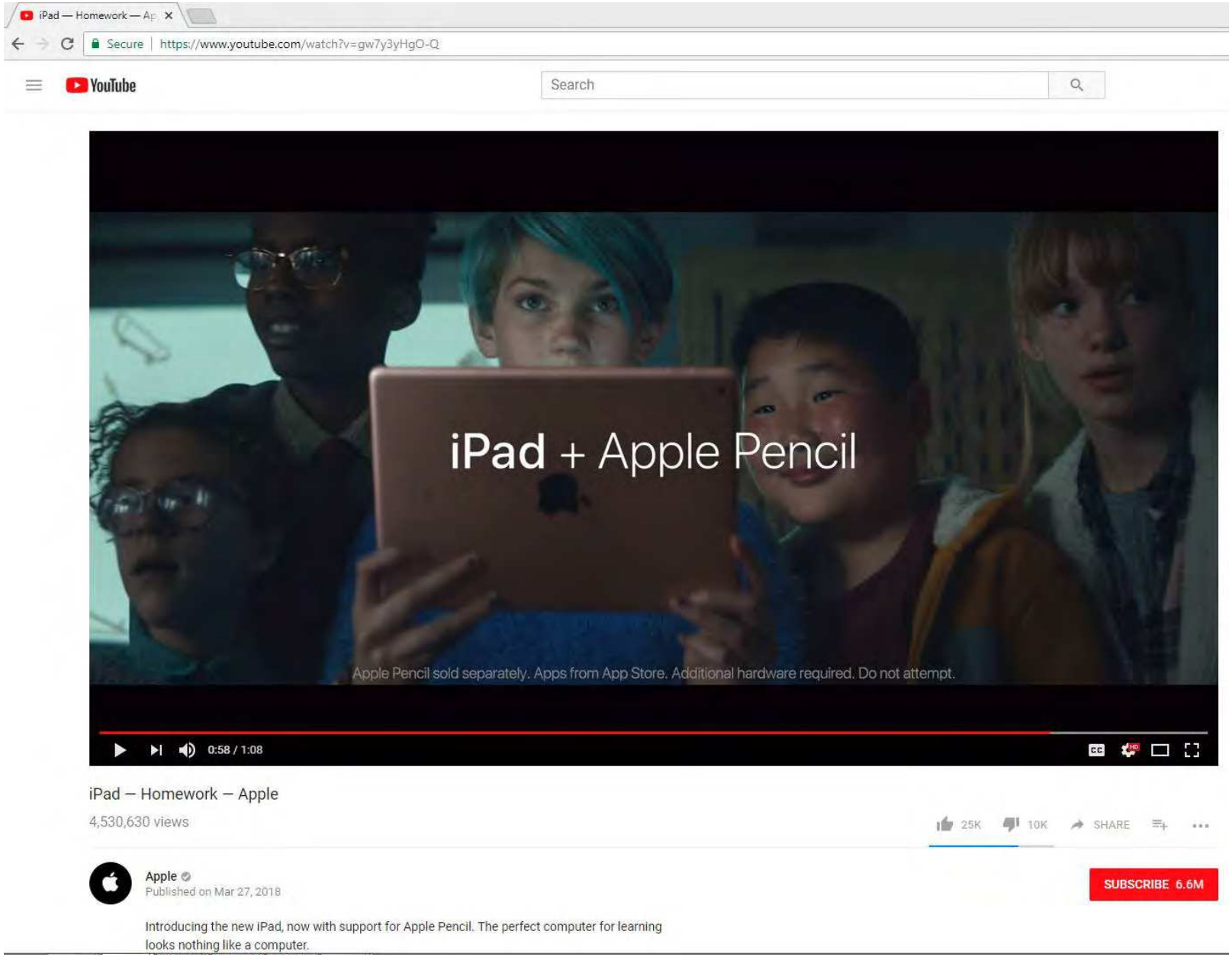
iPad — Homework — Ap
Secure
https://www.youtube.com/watch?v=gw7y3yHgO-Q
YouTube
Search
iPad + Apple Pencil
Apple Pencil sold separately. Apps from App Store. Additional hardware required. Do not attempt.
0:58 / 1:08
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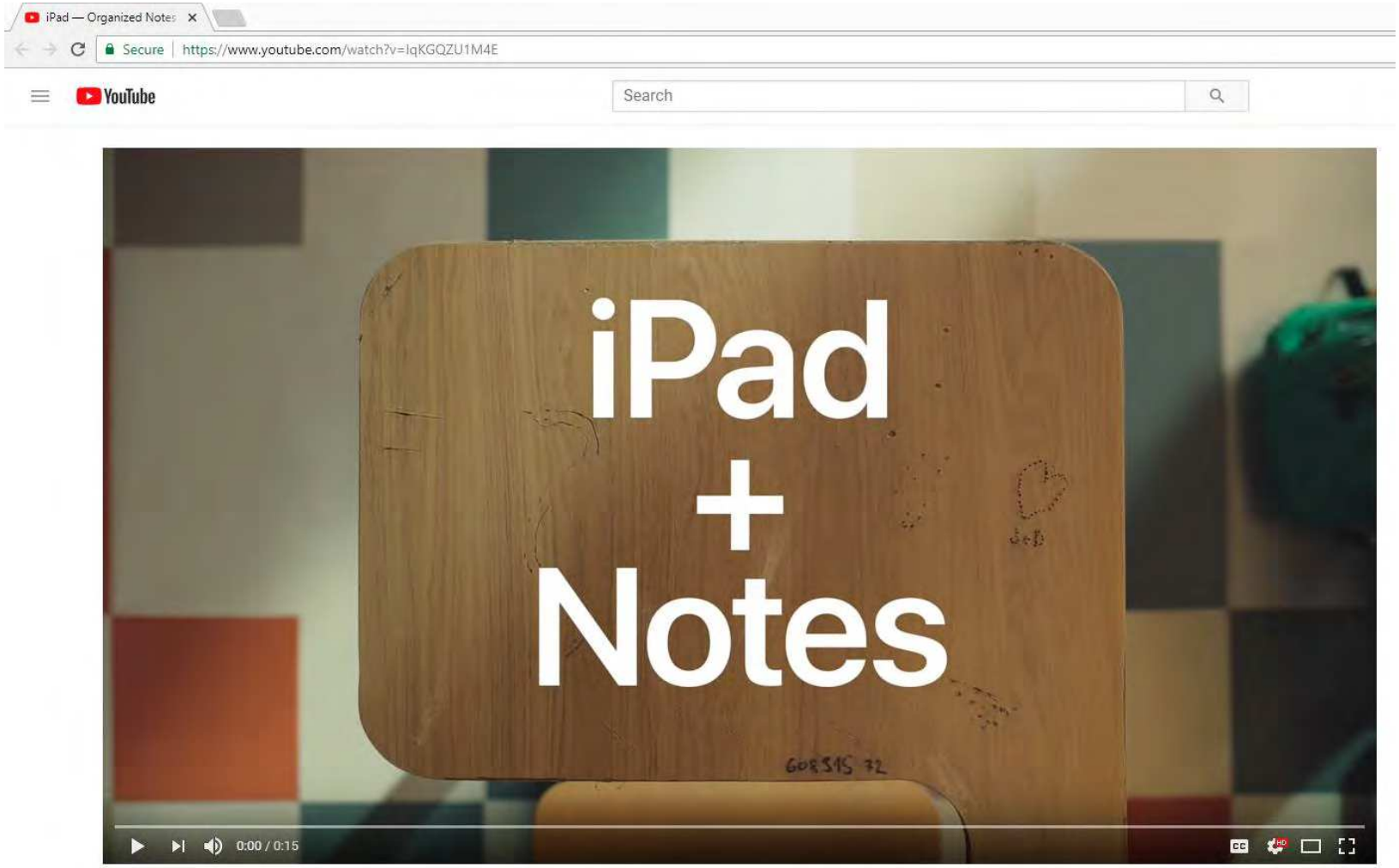

iPad — Organized Notes — Apple

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Apple

Published on Jul 9, 2018

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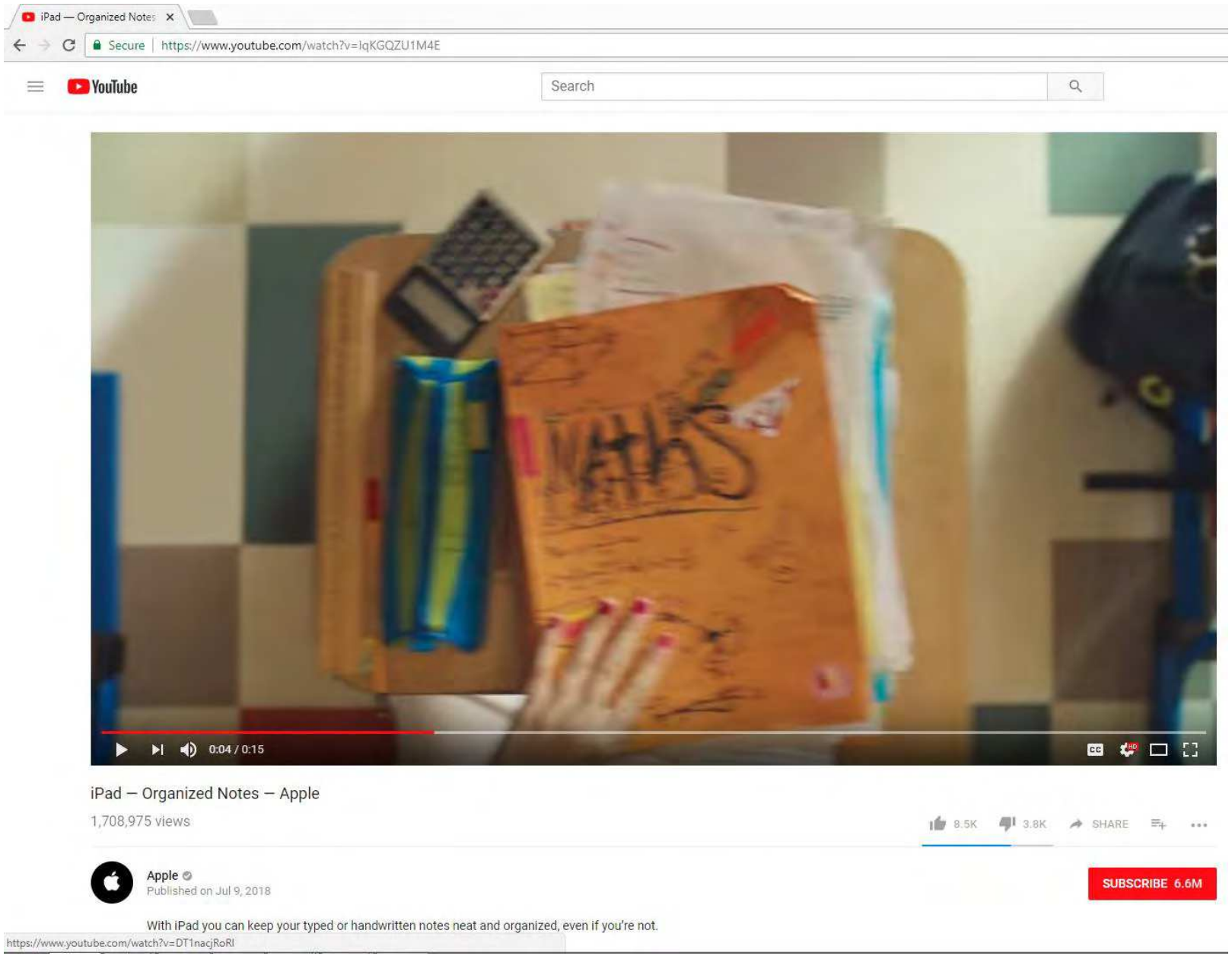
With iPad you can keep your typed or handwritten notes neat and organized, even if you're not.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iPad — Organized Notes

Secure | https://www.youtube.com/watch?v=lqKGQZU1M4E

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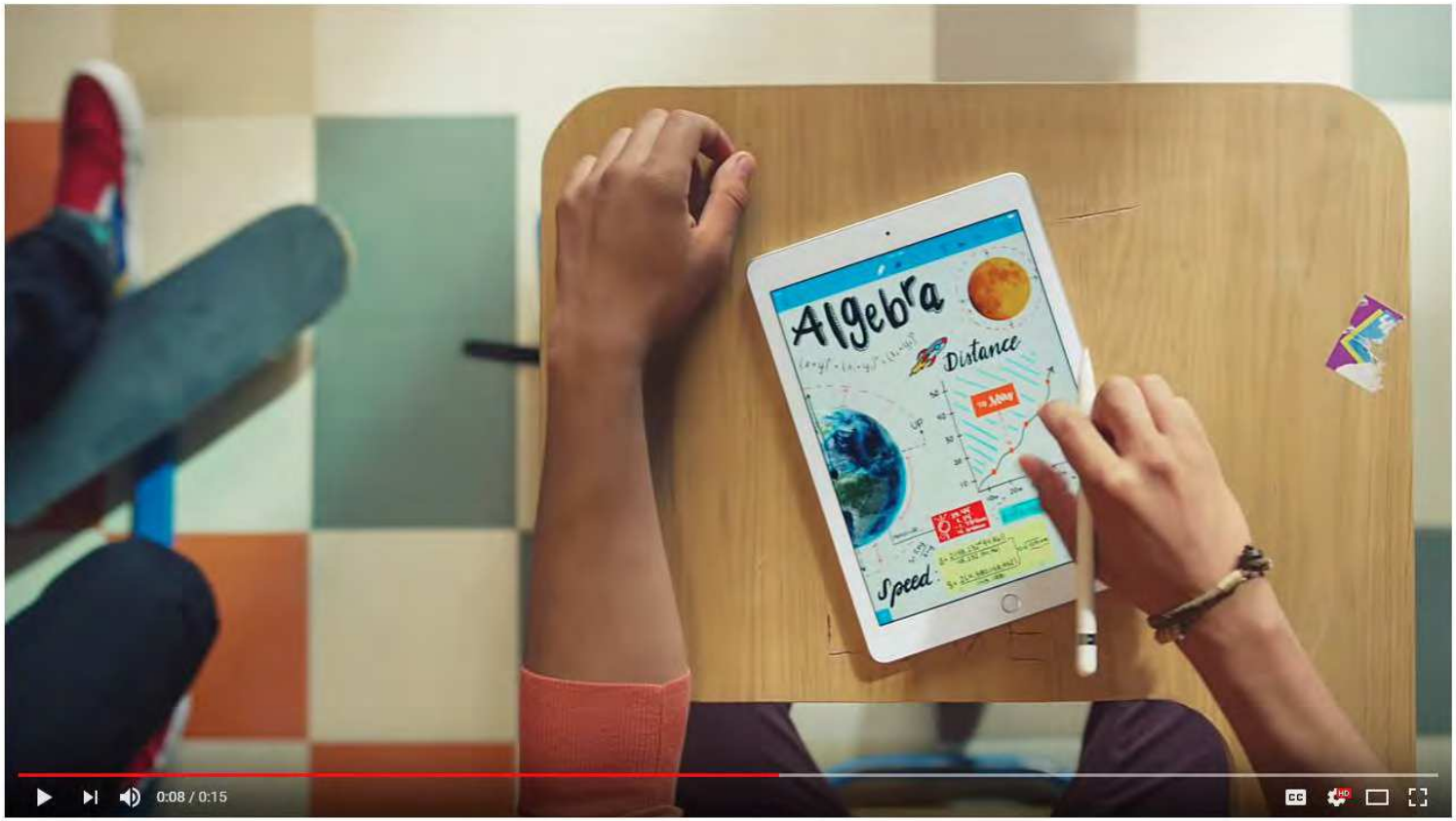

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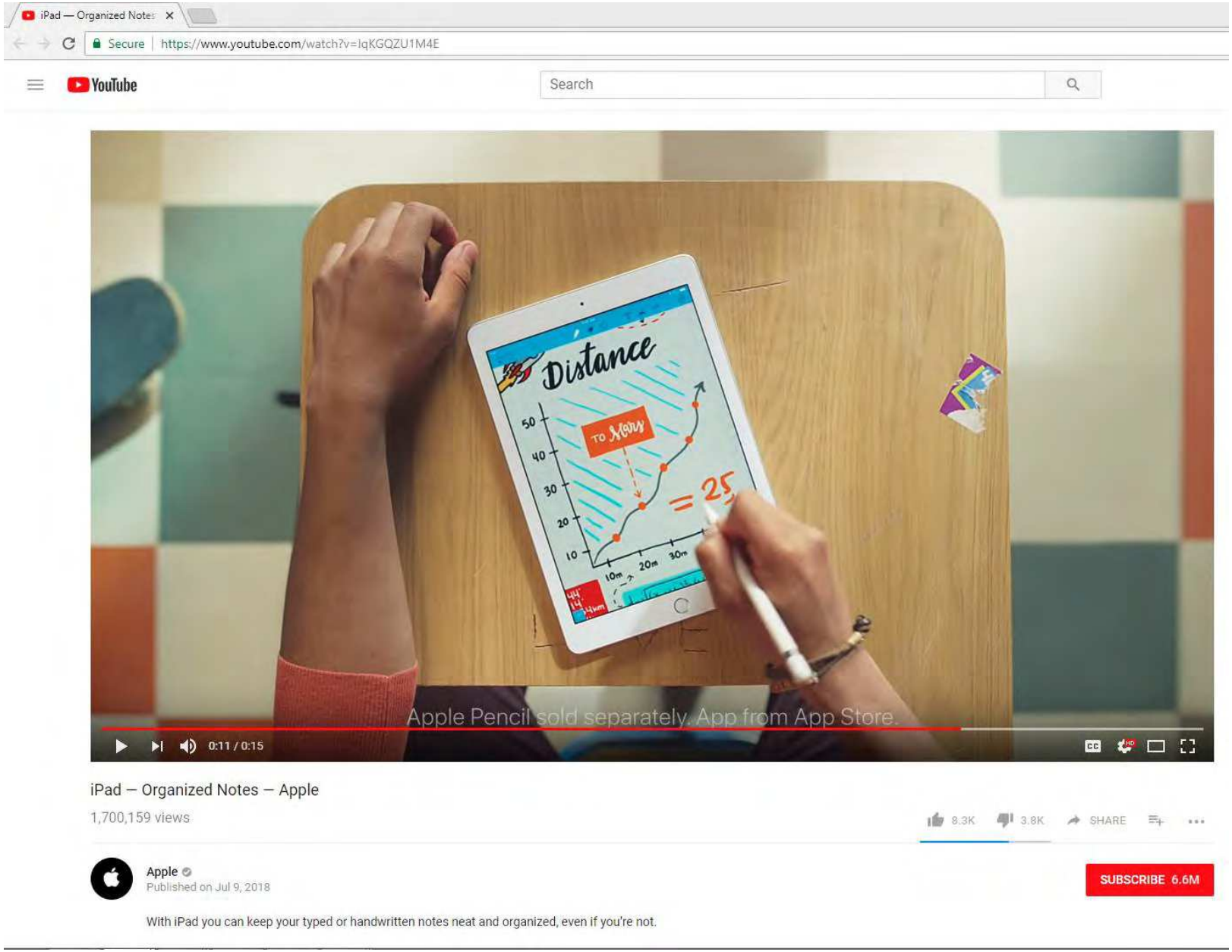
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Apple Pencil sold separately. App from App Store.
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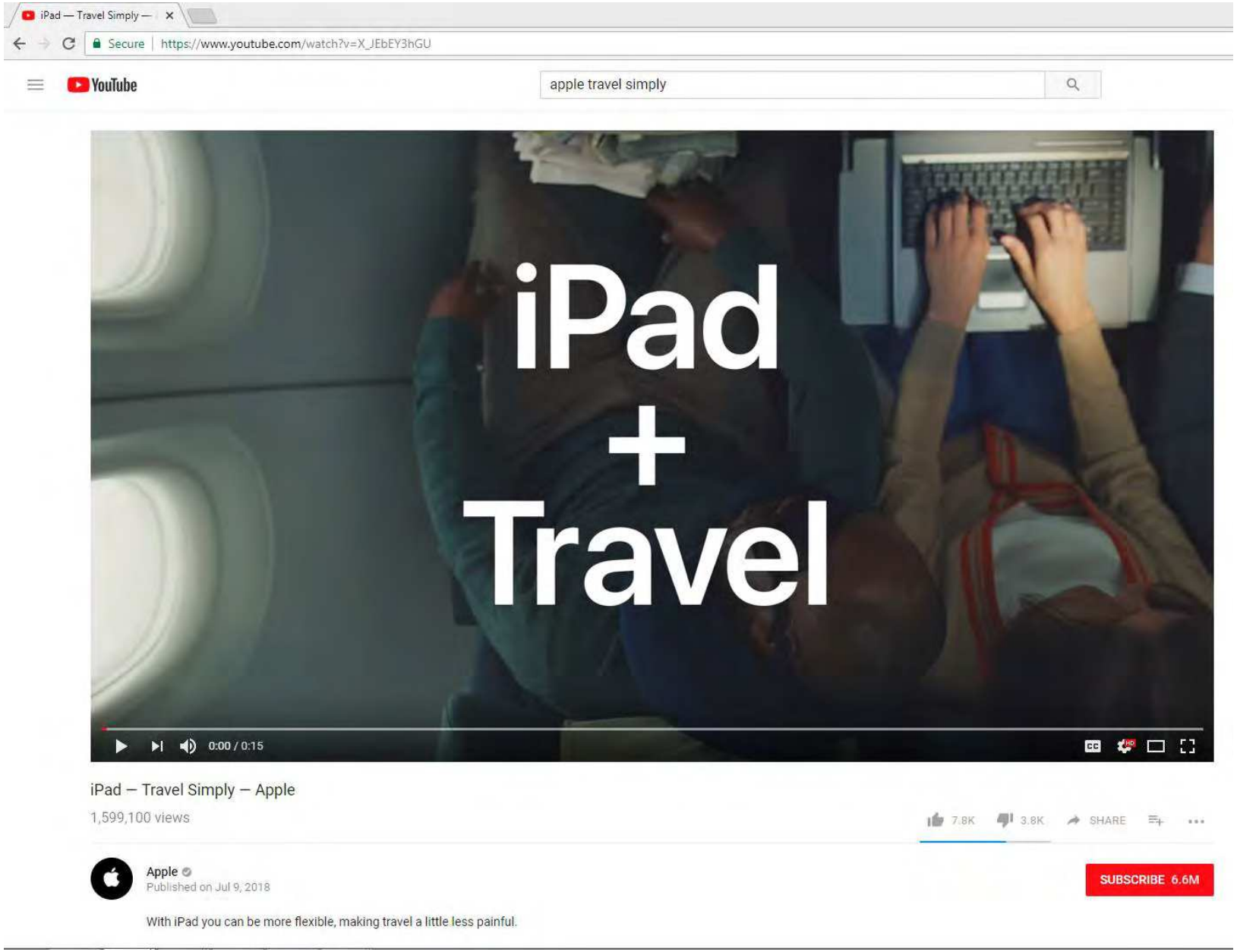
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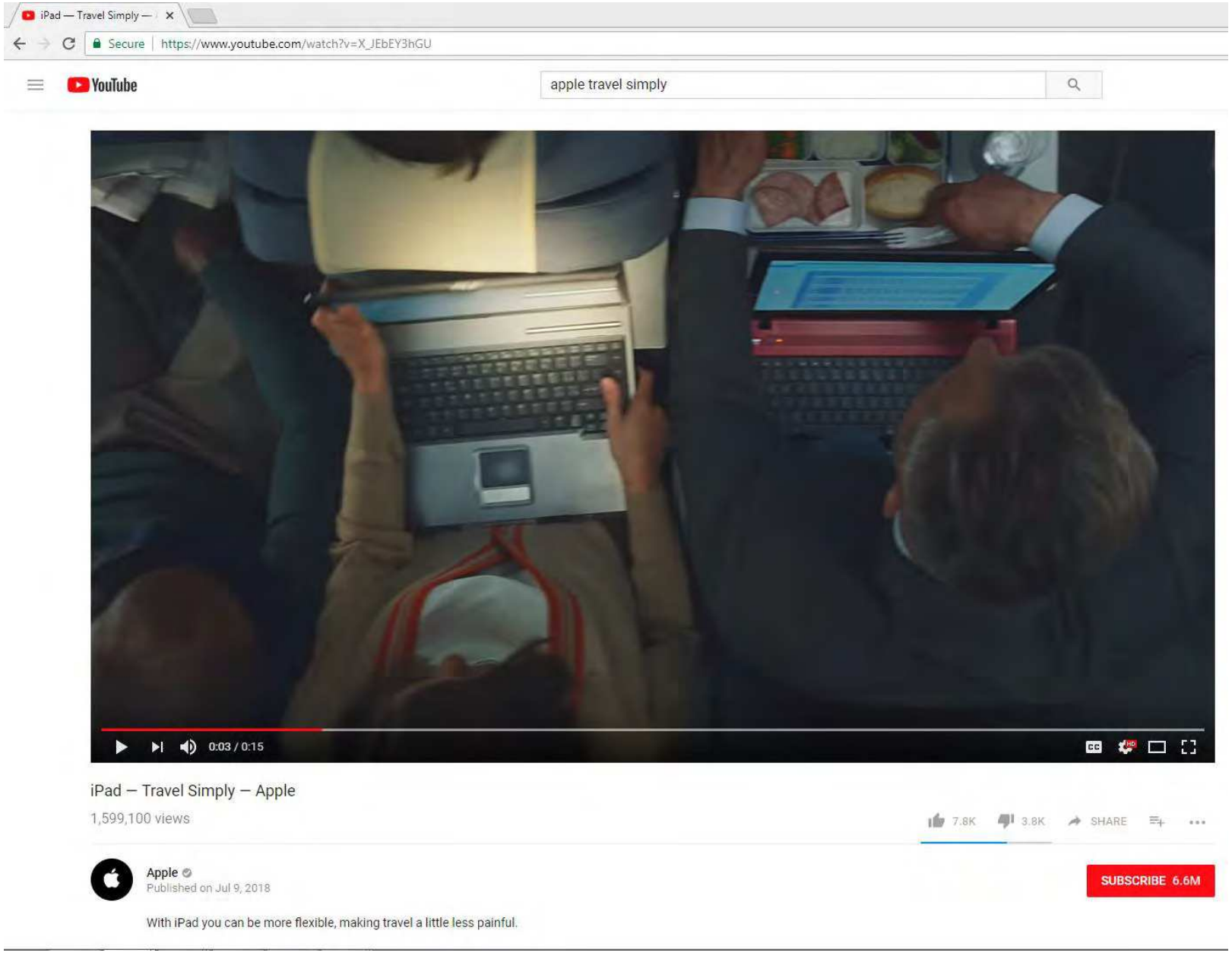
With iPad you can be more flexible, making travel a little less painful.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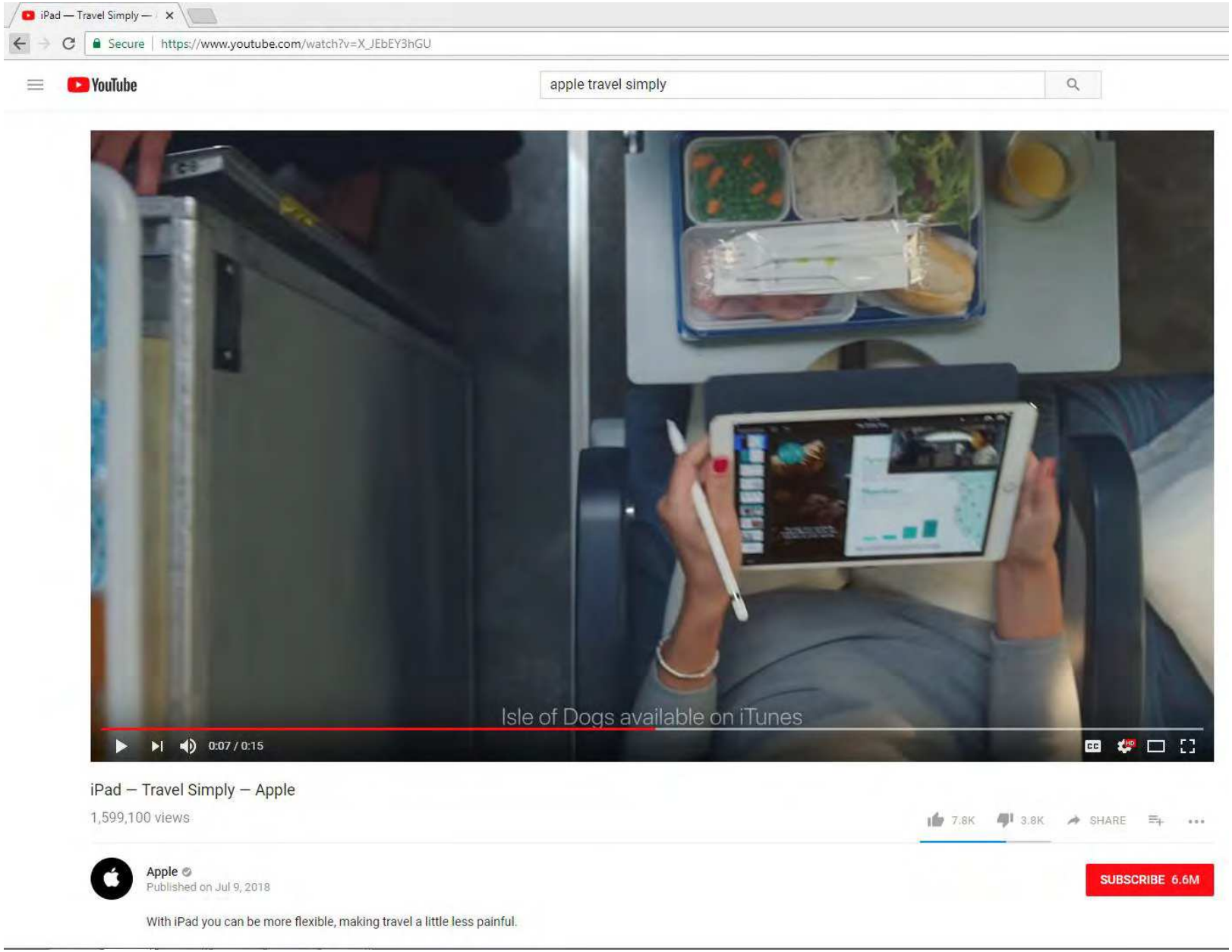
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YouTube
apple travel simply
Isle of Dogs available on iTunes
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With iPad you can be more flexible, making travel a little less painful.

EXHIBIT P

iPad Overview iOS Tech Specs Buy

The new 9.7-inch

iPad

Like a computer. Unlike any computer.

If the computer were invented today, what would it look like? It would be powerful enough for any task. So mobile you could take it everywhere. And so intuitive you could use it any way you wanted — with touch, a keyboard, or even a pencil.[1] In other words, it wouldn't really be a "computer." It would be the new iPad.

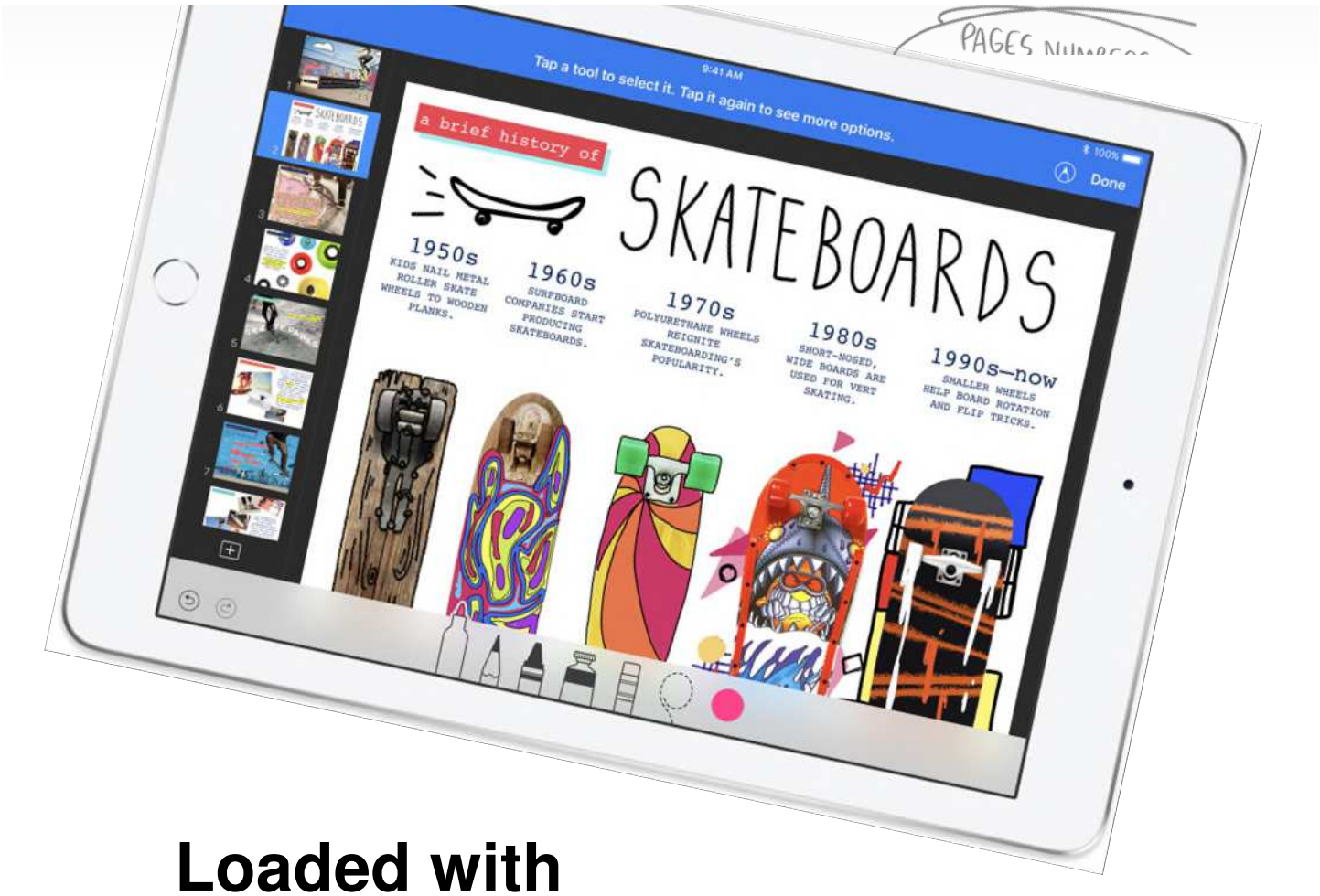
Starting at $329

Notability
Easy note-taking and annotations.

Apple Pencil. Dream it up. Jot it down.

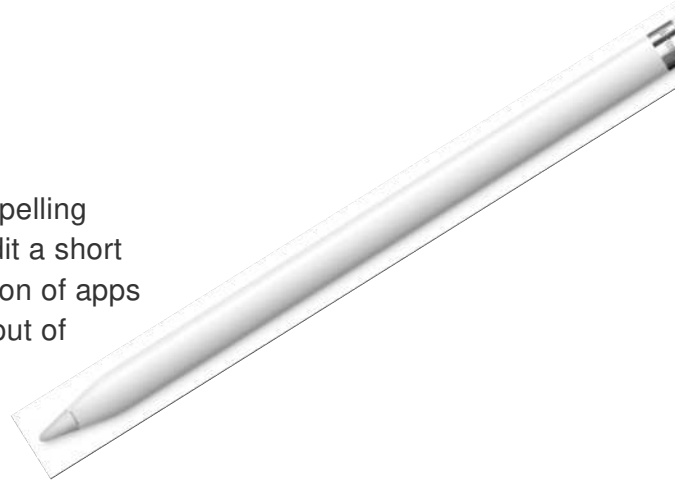
iPad has always been a great way to get what's in your mind down on the page. And now you have a new way to do it. Write notes, paint a watercolor, or sign a lease. With Apple Pencil, you'll do it all with pixel-perfect precision and responsiveness. Use it as naturally as you would a pencil, while doing a whole lot more than you would with one.

Learn more about Apple Pencil

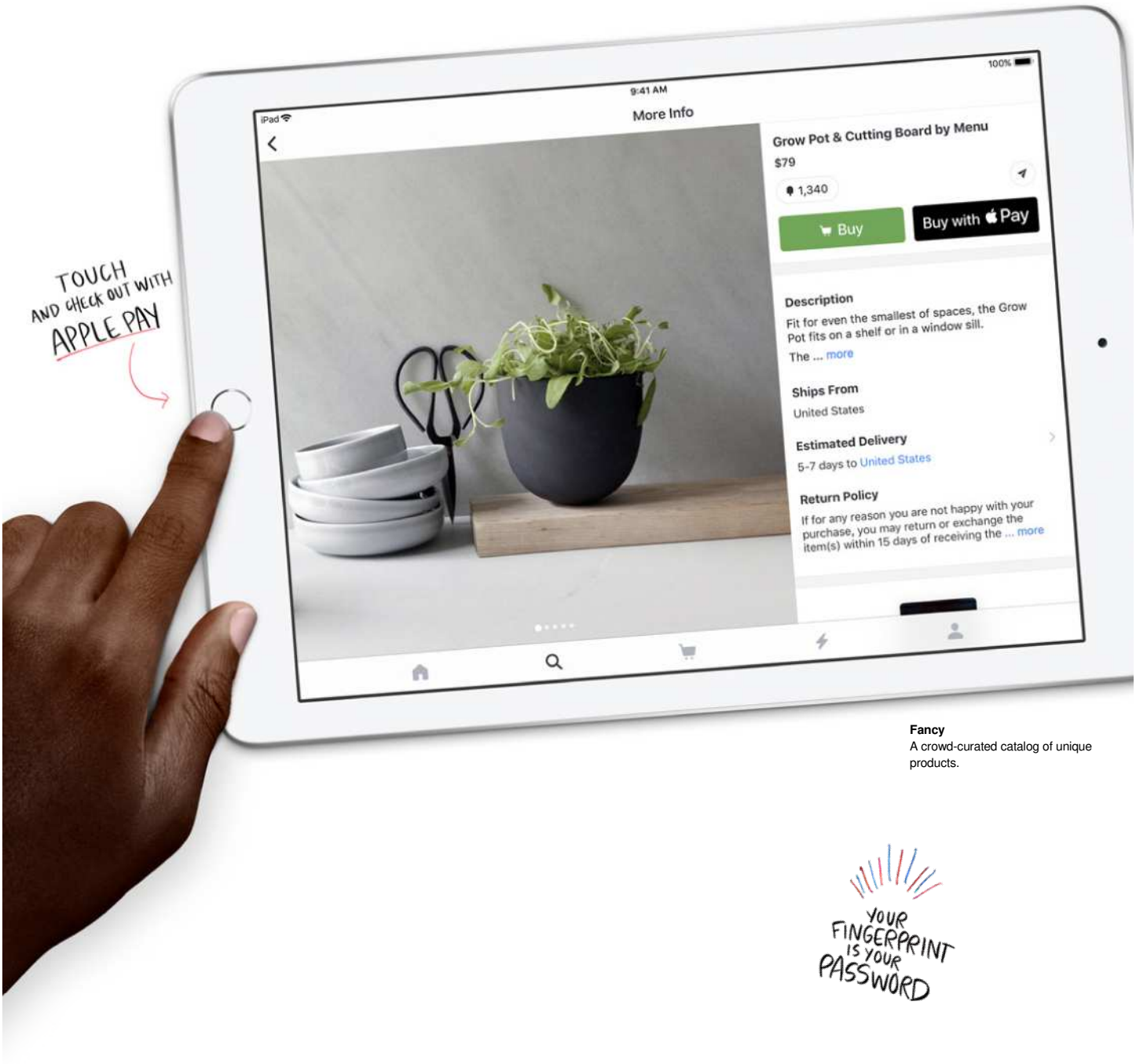


Loaded with powerful built-in apps.

Cut a track with GarageBand, make a compelling presentation with Keynote, or shoot and edit a short film with iMovie. iPad comes with a collection of apps from Apple so you can start creating right out of the box.



stunning you can’t help but touch it. Which is exactly the point.



Fancy
A crowd-curated catalog of unique products.

iPad Pro

Overview iOS Tech Specs Buy

iPad Pro

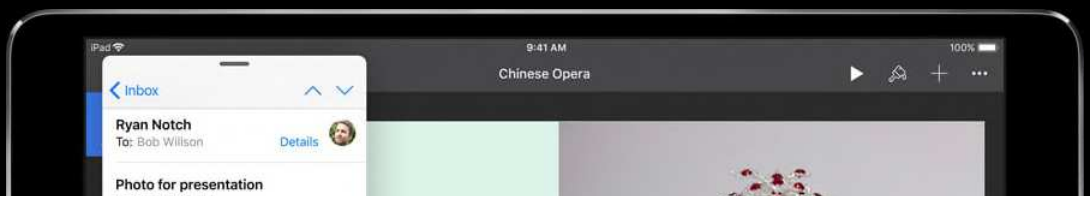
Anything you can do, you can do better.

Watch the films ›

ProMotion. You've never seen or felt anything like it.

The new iPad Pro Retina display features ProMotion technology, with support for a 120Hz refresh rate. So movies and videos look spectacular, while games play smoothly without distracting artifacts. Fast, it turns out, is incredibly beautiful. And however you use the display — with your finger or Apple Pencil — everything will feel more responsive.

Even more to meet the eye.



Apple Pencil

Now even sharper.

iOS 11 makes Apple Pencil even more useful.

Do even more on iPad Pro with iOS 11.

Watch short films that show how the new features in iOS 11 make iPad Pro — and you — even more capable. Get hands-on tips for using the all-new Dock, enhanced multitasking, the powerfully simple Files app, and more.

Watch the films ›

Cover it. Connect it. Love it.

From durable cases and covers to Apple Pencil and the Smart Keyboard, there's a world of accessories to help you get the most out of your iPad Pro.

Shop iPad Pro accessories ›

Keynote

Beautiful presentations for everyone. By everyone.

With its powerful tools and dazzling effects, Keynote makes it easy to create stunning and memorable presentations. You can even use Apple Pencil on your iPad to create diagrams or illustrations that bring your slides to life. And with real-time collaboration, your team can work together, whether they're on Mac, iPad, or iPhone, or using a PC.

Preview Keynote for iOS ↗ Preview Keynote for Mac ↗ Start using Keynote at iCloud.com ↗

Presentations as polished as your ideas.

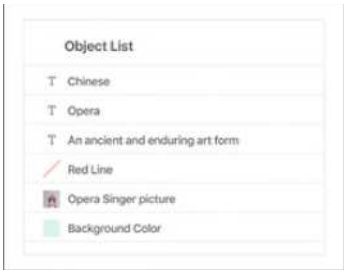
Right from the beginning, Keynote sets the stage for a compelling presentation. A clean, intuitive interface puts important tools front and center, so everyone on your team can easily add impressive charts, edit photos, and incorporate cinematic effects. And Rehearse Mode for iPhone or iPad lets you practice on the go, with the current or next slide, notes, and clock — all in one view.

Start with a gorgeous layout.

Choose from over 30 eye-catching themes that instantly give your presentation a professional look. Or create your own master slides, background images, and page-by-page customization.

Play to the crowd with Keynote Live.

With Keynote Live, you can invite many people in different places to watch your presentation in real time on a Mac, iPad, iPhone, or the web. No projector required.

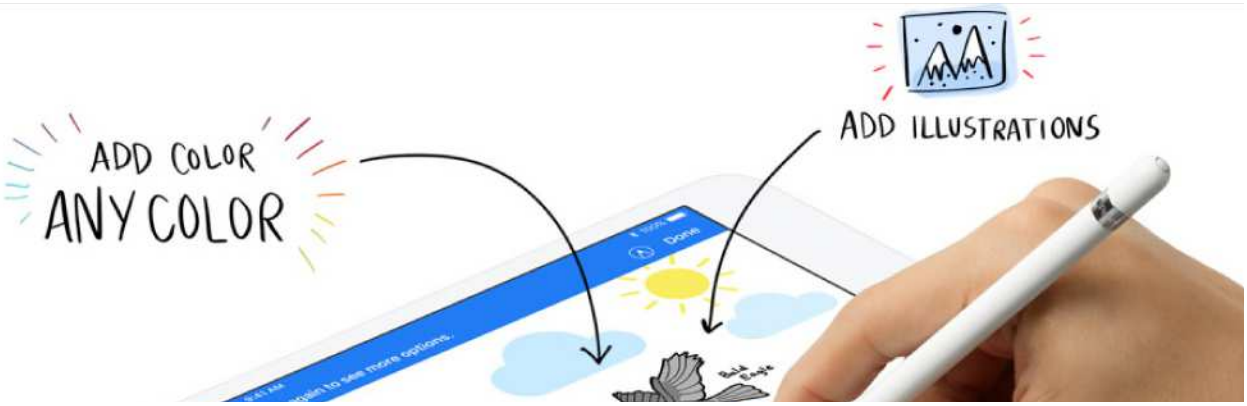


Know what's on every slide.

In Keynote for macOS, the Object List lets you easily select, edit, and organize objects — no matter how complex the slide.

Keynote and Apple Pencil.

Add illustrations and handwritten comments for more beautiful presentations with Apple Pencil on your iPad.



Collaborate with anyone. Anywhere.

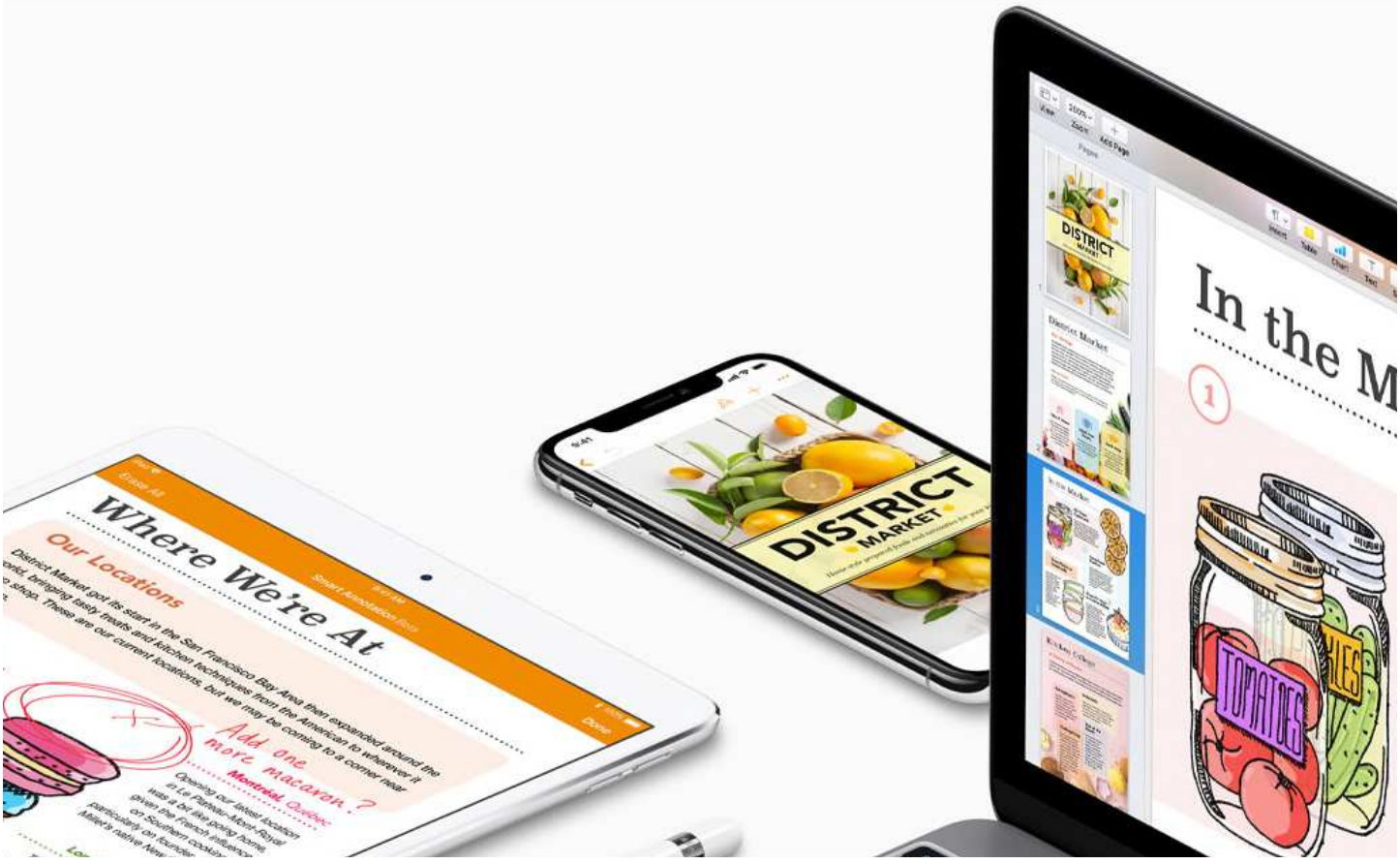
Work together in the same presentation, from across town or across the world. You can see your team's edits as they make them — and they can watch as you make yours, too. Just select a name on the collaborator list to jump to anyone's cursor.

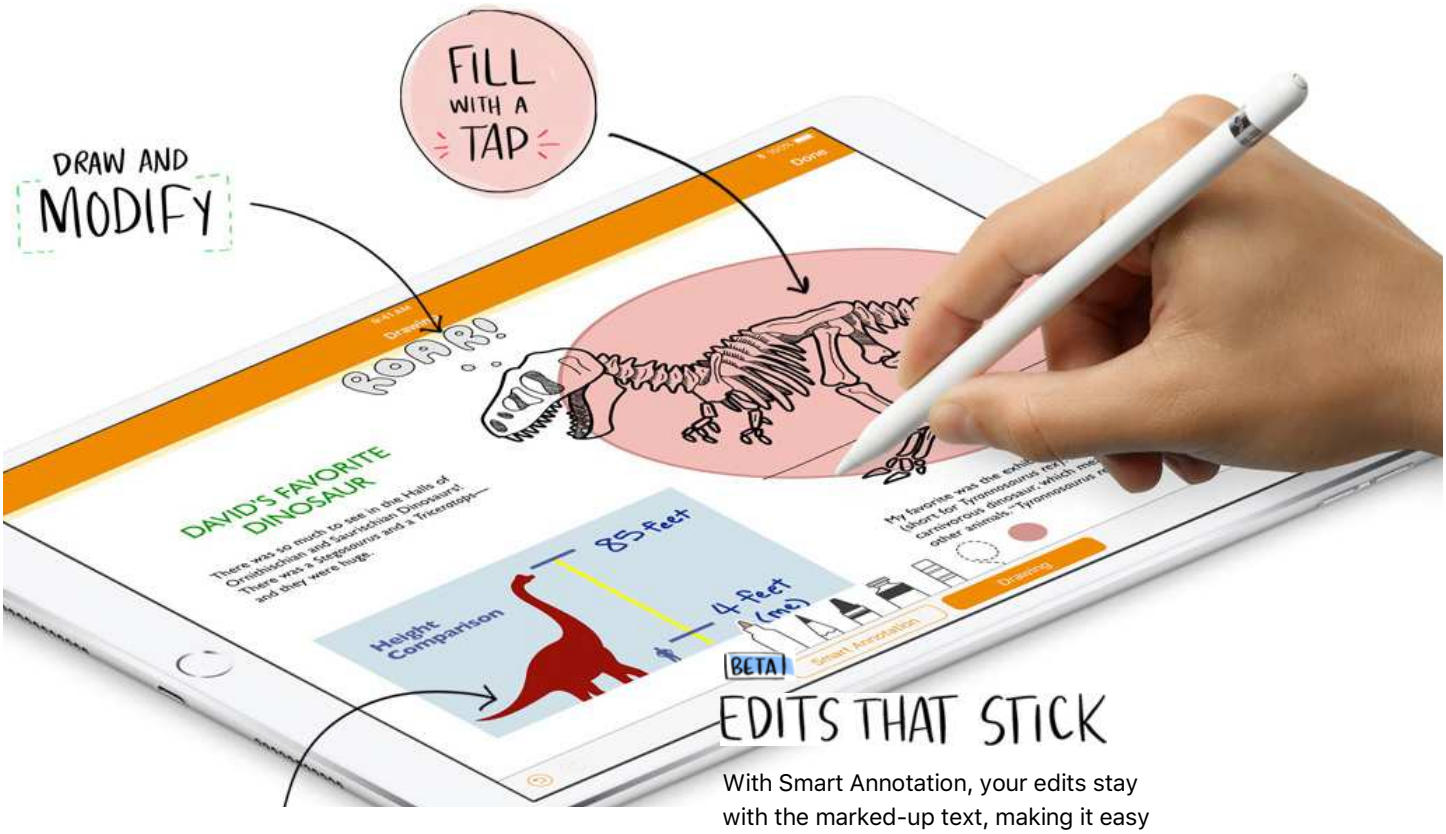
Pages

Create and collaborate on documents that are beautiful beyond words.

Pages is a powerful word processor that lets you create stunning documents. You can even use Apple Pencil on your iPad to add comments and illustrations by hand. And with real-time collaboration, your team can work together, whether they're on Mac, iPad, or iPhone, or using a PC.

Preview Pages for iOS ↗ Preview Pages for Mac ↗ Start using Pages at iCloud.com ↗





EDITS THAT STICK

With Smart Annotation, your edits stay with the marked-up text, making it easy for you and your team to incorporate changes.

Collaborate with anyone. Anywhere.

Work together in the same document, from across town or across the world. You can see your team's edits as they make them — and they can watch as you make yours, too. Just select a name on the collaborator list to jump to anyone's cursor.

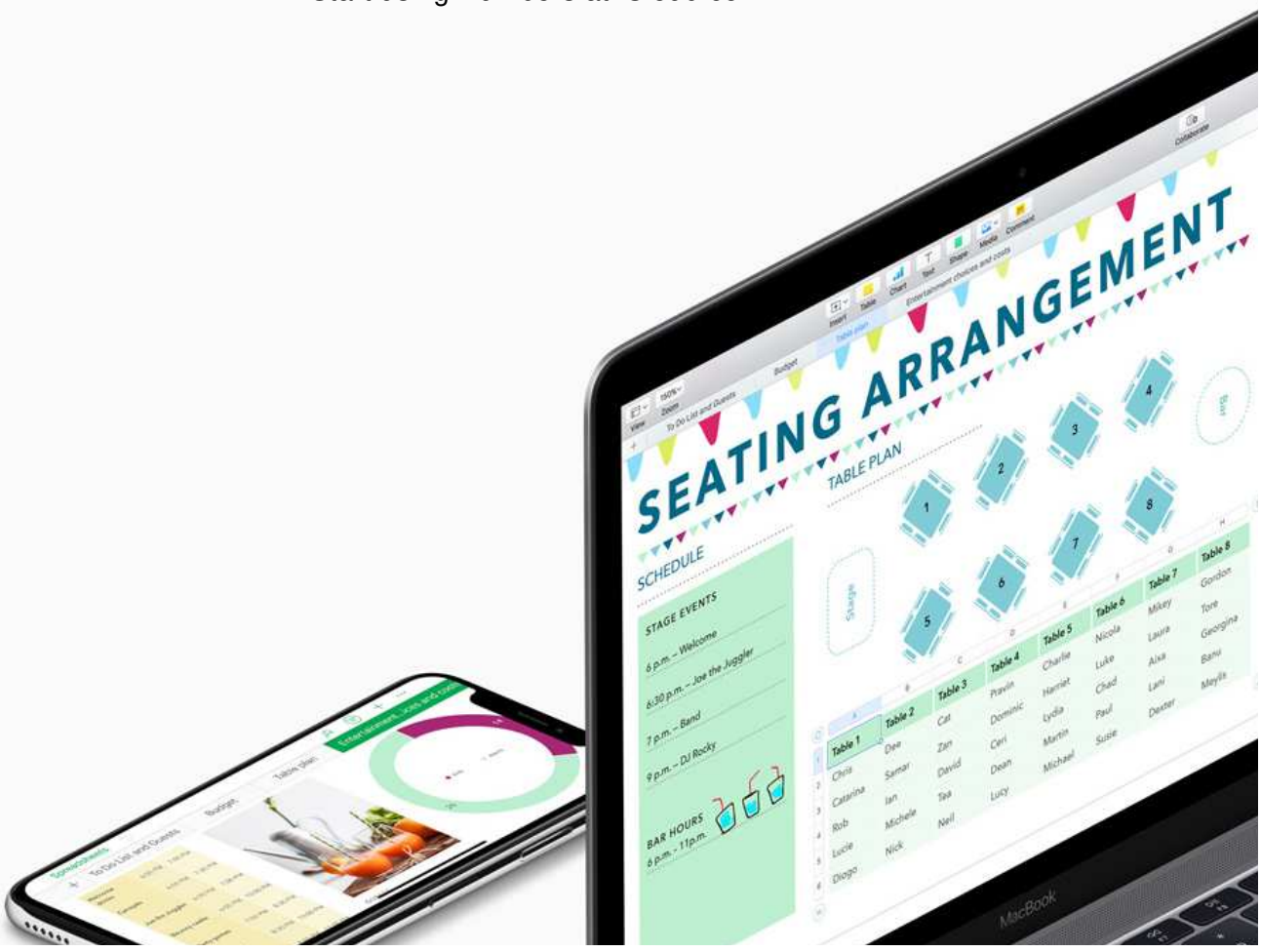
Numbers

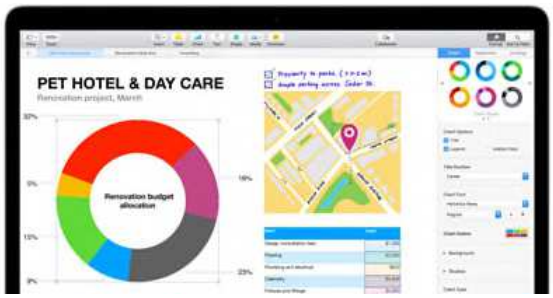
Stunning spreadsheets that bring everyone to the table.

With Numbers, you can create beautiful spreadsheets that include impressive tables and images. You can even use Apple Pencil on your iPad to add useful diagrams and colorful illustrations. And with real-time collaboration, your team can work together, whether they're on Mac, iPad, or iPhone, or using a PC.

Preview Numbers for iOS Preview Numbers for Mac

Start using Numbers at iCloud.com





Put your data on display.

Dynamic donut charts, bars and columns with adjustable rounded corners, interactive graphs, and a library of over 600 customizable shapes help you turn your numbers into beautiful data visualizations.

Numbers and Apple Pencil. ✓

Sketch diagrams and add notes to help you visualize your data with Apple Pencil on your iPad.

EXHIBIT Q

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Info and Ads

Create a Page

Like Share Suggest Edits ...

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11,174,310 people like this

11,302,279 people follow this

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11,174,310 likes
4,156,138 visits

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Cars

See more of Apple on Facebook

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Email or Phone Password Log In

Forgot account?

Apple
December 5, 2017 ·

Use Apple Pencil to mark up anything, like a website, an email or even a cast.

iPad Pro + iOS 11

For a post-PC world

apple.com/au/ipad Learn More

3.1M Views

957 Likes 136 Comments 77 Shares

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Tweets 853K | Following 27 | Followers 903K | Likes 2 | Moments 5 | Follow

Apple Support

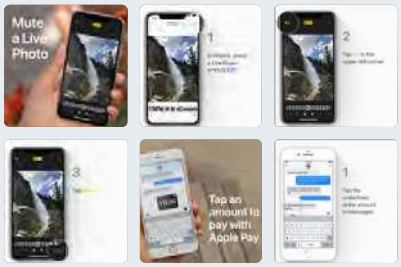
@AppleSupport

We're here to provide tips, tricks and helpful information when you need it most. We're available every day to answer your questions, from 5am-8pm Pacific.

Cupertino, CA

support.apple.com

Joined June 2015



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Sign up now to get your own personalized timeline!

Sign up

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Worldwide trends

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#كاظم_الساهر_في_الطايف
21.3K Tweets

Isner
106K Tweets

#GodIsAWomanVideo
132K Tweets

#FridayThe13th
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DeMarco Murray
12.6K Tweets

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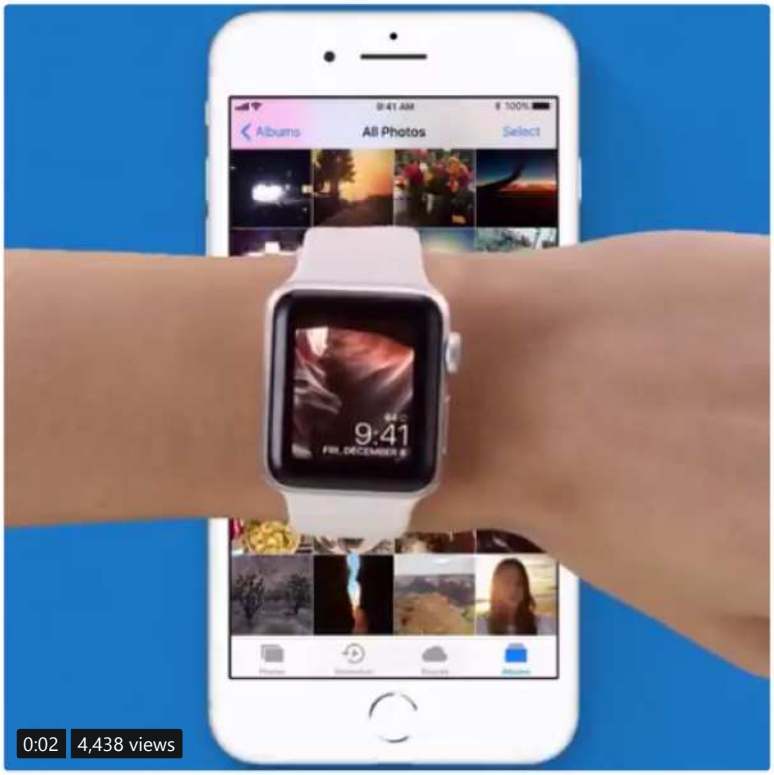
Apple Support @AppleSupport · 51m
See a photo you love, every time you raise your wrist.

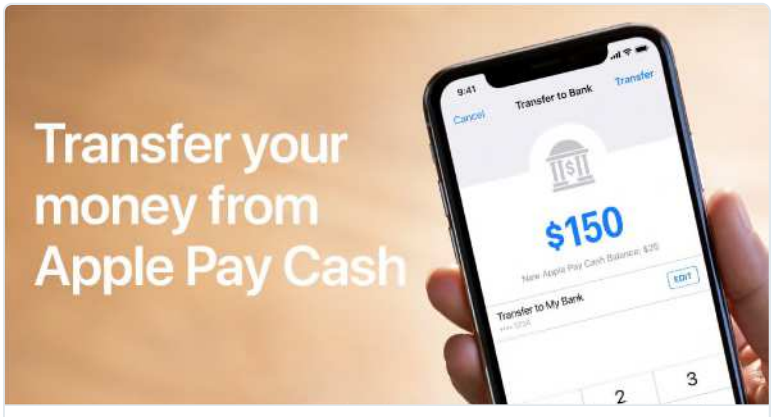
Check out our YouTube video and see how to add a photo to your Apple Watch face: apple.co/2zy9A8i



3 19 79

Apple Support @AppleSupport · Jul 12
Ways you can use your Apple Pay Cash balance:
a. Check out quickly in stores
b. Send money to your friends
c. Add to your vacation fund
d. All of the above

Here's how to transfer the balance to your bank account.



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40 52 192

Apple Support @AppleSupport · Jul 11

Enjoy that majestic waterfall, without the loud crashing sound.

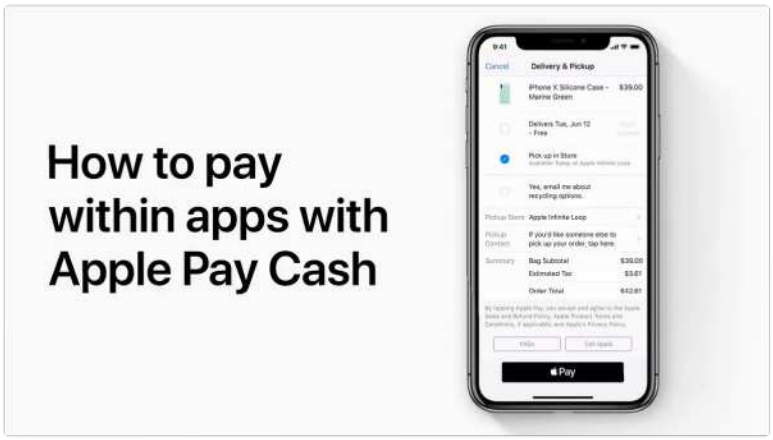
Here's how to mute a Live Photo: apple.co/2ztDNpb

15 56 300

Apple Support @AppleSupport · Jul 10

Fast, secure, and no credit card required. Use your Apple Pay Cash balance to pay in apps and websites.

Learn more: apple.co/2m8Oynj



46 65 318

Apple Support @AppleSupport · Jul 9

Pay your friend back for last week's brunch, no new app required.

Here's how to use Apple Pay in Messages: apple.co/2m6edg8

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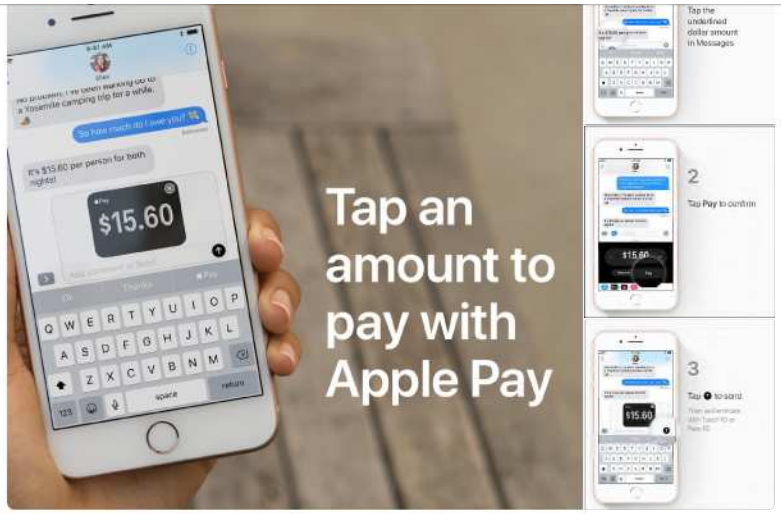
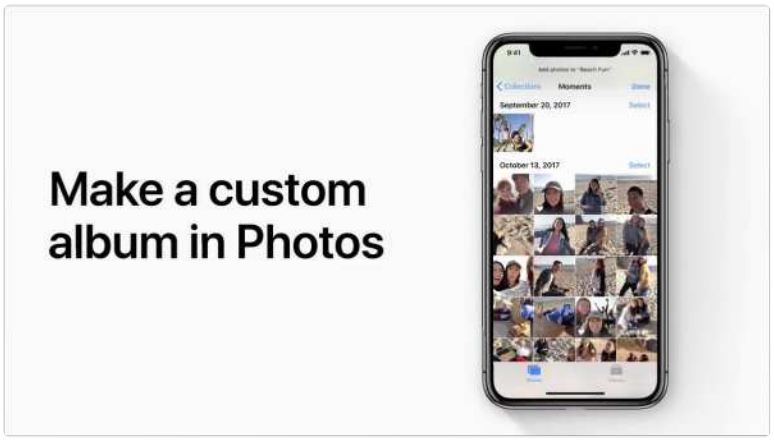


47 76 289

Apple Support @AppleSupport · Jul 8

Organize your photos and videos by level of awesomeness. 😍
Here's how to create custom albums.

Learn more about organizing your photos: apple.co/2zhA8ug



18 93 361

Apple Support @AppleSupport · Jul 7

Your Apple Watch monitors your heart rate throughout the day, and can alert you if it goes over a chosen BPM when you appear to be inactive.

Learn more about heart rate notifications: apple.co/1QnX7WK

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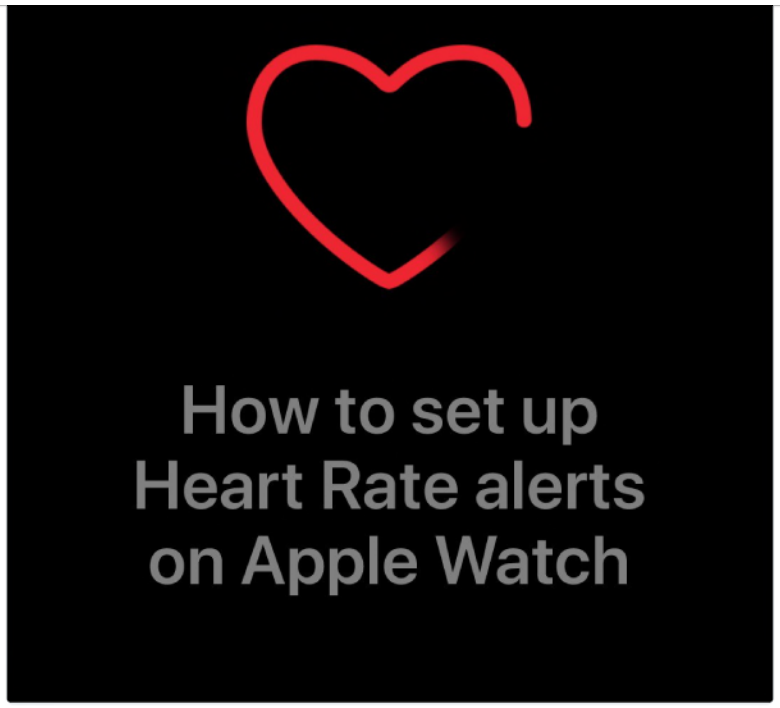

23 149 575

Apple Support @AppleSupport · Jul 6

Send money to your friends across the table, or across the U.S.

Set up Apple Pay Cash to start sending money, with a text. Here's how.

58 87 351

Apple Support @AppleSupport · Jul 5

Filter? Or no filter?

Tap the photo while you're editing to quickly compare it to the original. Like this.

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@AppleSupport

Follow

Apple Pencil is great for:
a. Note-taking
b. Annotating
c. Coloring
d. All of the above

Here's how to get started with Apple Pencil on iPad Pro and the new iPad.

How to use Apple Pencil with iPad Pro and iPad (6th generation)
support.apple.com

11:49 AM - 5 Apr 2018

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35 98 378

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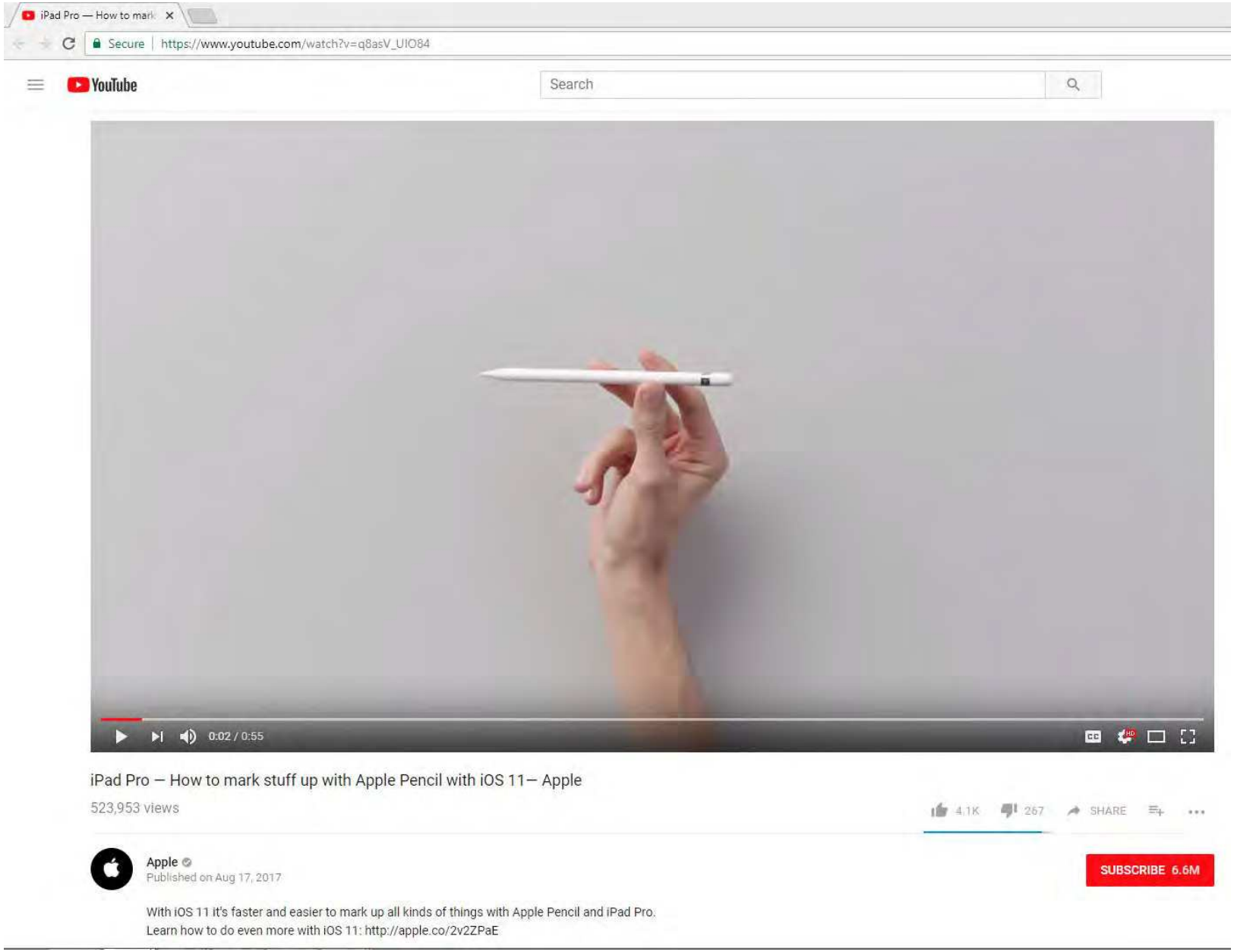
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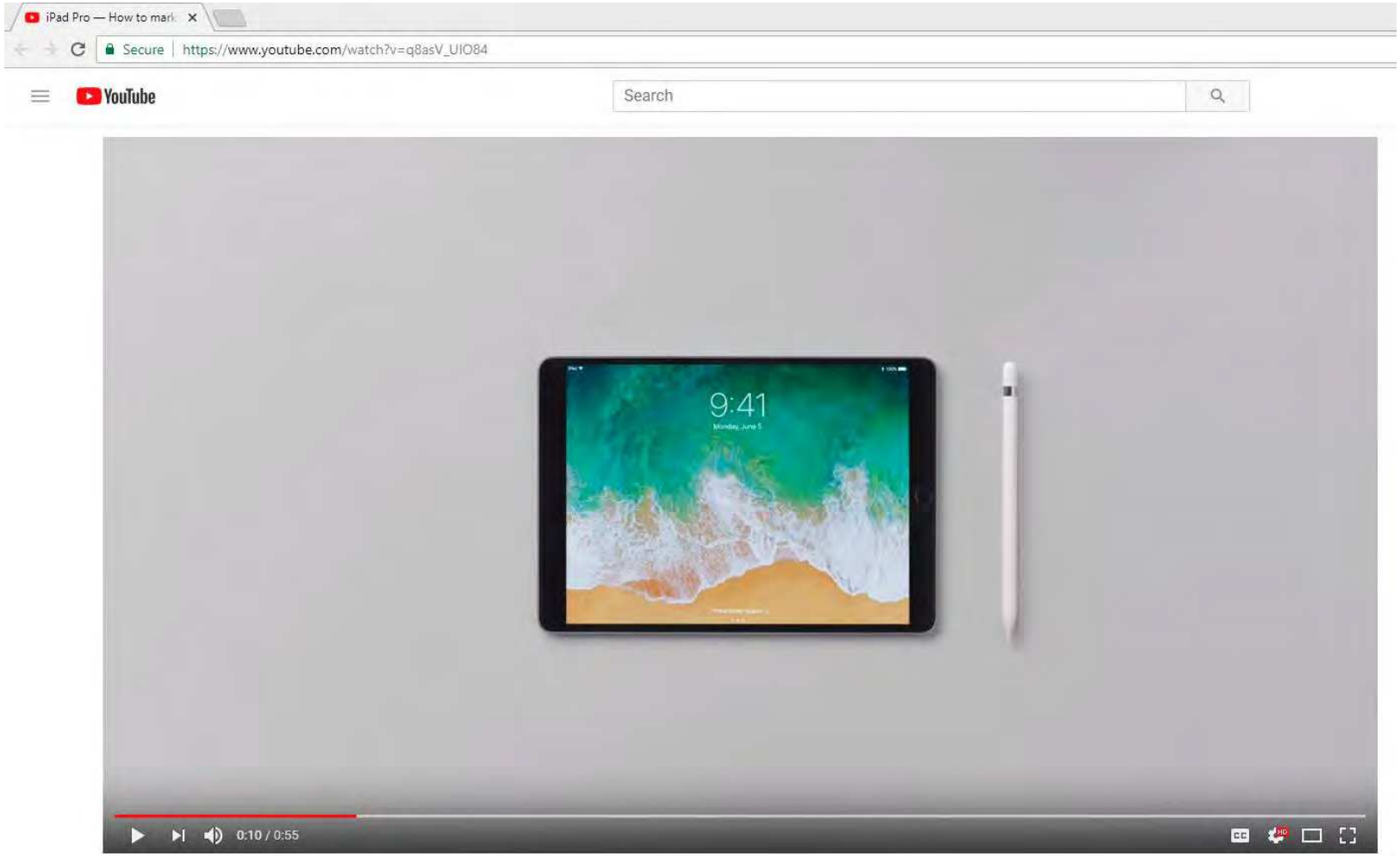

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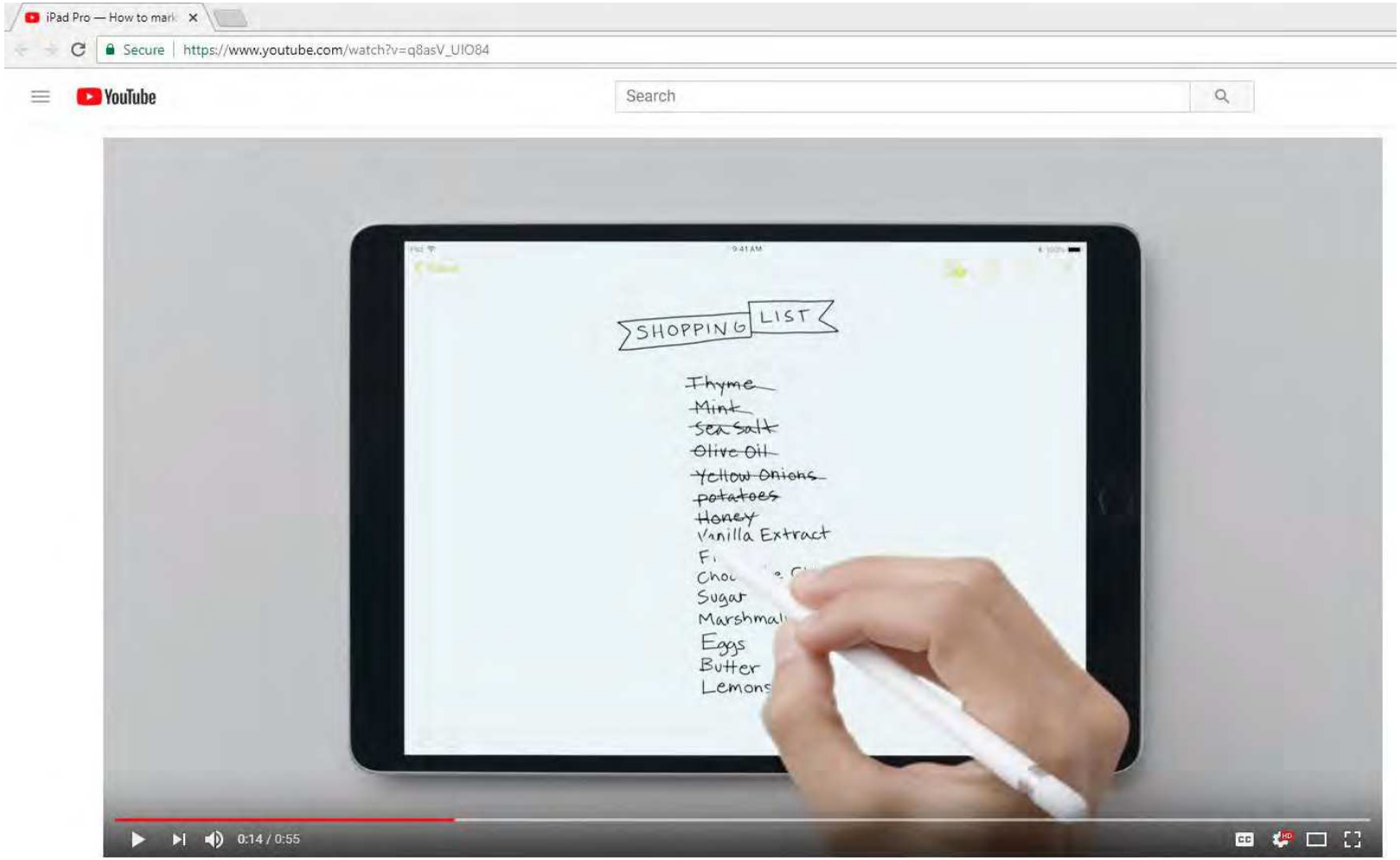

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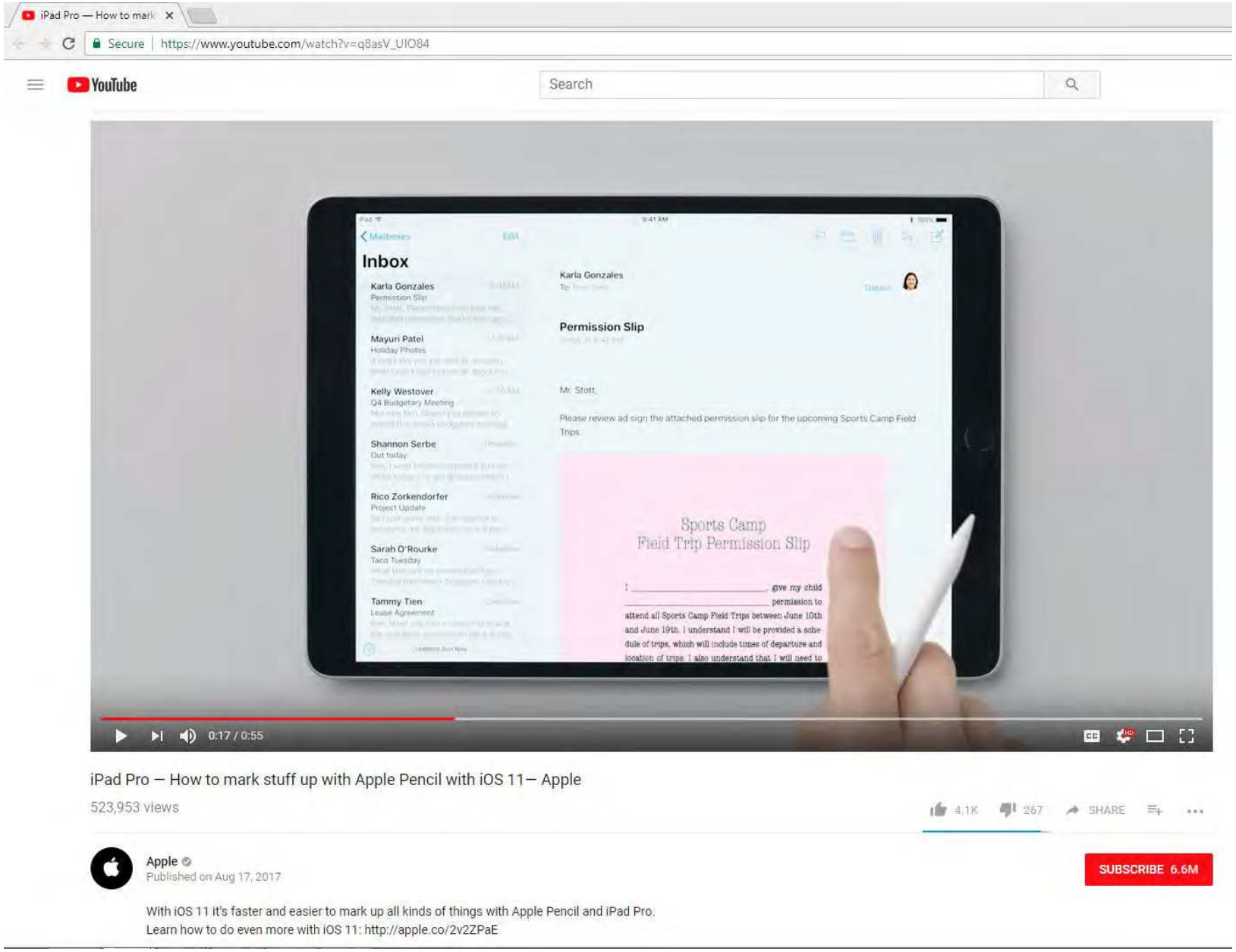

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YouTube Search

and June 19th. I understand I will be provided a schedule of trips, which will include times of departure and location of trips. I also understand that I will need to provide money to pay for the cost of the trip and any additional expenses for food/games. I also agree that if an accident or injury was to occur during a field trip, I have read, understand and agree with the above statement.

Parent Signature Ben S

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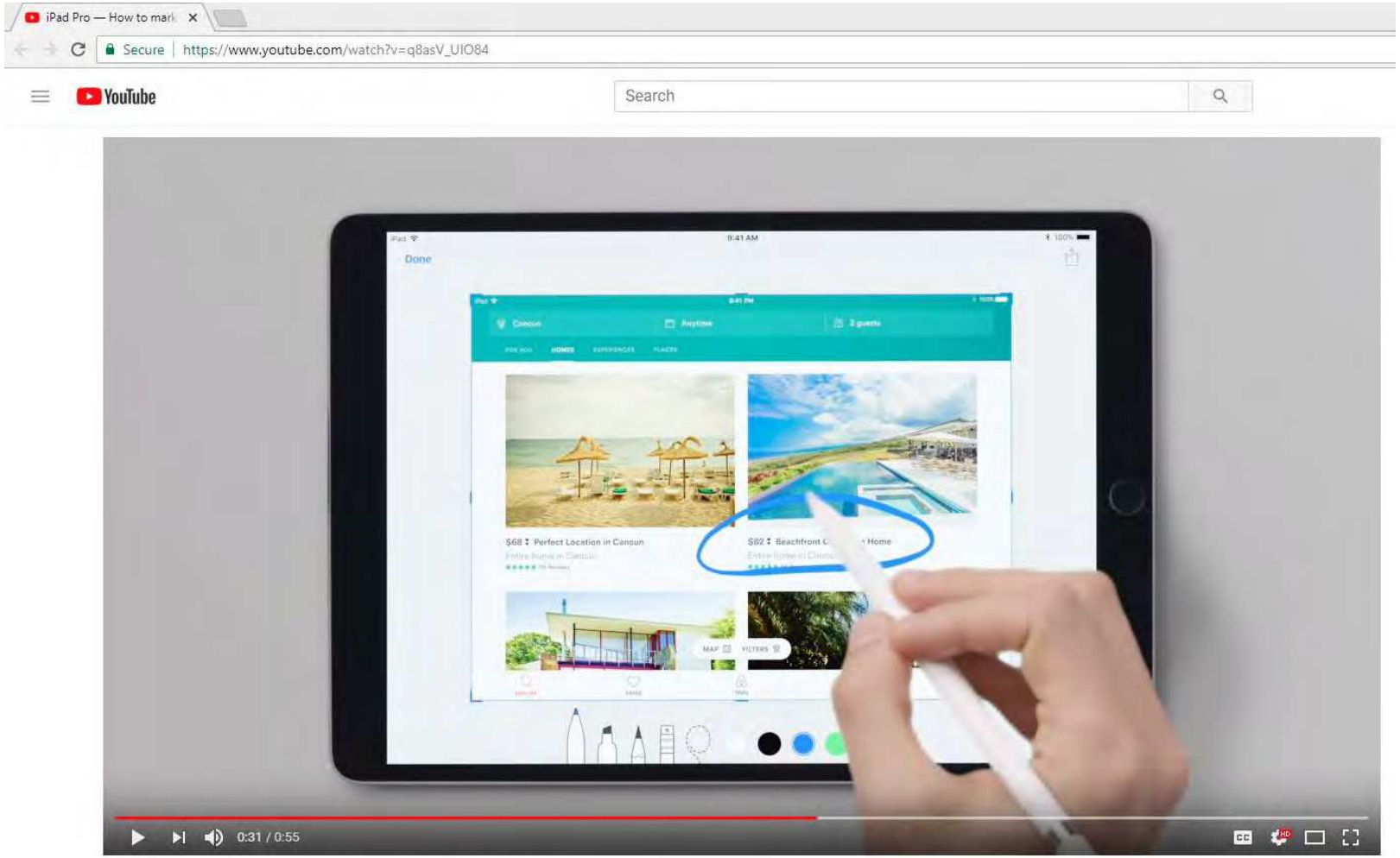

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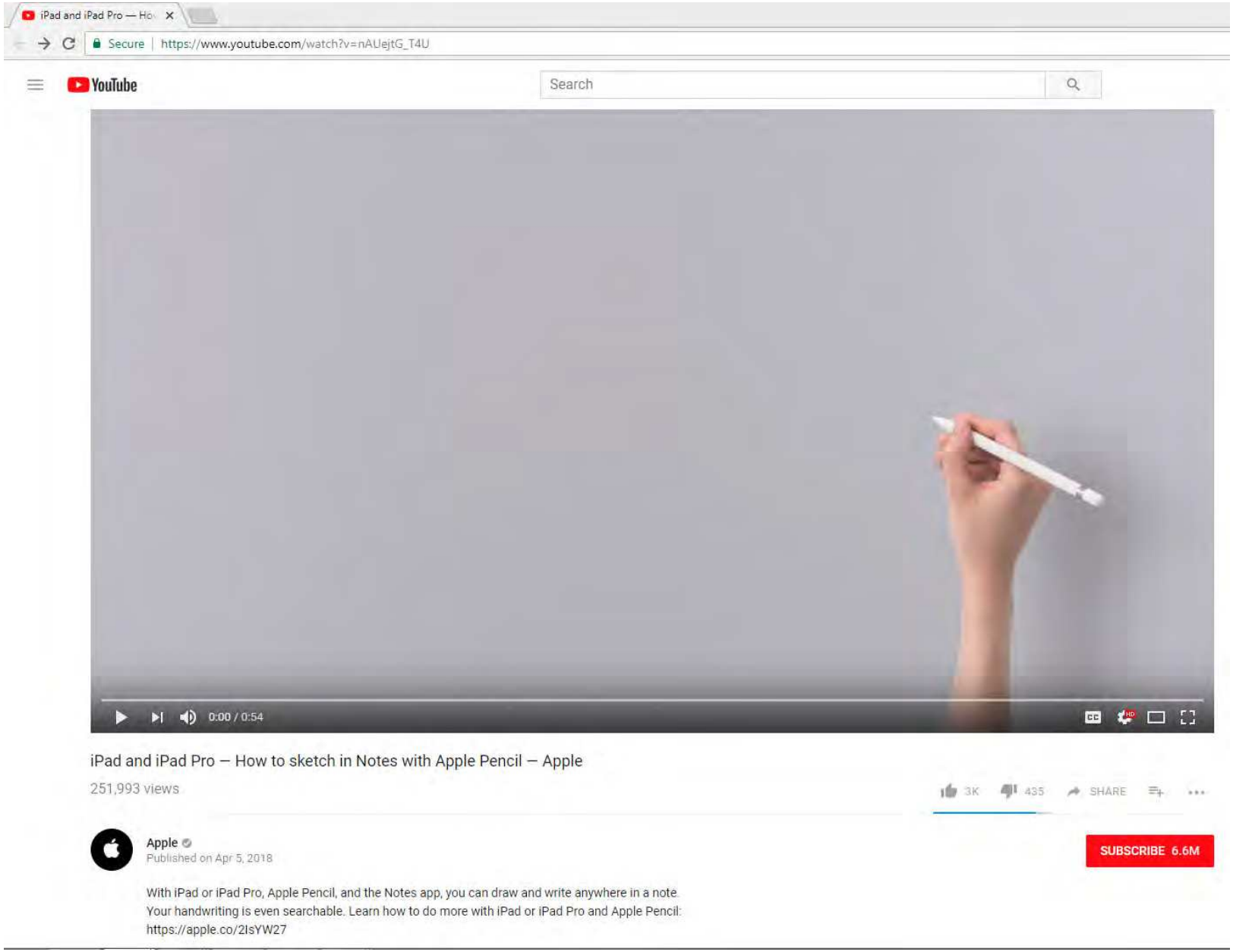
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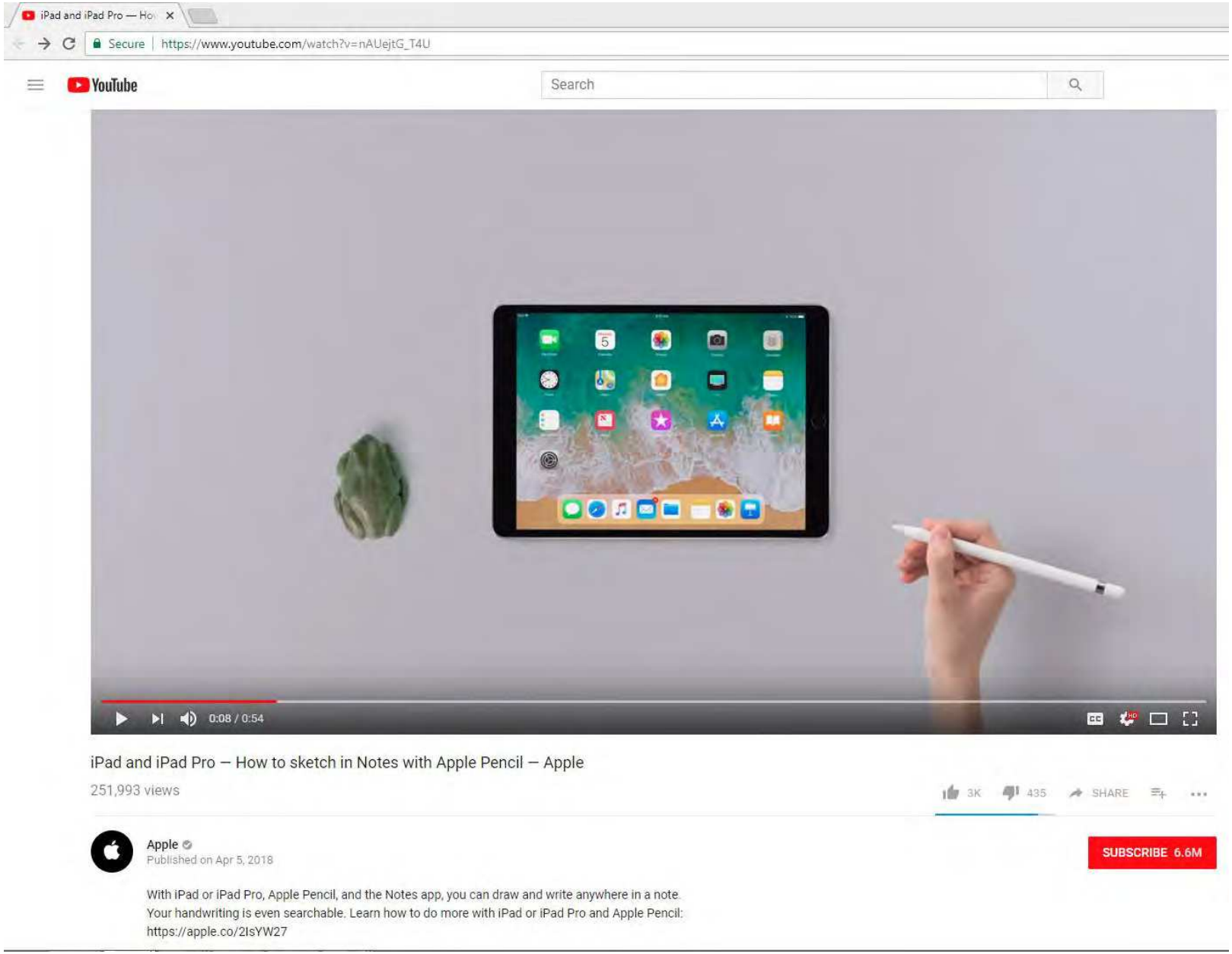
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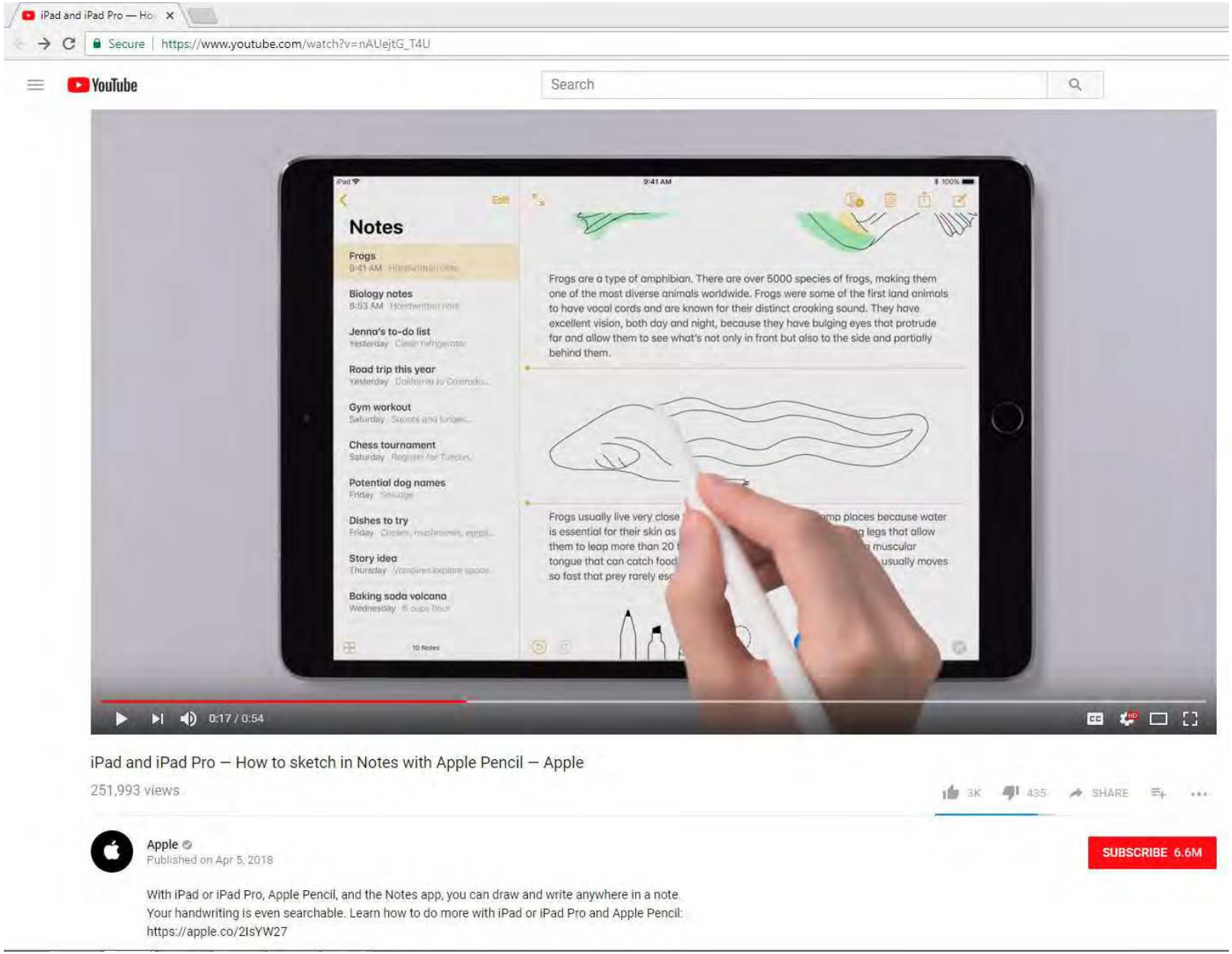

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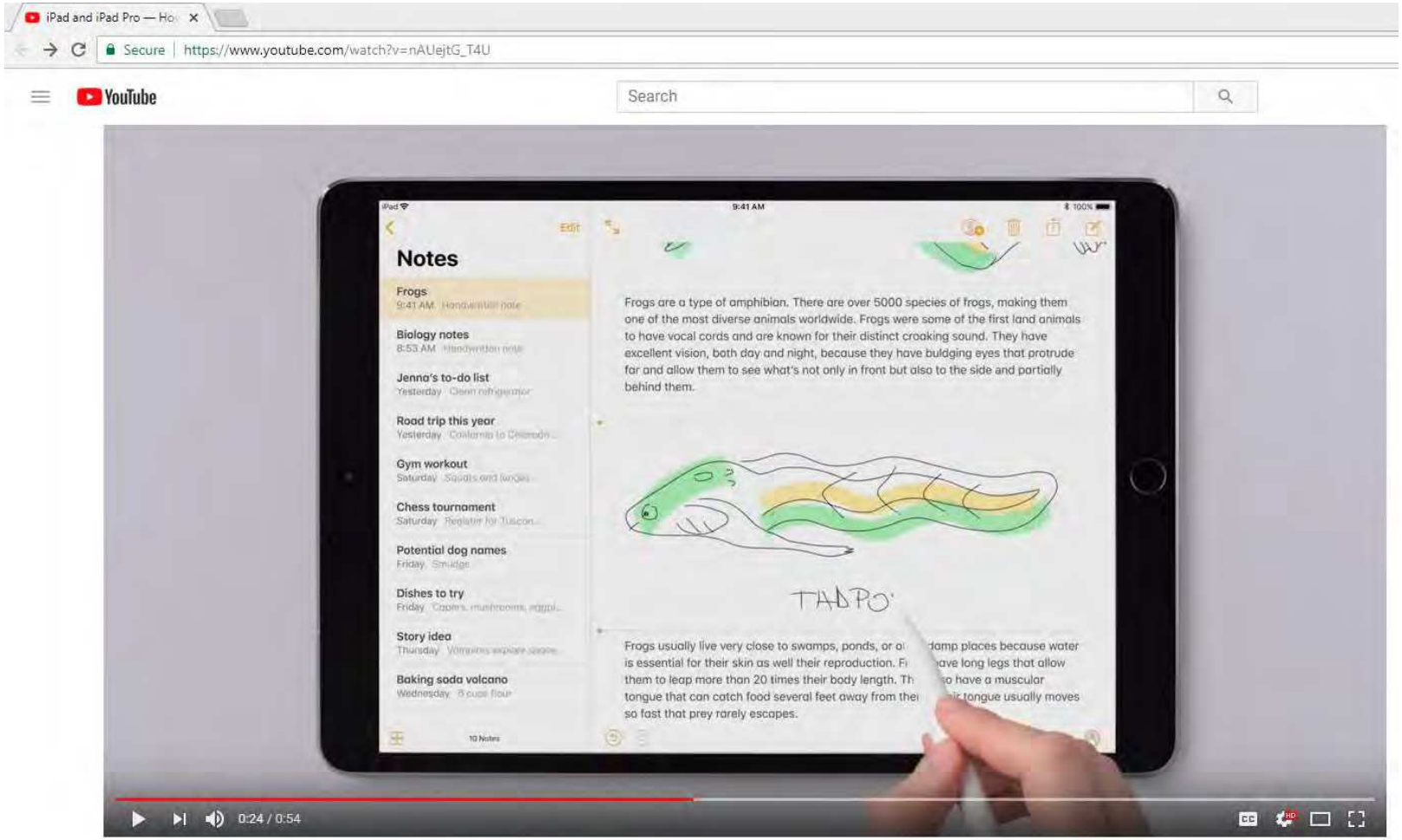

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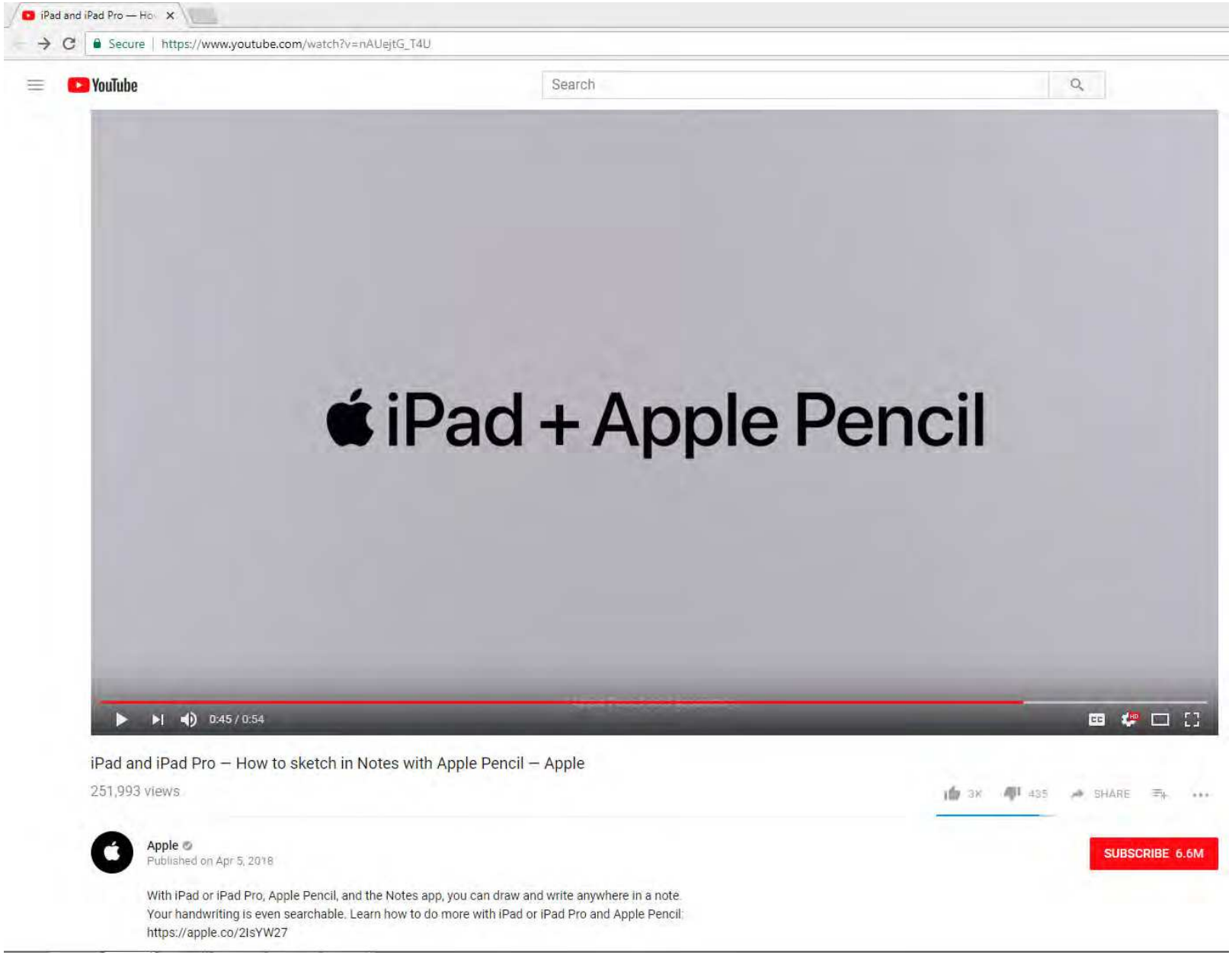
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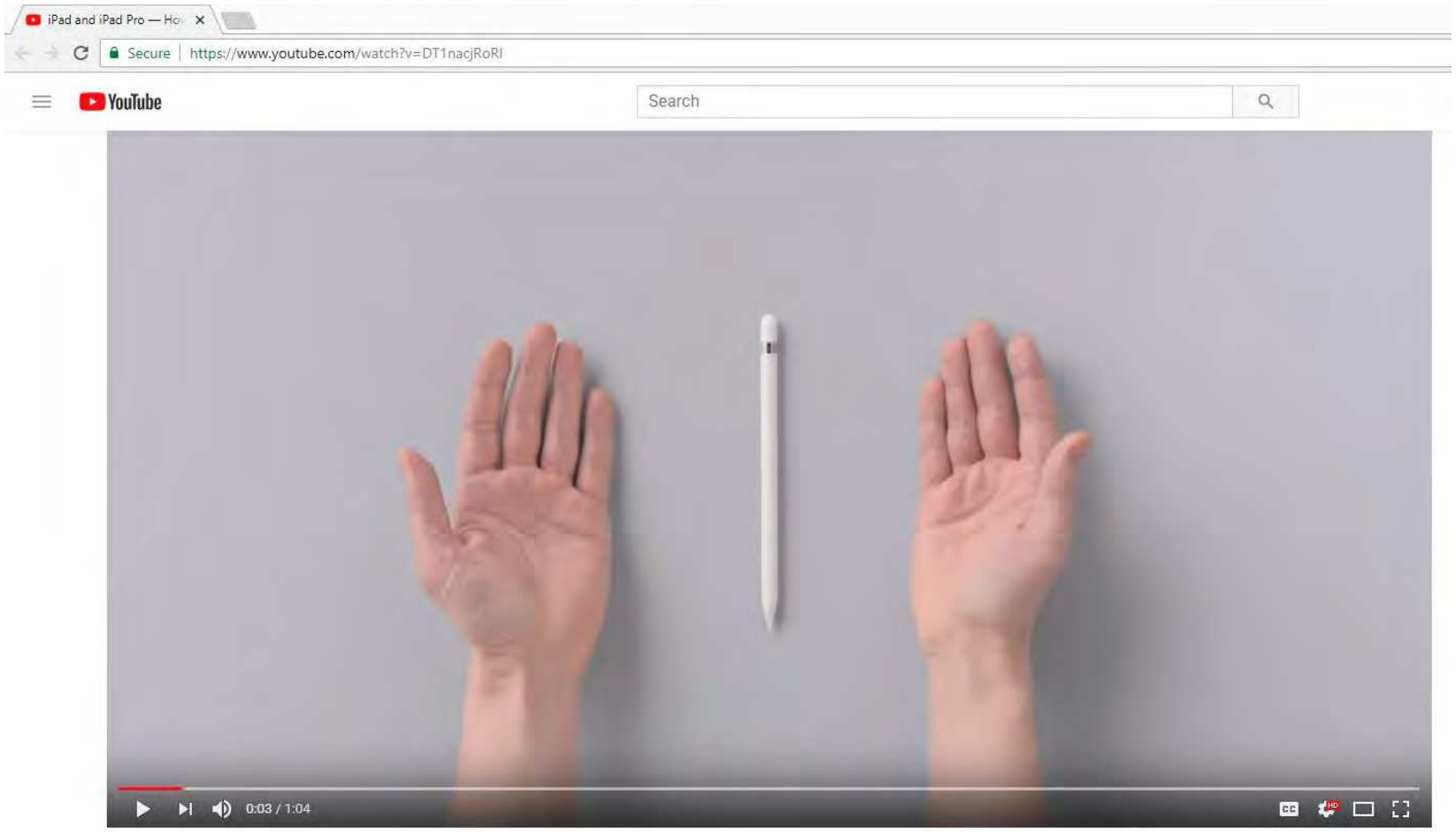

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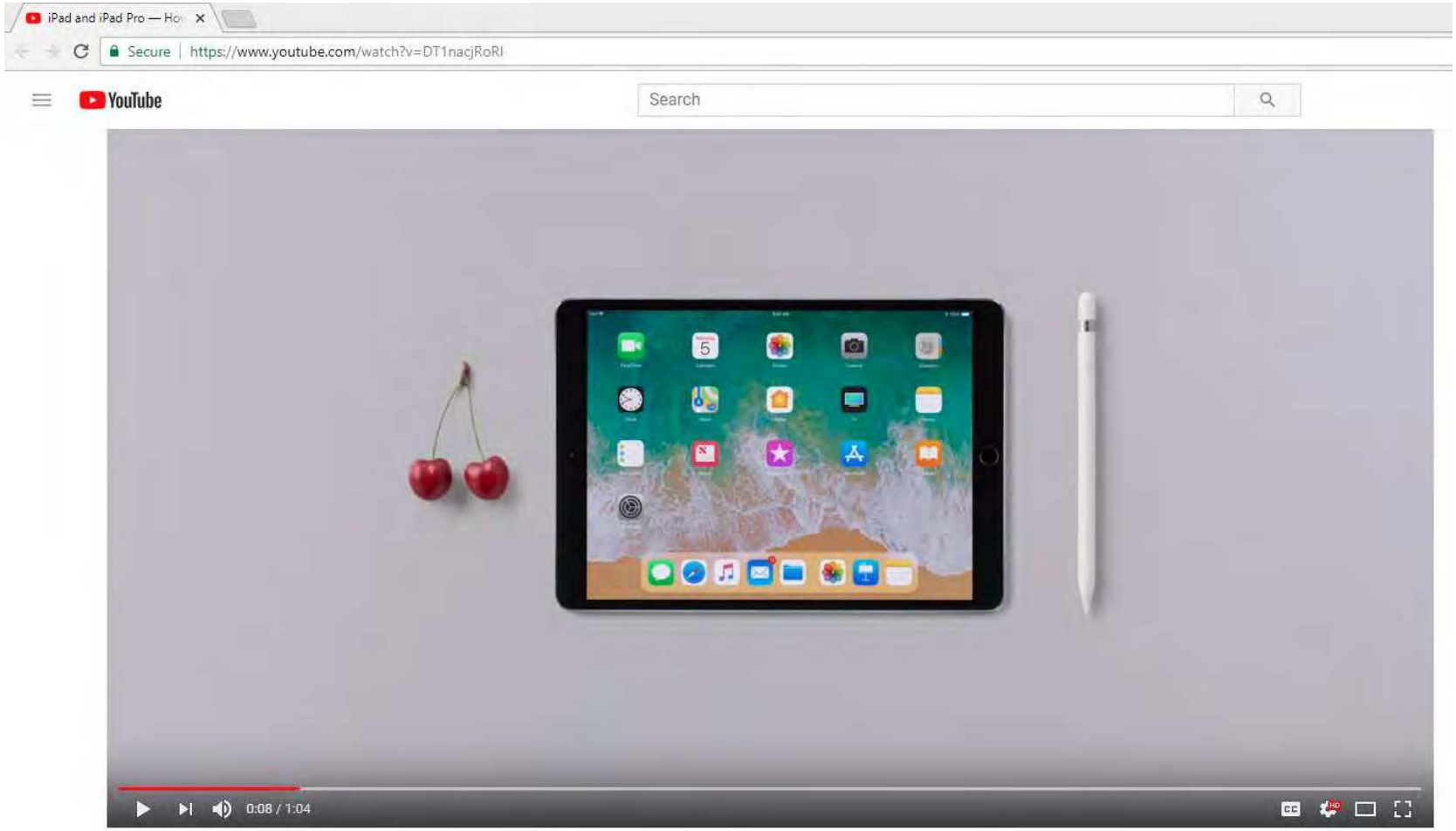

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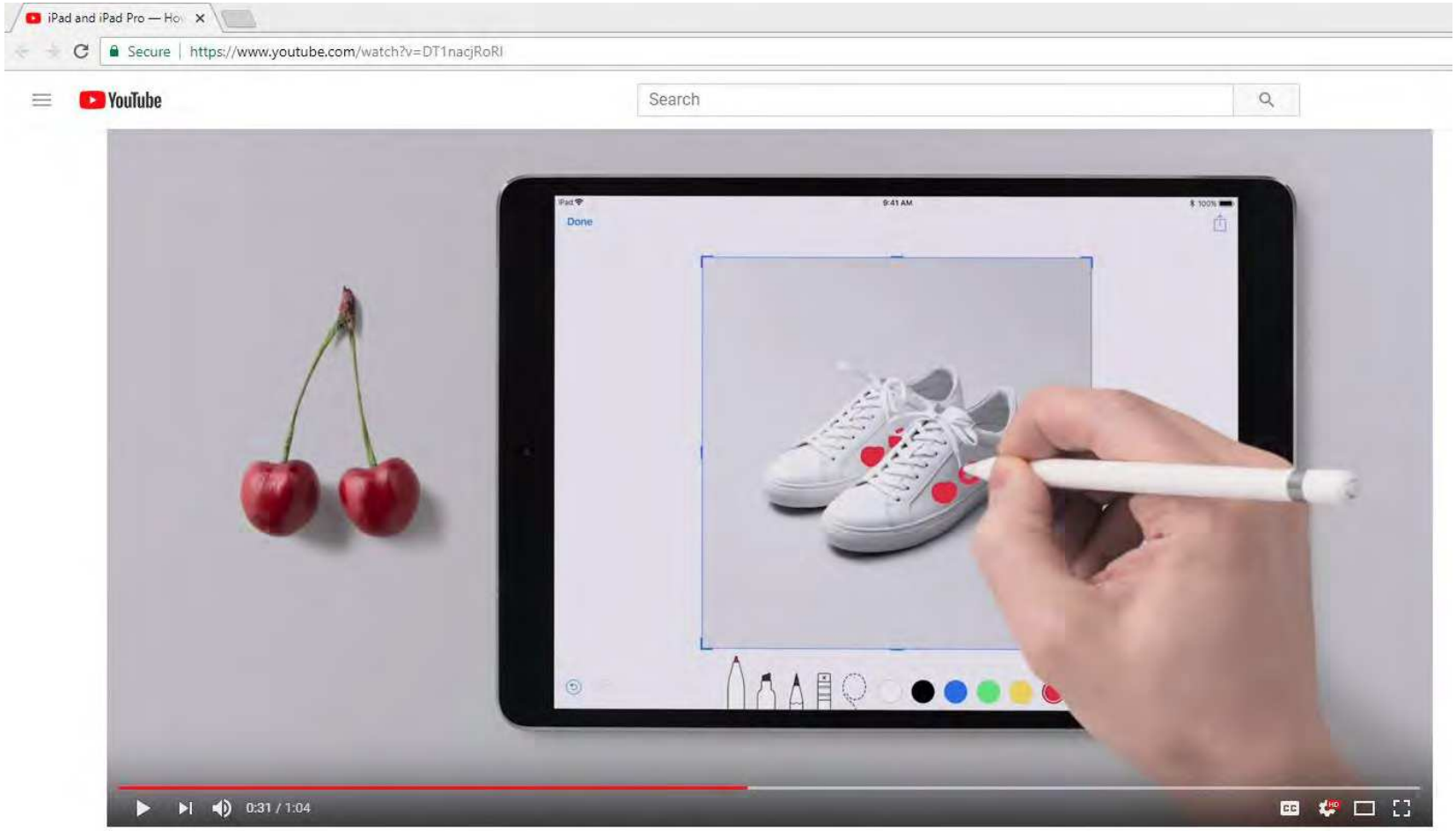

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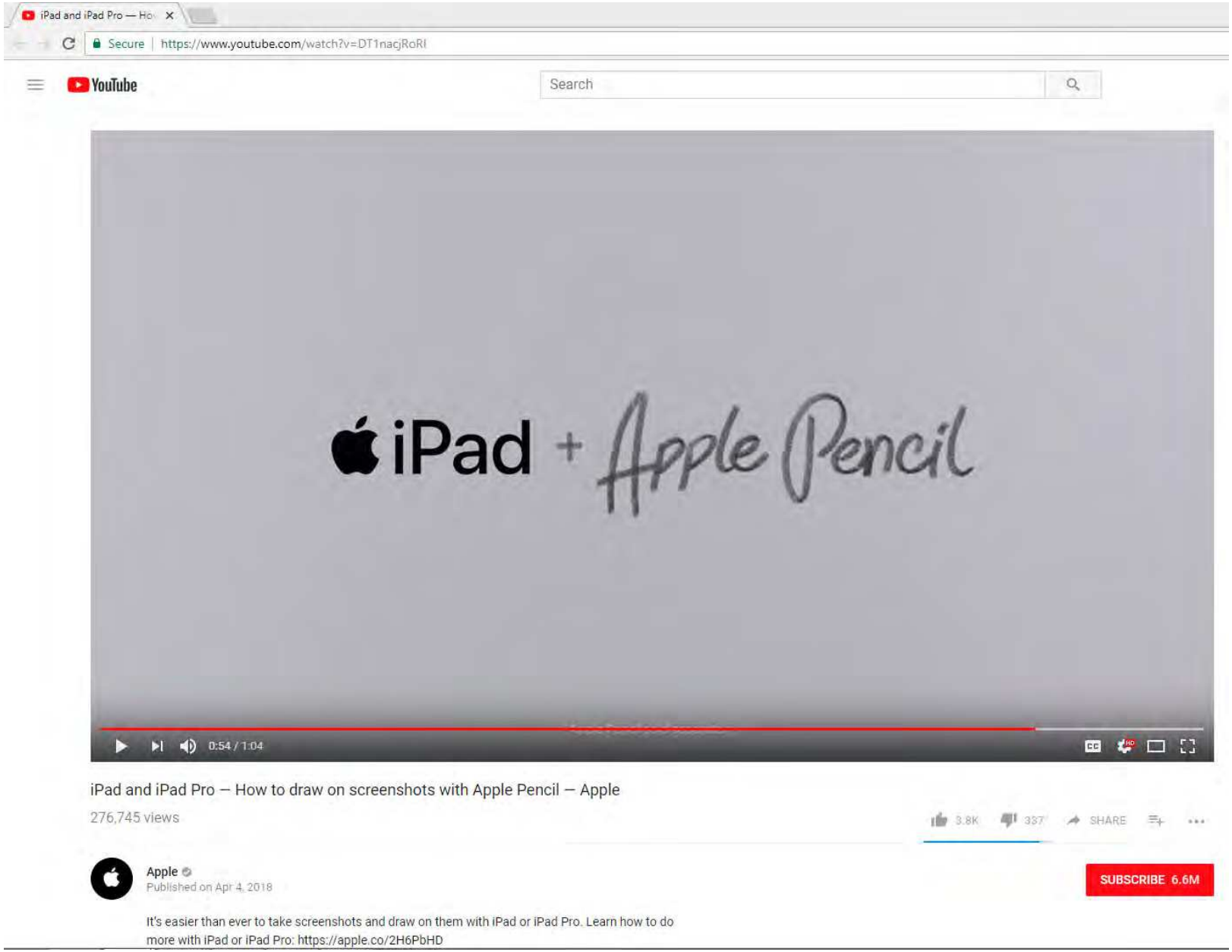
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EXHIBIT U

Today at Apple

Quick Start: Sketching with Apple Pencil

Friday, July 13
4:00 p.m. – 4:30 p.m.
Apple Sagemore

Sign me up

Join us in this 30-minute session and explore how to start a sketch on iPad Pro by tracing over a photo with Apple Pencil. Then use the Procreate app to add layers and colors.

500 Route 73 South
Marlton, NJ 08053

Get directions ›

Studio Hours: All Projects

Friday, July 13
4:00 p.m. – 5:30 p.m.
Apple Cherry Hill

Sign me up

This 90-minute open session is dedicated time and space for your projects, whether you're in a creative mood or just want to be more productive. Our Creatives can share pro tips for sketching with Apple Pencil on your iPad, creating and editing a music video using iMovie, or preparing a school presentation in Keynote on your Mac that you'll be proud to share.

2000 Route 38
Cherry Hill, NJ 08002

Get directions ›

Spread the word

Teacher Tuesdays: Expressive Drawing with Apple Pencil

Sign me up

Sunday, July 15
1:00 p.m. – 2:00 p.m.
Apple Lenox Square

Learn drawing techniques that can help students express their ideas and feelings. Based on the Everyone Can Create curriculum from Apple, we'll share creative activities for your students to practice making line art, shapes, and shading with Apple Pencil on iPad. You'll get hands-on with a name sketch project you can bring back to your class. Recommended for educators of students ages 5–18.

3393 Peachtree Road NE
Atlanta, GA 30326

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Celebrate Creativity

Sketch Walks: Watercolor and Brush Techniques

Saturday, July 14
2:30 p.m. – 4:00 p.m.
Apple Michigan Avenue

Sign me up

Join us for an engaging session on watercolour painting. Bring your iPad Pro and Apple Pencil and explore basic techniques for using various brushes, mixing and selecting colour and composing a scene. Wear comfortable shoes and bring only what you need — including fully charged devices.

401 North Michigan Avenue
Chicago, IL 60611

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File Edit View Favorites Tools Help

How To: Sketch, Draw, and Paint with iPad

Saturday, July 14
7:00 p.m. – 8:00 p.m.
Apple Michigan Avenue

Sign me up

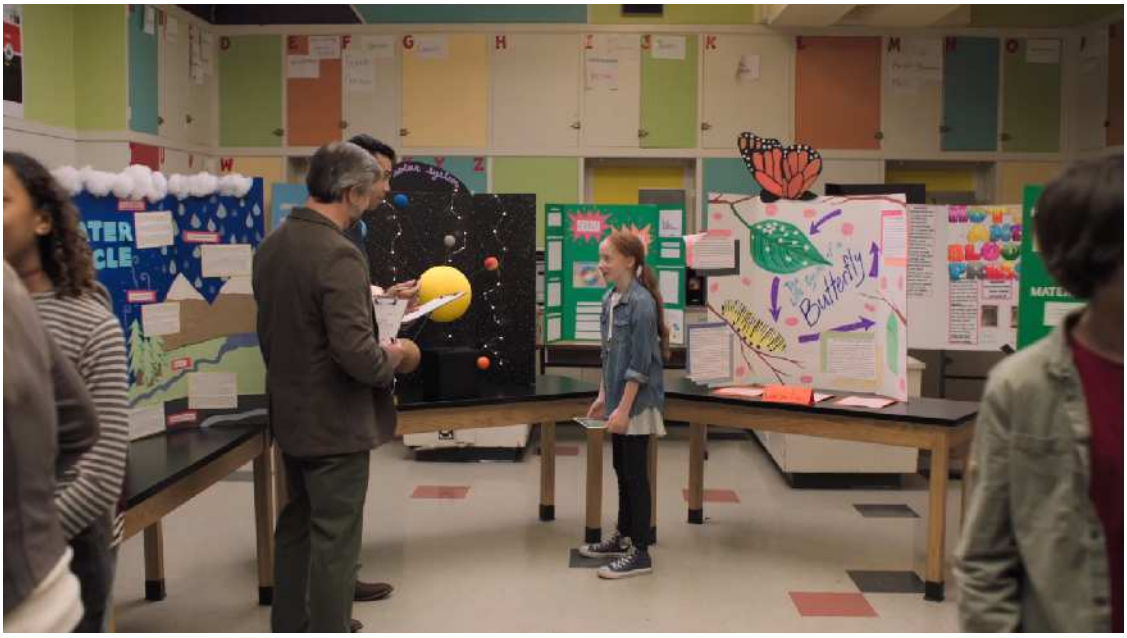
Bring your iPad Pro and Apple Pencil and we'll practice basic techniques for sketching, drawing, and painting. We'll go step-by-step as we sketch together as a group and build our own gallery of artwork. Then you'll get time to put your new skills to work on your own project. This is all levels—seasoned illustrators are welcome to partner with beginners and share techniques.

401 North Michigan Avenue
Chicago, IL 60611

Get directions ›

Spread the word

EXHIBIT V



Sketch a thought, type out a verse, or capture a scene.

Apple Pencil

For free-flowing notes, ideas, or masterpieces.

Though it feels familiar, Apple Pencil opens up an entirely new way to use iPad. It puts an incredible selection of tools and effects in a single instrument. So it's perfect for taking notes, capturing observations on a field trip, shading detailed illustrations, marking up documents, and anything else students or teachers need to do.

All the tools of an art room or an architecture studio.

Apple Pencil can be a pen, a paintbrush, a pastel stick, and more. And its sophisticated pressure and tilt sensors can achieve all the same subtle effects. Lightning-fast responsiveness creates a smooth and natural experience. So students can do everything from calligraphy to technical drawing, smudging to erasing, watercolor to oil painting — as if they were doing it all on real paper, but with capabilities that go far beyond the real thing.

Sketch. Comment. Collaborate.

Now it's easy for students to write or draw in any Pages, Numbers, or Keynote document. And teachers can instantly add their own notes to those documents, along with PDFs, photos, web pages, and more.

Cameras

Take in the world. In more ways than one.

With both a powerful camera and editing tools on a single device, students can capture a moment, an inspiration, or a scene and immediately start working with it. Whether that's filming the science fair for the school website or editing a documentary for a history project. And the FaceTime camera makes it easy to communicate and collaborate with others.

you need it to be.

With apps, iPad can be a laboratory, a movie studio, a time machine, even a spaceship. From free Apple-designed apps for doing and creating to the thousands of apps in the App Store designed specifically for learning, no matter the topic or the task at hand, there's an app to make it even more engaging.

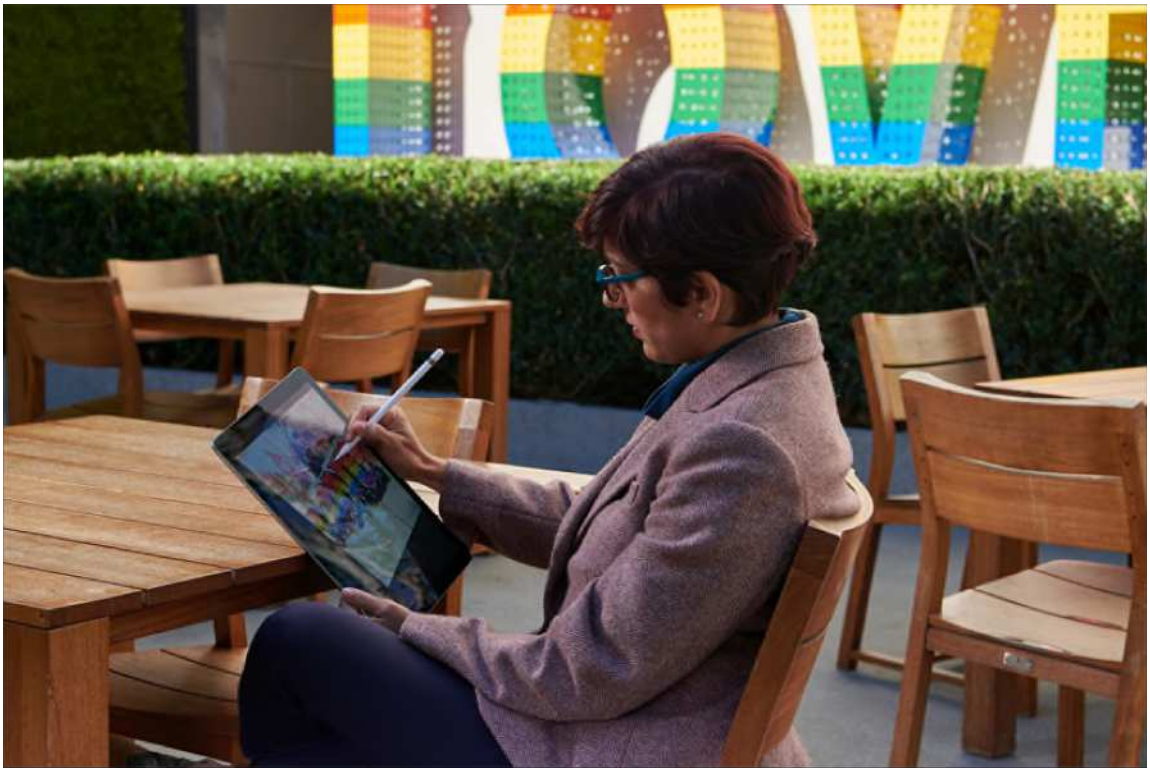
Built-in Apps

Ready to create.
From the word go.

iPad comes packed with a collection of apps designed by Apple to take full advantage of advanced technologies like the Multi-Touch display, camera, and accelerometer. iMovie brings the power of moving images to storytelling. GarageBand lets students be in a band even if they've never played an instrument. And Pages can transform written reports into interactive digital books complete with photos, illustrations, and your own audio clips.

UPDATE
NOVEMBER 27, 2017

iPad Pro artists celebrate Urban Sketchers' 10th anniversary



Urban Sketchers is a global community of artists dedicated to fostering the practice of on-location drawing.

Artists and visual storytellers in the Urban Sketchers community are using iPad Pro and Apple Pencil to capture the vibrancy and culture of the cities they live in and visit. Artists including San Francisco's Uma Kelkar, Hong Kong's Rob Sketcherman, Singapore's Don Low and Berlin's Omar

Jaramillo say iPad Pro and Apple Pencil are a natural fit for drawing on location thanks to the mobility, flexibility and range of tools they provide.

Founded in 2007, Urban Sketchers is a global community of artists dedicated to fostering the practice of on-location drawing. Urban Sketchers is celebrating their 10th anniversary this year.

Uma Kelkar, San Francisco

Uma Kelkar, a mom of two with a demanding engineering job in Silicon Valley, finds iPad Pro allows her to draw without setting up and cleaning up colors.

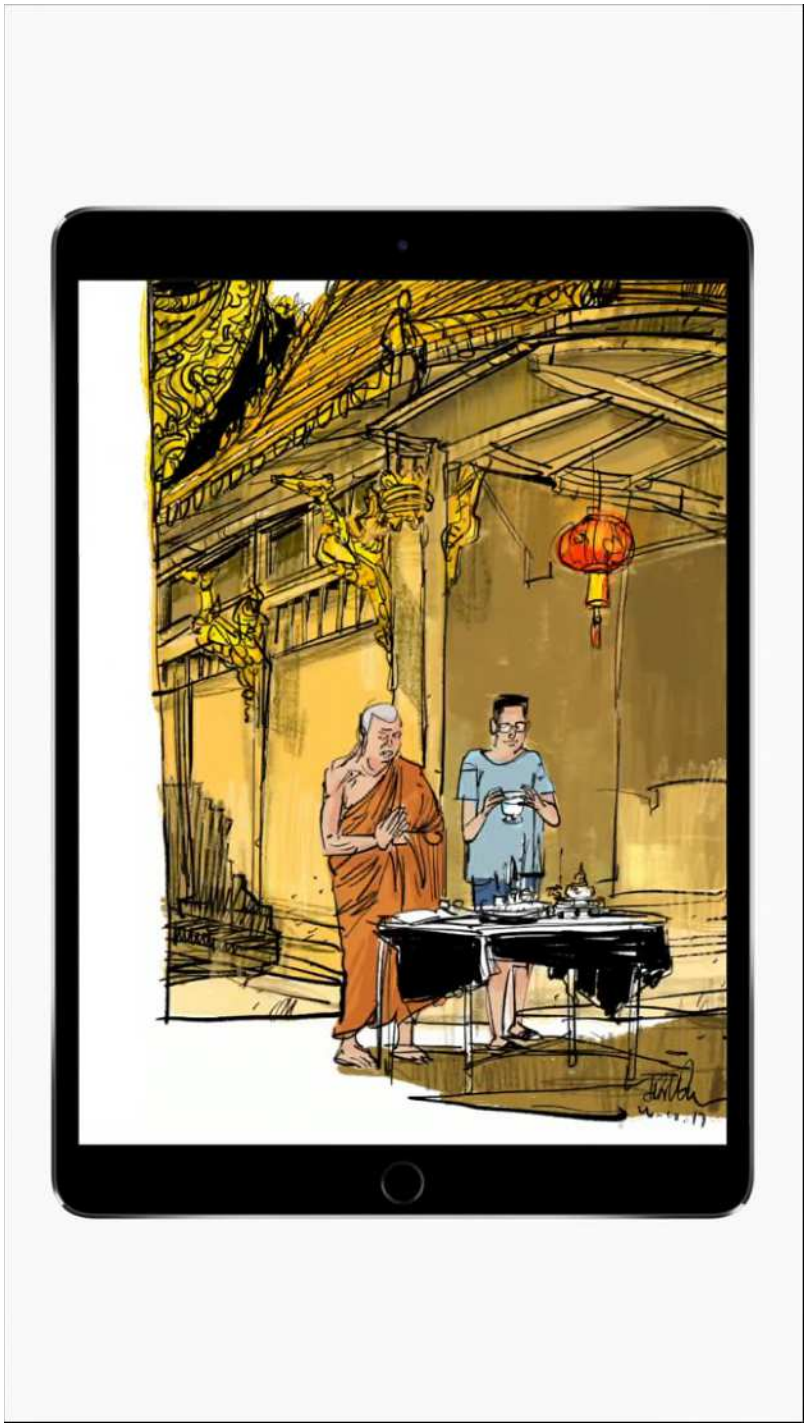
Uma is an award-winning plein air artist with command across multiple media. A member of Urban Sketchers since 2010, she started sketching on iPad Pro this year. She says, "On those super stressful days when art is actually necessary — by not having to worry about spilling color, iPad Pro enables me to reconstitute myself."

Rob Sketcherman, Hong Kong

Rob Sketcherman uses iPad Pro because it offers "no-fuss creation and sharing of artwork, and the ability to blend into a crowd anywhere."

Sketcherman is a self-taught artist who now creates artwork exclusively on iPad.

Don Low, Singapore



Don Low uses iPad Pro with the Procreate app, saying it offers flexibility and functionality with ease of use.

Don has over 20 years of experience as a local illustrator and comic artist, and teaches drawing part time at two local universities in Singapore. A member of Urban Sketchers since 2009, Don began drawing on iPad Pro in 2015. Don says, "Technically, I love how Apple Pencil works seamlessly

in terms of pressure and tilt sensitivity. It detects all kinds of pen pressure just like how I use dip pens on paper, but even better."

Omar Jaramillo, Berlin

Omar Jaramillo loves that iPad Pro gives him the ability to share his sketches in real time on social media.

Omar started drawing as a landscape architect and was invited to participate in an Artist-in-Residence program at the Opera House in Hanover in 2012 where he documented the making of a ballet performance in sketches. Since then, he has taught workshops around the world. A member of Urban Sketchers since 2009 and a part of the organization's advisory board, Omar began sketching on iPad in 2014. He started drawing on iPad Pro earlier this year. He says, "Using iPad Pro in combination with Apple Pencil gives you a very similar feeling to drawing on paper. I also appreciate that you can create a video of how the image was drawn."

Customers can sign up for Today at Apple sketch walks hosted by these artists in San Francisco, Hong Kong, Singapore and Berlin at apple.com/today.

Media

Images of Urban Sketchers
Download All ⓘ

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PRESS RELEASE
MARCH 27, 2018

Apple unveils Everyone Can Create curriculum to spark student creativity

Apple Introduces Schoolwork, a Powerful New App That Personalizes Learning

Everyone Can Create helps teachers weave creative areas like photography, music and filmmaking into their existing lesson plans.

Chicago — Building on its 40-year history in transforming education, Apple today announced a new 9.7-inch iPad with support for Apple Pencil[1] and programs designed to spark student creativity and inspire them to

succeed. Everyone Can Create is a new, free curriculum that makes it fun and easy for teachers to integrate drawing, music, filmmaking or photography into their existing lesson plans for any subject. The new curriculum joins Apple's successful Everyone Can Code initiative as one-of-a-kind programs for teachers that keep students excited and engaged.

Everyone Can Create helps teachers bring creativity into existing subjects like math, science, history and English.

Everyone Can Create is designed to take advantage of the new 9.7-inch iPad and Apple Pencil, so teachers and students can be even more creative. The new iPad starts at just $299[2] for schools and is more versatile and capable than ever, featuring a large Retina display, the A10 Fusion chip, enhanced cameras and advanced sensors and providing unmatched portability, ease of use and all-day battery life.[3] iPad also gives teachers and students access to free, powerful, built-in apps like Pages, Numbers, Keynote, GarageBand, Clips and iMovie, along with the more than 1.3 million apps in total built for iPad in the App Store.

The new 9.7-inch iPad helps teachers and students be more creative.

Apple also announced Schoolwork, a powerful new app that helps teachers create assignments, see student progress and tap into the power of apps in the classroom. Schoolwork builds on the success of Apple's Classroom app, which is used in schools around the world to help integrate iPad into the classroom. Schoolwork and Classroom are designed to help teachers and administrators get the most out of integrating Apple technology into schools.

"Creativity sparks a deeper level of engagement in students, and we're excited to help teachers bring out that creativity in the classroom," said Philip Schiller, Apple's senior vice president of Worldwide Marketing. "When you combine the power of iPad, the creativity of Apple Pencil, over a million iPad apps in the App Store, the rich curriculum in Everyone Can Code and Everyone Can Create, and unique Classroom and Schoolwork apps that support students and help schools manage technology in the classroom, we believe we can amplify learning and creativity in a way that only Apple can."

New Curriculum Brings Creative Expression to Any Subject

Everyone Can Create was developed in partnership with educators and creative professionals and helps students discover and build new skills.

Everyone Can Create is a range of free learning resources and teaching guides that help teachers easily weave drawing, music, filmmaking or photography into any lesson, topic or assignment. The curriculum gives students different ways to express themselves and helps them to discover and develop new skills.

Developed in collaboration with educators and creative professionals, Everyone Can Create includes teacher and student guides, lessons, ideas and examples to help teachers bring creativity and new communication skills into their existing subjects like English, math, science and history. For example, students can use the built-in camera in iPad to learn about fractals or they can use Apple Pencil and apps like Tayasui Sketches to learn about symmetry.

Beginning later this spring, Apple Stores will begin teaching Everyone Can Create as part of their regular Today at Apple sessions for educators. Apple's 501 stores in 21 countries have already taught nearly 5,000 hands-on Teacher Tuesday sessions on topics including coding and app design, movie and music creation, and presentations or spreadsheets.

Teachers Can Personalize Learning with Schoolwork

Schoolwork personalizes learning and unlocks the power of apps in the classroom.

Schoolwork is a new app that helps teachers create assignments, view student progress and bring the power of apps to the classroom in exciting new ways. Schoolwork features Handouts, an easy way to create and send assignments with almost any type of content, from web links to PDFs and documents.

With Schoolwork, teachers can take advantage of the power and creativity of apps available on iPad. They can easily assign a specific activity within an app and direct their students directly to the specific point within the app. Popular education apps like Nearpod, Tynker and Kahoot are already integrating support for Schoolwork.

There is a rich ecosystem of education apps available for iPad today. Developers can now easily update their apps to take advantage of Schoolwork by utilizing ClassKit, a new education framework, to make it easy to assign activities and view student progress.

Schoolwork and apps that take advantage of it give teachers new insight into how their students are performing, helping them tailor their teaching to the needs and potential of individual students. With Schoolwork, teachers have a snapshot of each student's overall class performance and can check on students' app activities and progress on their assignments.

Classroom Comes to the Mac

Classroom, the powerful teaching assistant on iPad, is coming to the Mac.

Classroom, a powerful teaching assistant that helps teachers manage student iPads and guide students through lessons, keep them on track and share work, is now coming to the Mac.

With Classroom, teachers can easily launch apps, books and webpages on all student devices at once or send and receive documents. Classroom lets teachers view student screens during class to help students stay focused, assign shared iPads to specific students for class and even reset a student's password. The Mac version of the app will be available in beta starting in June.

Teachers and Students Get 200GB of Free iCloud Storage

iCloud safely stores students' documents and creative projects, keeping them up to date, secure and accessible from any device. And starting today, any teacher or student with a Managed Apple ID has access to 200GB of free iCloud storage.

Media

Images of Everyone Can Create
Download All ⓘ

Apple revolutionized personal technology with the introduction of the Macintosh in 1984. Today, Apple leads the world in innovation with iPhone, iPad, Mac, Apple Watch and Apple TV. Apple's four software platforms — iOS, macOS, watchOS and tvOS — provide seamless experiences across all Apple devices and empower people with breakthrough services including the App Store, Apple Music, Apple Pay and iCloud. Apple's more than 100,000 employees are dedicated to

making the best products on earth, and to leaving the world better than we found it.

[1] Apple Pencil is sold separately.
[2] Apple Education price.
[3] Battery life depends on device settings, usage and other factors. Actual results may vary.

Press Contacts

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EXHIBIT W

Apple Retail Stores, United States

Choose a country or region

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Birmingham, The Summit

Huntsville, Bridge Street

Alaska

Anchorage, Anchorage 5th Avenue Mall

Arizona

Chandler, Chandler Fashion Center

Gilbert, SanTan Village

Glendale, Arrowhead

Phoenix, Biltmore

Scottsdale, Scottsdale Quarter

Tucson, La Encantada

Arkansas

Little Rock, The Promenade at Chenal

California

Bakersfield, Valley Plaza

Berkeley, 4th Street

Idaho

Boise, Boise Towne Square

Illinois

Chicago, Lincoln Park

Chicago, Michigan Avenue

Deer Park, Deer Park

Naperville, Main Place

Northbrook, Northbrook

Oak Brook, Oakbrook

Orland Park, Orland Square Mall

Schaumburg, Woodfield

Skokie, Old Orchard

Indiana

Indianapolis, The Fashion Mall at Keystone

Mishawaka, University Park Mall

Iowa

West Des Moines, Jordan Creek

North Carolina

Charlotte, Northlake Mall

Charlotte, SouthPark

Durham, Southpoint

Greensboro, Friendly Center

Raleigh, Crabtree Valley Mall

Ohio

Akron, Summit Mall

Beavercreek, The Greene

Cincinnati, Kenwood Towne Centre

Columbus, Easton Town Center

Columbus, Polaris Fashion Place

Toledo, Franklin Park Mall

Westlake, Crocker Park

Woodmere, Eton

Oklahoma

Oklahoma City, Penn Square

Tulsa, Woodland Hills

Oregon

Brea, Brea Mall
Burlingame, Burlingame
Canoga Park, Topanga
Carlsbad, Carlsbad
Cerritos, Los Cerritos
Chula Vista, Otay Ranch
Corte Madera, Corte Madera
Costa Mesa, South Coast Plaza
Cupertino, Apple Park Visitor Center
Cupertino, Infinite Loop
Emeryville, Bay Street
Escondido, North County
Fresno, Fashion Fair
Glendale, Glendale Galleria
Glendale, The Americana at Brand
Irvine, Irvine Spectrum Center
Los Angeles, Beverly Center
Los Angeles, Century City
Los Angeles, The Grove
Los Gatos, Los Gatos
Manhattan Beach, Manhattan Village
Mission Viejo, Mission Viejo
Modesto, Vintage Faire
Monterey, Del Monte
Newport Beach, Fashion Island
Northridge, Northridge
Palm Desert, El Paseo Village
Palo Alto, Palo Alto
Palo Alto, Stanford
Pasadena, Pasadena
Pleasanton, Stoneridge Mall
Rancho Cucamonga, Victoria Gardens
Roseville, Roseville
Sacramento, Arden Fair
San Diego, Fashion Valley
San Diego, UTC
San Francisco, Chestnut Street
San Francisco, Stonestown
San Francisco, Union Square
San Jose, Oakridge
San Luis Obispo, Higuera Street
San Mateo, Hillsdale
Santa Barbara, State Street
Santa Clara, Valley Fair
Santa Monica, Third Street Promenade

Kansas

Leawood, Leawood

Kentucky

Lexington, Fayette Mall
Louisville, Oxmoor

Louisiana

Baton Rouge, Mall of Louisiana
Metairie, Lakeside Shopping Center

Maine

South Portland, Maine Mall

Maryland

Annapolis, Annapolis
Bethesda, Bethesda Row
Bethesda, Montgomery Mall
Columbia, Columbia
Towson, Towson Town Center

Massachusetts

Boston, Boylston Street
Braintree, South Shore
Burlington, Burlington
Cambridge, CambridgeSide
Chestnut Hill, Chestnut Hill
Dedham, Legacy Place
Hingham, Derby Street
Holyoke, Holyoke
Lynnfield, MarketStreet
Marlborough, Solomon Pond Mall
Natick, Natick Collection

Michigan

Ann Arbor, Briarwood
Clinton Township, Partridge Creek
Grand Rapids, Woodland
Lansing, Eastwood Towne Center

Portland, Pioneer Place
Tigard, Bridgeport Village
Tigard, Washington Square

Pennsylvania

Ardmore, Suburban Square
King of Prussia, King of Prussia
Lancaster, Park City
Philadelphia, Walnut Street
Pittsburgh, Ross Park
Pittsburgh, Shadyside
Pittsburgh, South Hills Village
Whitehall, Lehigh Valley
Willow Grove, Willow Grove Park

Rhode Island

Providence, Providence Place

South Carolina

Charleston, King Street
Greenville, Haywood Mall

Tennessee

Franklin, CoolSprings Galleria
Germantown, Saddle Creek
Knoxville, West Town Mall
Nashville, Green Hills

Texas

Austin, Barton Creek
Austin, Domain NORTHSIDE
Dallas, Knox Street
Dallas, NorthPark Center
El Paso, Cielo Vista Mall
Fort Worth, University Park Village
Friendswood, Baybrook
Frisco, Stonebriar
Houston, Highland Village
Houston, Houston Galleria
Houston, Memorial City
Houston, Willowbrook Mall

Santa Rosa, Santa Rosa Plaza

Sherman Oaks, Sherman Oaks

Temecula, Promenade Temecula

Thousand Oaks, The Oaks

Valencia, Valencia Town Center

Walnut Creek, Walnut Creek

Colorado

Boulder, Twenty Ninth Street

Broomfield, FlatIron Crossing

Colorado Springs, The Promenade Shops at Briargate

Denver, Cherry Creek

Littleton, Aspen Grove

Lone Tree, Park Meadows

Connecticut

Danbury, Danbury Fair Mall

Farmington, Westfarms

Greenwich, Greenwich Avenue

New Haven, New Haven

South Windsor, Evergreen Walk

Stamford, Stamford

Trumbull, Trumbull

Delaware

Newark, Christiana Mall

District of Columbia

Washington, Georgetown

Florida

Altamonte Springs, Altamonte

Aventura, Aventura

Boca Raton, Boca Raton

Brandon, Brandon

Estero, Coconut Point

Fort Lauderdale, The Galleria

Jacksonville, St. Johns Town Center

Miami Beach, Lincoln Road

Miami, Brickell City Centre

Novi, Twelve Oaks

Troy, Somerset

Minnesota

Bloomington, Mall of America

Edina, Southdale

Minneapolis, Uptown

Minnetonka, Ridgedale

Roseville, Rosedale Center

Mississippi

Ridgeland, Renaissance at Colony Park

Missouri

Kansas City, Country Club Plaza

St. Louis, Saint Louis Galleria

St. Louis, West County

Nebraska

Omaha, Village Pointe

Nevada

Las Vegas, Fashion Show

Las Vegas, Summerlin

Las Vegas, The Forum Shops

Las Vegas, Town Square

Reno, Summit Sierra

New Hampshire

Manchester, The Mall of New Hampshire

Nashua, Pheasant Lane

Salem, Rockingham Park

New Jersey

Bridgewater, Bridgewater

Cherry Hill, Cherry Hill

Edison, Menlo Park

Freehold, Freehold Raceway Mall

Lawrence Township, Quaker Bridge

Plano, Willow Bend

San Antonio, La Cantera

San Antonio, North Star

Southlake, Southlake Town Square

Sugar Land, First Colony Mall

The Woodlands, The Woodlands

Utah

Farmington, Station Park

Murray, Fashion Place

Salt Lake City, City Creek Center

Virginia

Arlington, Clarendon

Arlington, Pentagon City

Fairfax, Fair Oaks

McLean, Tysons Corner

Norfolk, MacArthur Center

Reston, Reston

Richmond, Short Pump Town Center

Virginia Beach, Lynnhaven Mall

Woodbridge, Potomac Town Center

Washington

Bellevue, Bellevue Square

Lynnwood, Alderwood Mall

Seattle, University Village

Spokane, River Park Square

Tacoma, Tacoma Mall

Tukwila, Southcenter

Wisconsin

Glendale, Bayshore

Madison, Hilldale

Wauwatosa, Mayfair

Miami, Dadeland

Miami, The Falls

Naples, Waterside Shops

Orlando, Florida Mall

Orlando, Millenia

Palm Beach Gardens, The Gardens Mall

Sarasota, University Town Center

Tampa, International Plaza

Wellington, Wellington Green

Georgia

Alpharetta, Avalon

Atlanta, Cumberland Mall

Atlanta, Lenox Square

Atlanta, Perimeter

Augusta, Augusta

Buford, Mall of Georgia

Hawaii

Honolulu, Ala Moana

Honolulu, Kahala

Honolulu, Royal Hawaiian

Marlton, Sagemore

Paramus, Garden State Plaza

Rockaway, Rockaway

Short Hills, Short Hills

Wayne, Willowbrook

Woodcliff Lake, Tice's Corner

New Mexico

Albuquerque, ABQ Uptown

New York

Albany, Crossgates

Brooklyn, Downtown Brooklyn

Brooklyn, Williamsburg

Buffalo, Walden Galleria

Elmhurst, Queens Center

Garden City, Roosevelt Field

Huntington Station, Walt Whitman

Lake Grove, Smith Haven

Manhasset, Manhasset

Nanuet, Nanuet

New York, Fifth Avenue

New York, Grand Central

New York, SoHo

New York, Upper East Side

New York, Upper West Side

New York, West 14th Street

New York, World Trade Center

Staten Island, Staten Island

Syracuse, Syracuse

Victor, Eastview

White Plains, The Westchester

Yonkers, Ridge Hill

EXHIBIT X

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Mark: APPLE PENCIL

APPLE PENCIL

US Serial Number:	86751413	**Application Filing Date:**	Sep. 09, 2015
US Registration Number:	5028493	**Registration Date:**	Aug. 23, 2016
Register:	Principal		
Mark Type:	Trademark		
Status:	Registered. The registration date is used to determine when post-registration maintenance documents are due.		
Status Date:	Aug. 23, 2016		
Publication Date:	Feb. 02, 2016	**Notice of Allowance Date:**	May 31, 2016

Mark Information

Mark Literal Elements:	APPLE PENCIL
Standard Character Claim:	Yes. The mark consists of standard characters without claim to any particular font style, size, or color.
Mark Drawing Type:	4 - STANDARD CHARACTER MARK
Disclaimer:	"PENCIL"

Related Properties Information

International Registration Number:	1274285
International Application(s) /Registration(s) Based on this Property:	A0053134/1274285
Claimed Ownership of US Registrations:	1078312, 3621571, 3928818

Foreign Information

Priority Claimed:	Yes		
Foreign Application Number:	66981	**Foreign Application Filing Date:**	Apr. 20, 2015
Foreign Application/Registration Country:	JAMAICA		

Goods and Services

Note: The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For: input devices for computers and handheld mobile digital electronic devices

International	009 - Primary Class	**U.S Class(es):**	021, 023, 026, 036, 038

Class(es):

Class Status: ACTIVE

Basis: 1(a)

First Use: Sep. 09, 2015 **Use in Commerce:** Nov. 11, 2015

Basis Information (Case Level)

Filed Use:	No	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	Yes	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	Yes	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name: Apple Inc.

Owner Address: One Apple Park Way
Cupertino, CALIFORNIA 95014
UNITED STATES

Legal Entity Type: CORPORATION **State or Country Where Organized:** CALIFORNIA

Attorney/Correspondence Information

Attorney of Record

Attorney Name: Thomas R. La Perle

Attorney Primary Email Address: trademarkdocket@apple.com **Attorney Email Authorized:** Yes

Correspondent

Correspondent Name/Address: THOMAS R. LA PERLE
Apple Inc
1 Infinite Loop
MS: 169-3IPL
Cupertino, CALIFORNIA 95014-2083
UNITED STATES

Correspondent e-mail: trademarkdocket@apple.com laperle@apple.com **Correspondent e-mail Authorized:** Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Mar. 14, 2018	APPLICANT/CORRESPONDENCE CHANGES (NON-RESPONSIVE) ENTERED	88888
Mar. 14, 2018	TEAS CHANGE OF OWNER ADDRESS RECEIVED	
Aug. 23, 2016	REGISTERED-PRINCIPAL REGISTER	
Jul. 19, 2016	NOTICE OF ACCEPTANCE OF STATEMENT OF USE E-MAILED	
Jul. 16, 2016	ALLOWED PRINCIPAL REGISTER - SOU ACCEPTED	
Jun. 24, 2016	STATEMENT OF USE PROCESSING COMPLETE	69712
May 31, 2016	USE AMENDMENT FILED	69712
Jun. 23, 2016	CASE ASSIGNED TO INTENT TO USE PARALEGAL	69712
May 31, 2016	TEAS STATEMENT OF USE RECEIVED	
May 31, 2016	TEAS CHANGE OF CORRESPONDENCE RECEIVED	
May 31, 2016	NOA E-MAILED - SOU REQUIRED FROM APPLICANT	
Apr. 18, 2016	EXTENSION OF TIME TO OPPOSE PROCESS - TERMINATED	
Feb. 24, 2016	EXTENSION OF TIME TO OPPOSE RECEIVED	
Feb. 02, 2016	OFFICIAL GAZETTE PUBLICATION CONFIRMATION E-MAILED	
Feb. 02, 2016	PUBLISHED FOR OPPOSITION	

Jan. 13, 2016	NOTIFICATION OF NOTICE OF PUBLICATION E-MAILED	
Dec. 21, 2015	APPROVED FOR PUB - PRINCIPAL REGISTER	
Dec. 21, 2015	ASSIGNED TO EXAMINER	74284
Sep. 14, 2015	NEW APPLICATION OFFICE SUPPLIED DATA ENTERED IN TRAM	
Sep. 12, 2015	NEW APPLICATION ENTERED IN TRAM	

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location: PUBLICATION AND ISSUE SECTION **Date in Location:** Jul. 16, 2016

Proceedings

Summary

Number of Proceedings: 2

Type of Proceeding: Opposition

Proceeding Number: 91229208 **Filing Date:** Jul 27, 2016

Status: Pending **Status Date:** Jul 27, 2016

Interlocutory Attorney: GEOFFREY MCNUTT

Defendant

Name: Homer Martin Peavy

Correspondent Address: MICHAEL D STEWART
150 SE 2ND AVE STE 1000
MIAMI FL , 33131
UNITED STATES

Correspondent e-mail: ms@themiamilaw.com

Associated marks

Mark	Application Status	Serial Number	Registration Number
APPLE PENCIL	Opposition Pending	86765783	

Plaintiff(s)

Name: Apple Inc.

Correspondent Address: GLENN A GUNDERSEN
DECHERT LLP
CIRA CENTRE, 2929 ARCH STREET
PHILADELPHIA PA , 19104-2808
UNITED STATES

Correspondent e-mail: glenn.gundersen@dechert.com , trademarks@dechert.com , gayle.denman@dechert.com , jennifer.insley-pruitt@dechert.com

Associated marks

Mark	Application Status	Serial Number	Registration Number
APPLE PENCIL	Registered	86751413	5028493

Prosecution History

Entry Number	History Text	Date	Due Date
1	FILED AND FEE	Jul 27, 2016	
2	NOTICE AND TRIAL DATES SENT; ANSWER DUE:	Jul 27, 2016	Sep 05, 2016
3	PENDING, INSTITUTED	Jul 27, 2016	
4	D APPEARANCE / POWER OF ATTORNEY	Sep 01, 2016	
5	ANSWER	Sep 01, 2016	
6	P MOT FOR EXT W/ CONSENT	Feb 15, 2017	
7	EXTENSION OF TIME GRANTED	Feb 15, 2017	
8	P MOT FOR EXT W/ CONSENT	Apr 28, 2017	
	EXTENSION OF TIME GRANTED		

9		Apr 28, 2017	
10	D MOT TO SUSP W/ CONSENT PEND SETTL NEGOTIATIONS	Jul 07, 2017	
11	SUSPENDED	Jul 07, 2017	
12	P MOT TO SUSP W/ CONSENT PEND SETTL NEGOTIATIONS	Aug 31, 2017	
13	SUSPENDED	Aug 31, 2017	
14	D REQ TO W/DRAW AS ATTORNEY	Sep 25, 2017	
15	RESPONSE DUE 30 DAYS (DUE DATE)	Sep 27, 2017	Oct 27, 2017
16	D APPEARANCE / POWER OF ATTORNEY	Oct 22, 2017	
17	PROCEEDINGS RESUMED	Oct 25, 2017	
18	P CHANGE OF CORRESP ADDRESS	Oct 26, 2017	
19	P MOT FOR EXT W/ CONSENT	Jan 25, 2018	
20	EXTENSION OF TIME GRANTED	Jan 25, 2018	
21	P MOT TO COMPEL DISCOVERY	Mar 09, 2018	
22	P DECL & EXS A-B	Mar 09, 2018	
23	SUSP PEND DISP OF OUTSTNDNG MOT	Mar 16, 2018	
24	P NOTICE REGARDING MOT TO COMPEL	Apr 24, 2018	
25	PROCEEDINGS RESUMED	May 01, 2018	

Type of Proceeding: Extension of Time

Proceeding Number: 86751413 **Filing Date:** Feb 23, 2016

Status: Terminated **Status Date:** Apr 18, 2016

Interlocutory Attorney:

Defendant

Name: Apple Inc.

Correspondent Address: THOMAS R. LA PERLE
Apple Inc
1 Infinite Loop
Cupertino CA , 95014-2083

Associated marks

Mark	Application Status	Serial Number	Registration Number
APPLE PENCIL	Registered	86751413	5028493

Potential Opposer(s)

Name: Homer M Peavy

Correspondent Address: Homer M Peavy
Twig Pencils
1066 Via Grande
Cathedral City CA , 92234
UNITED STATES

Correspondent e-mail: twigpencils@icloud.com

Prosecution History

Entry Number	History Text	Date	Due Date
1	INCOMING - EXT TIME TO OPPOSE FILED	Feb 23, 2016	
2	EXTENSION OF TIME GRANTED	Feb 24, 2016	

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Mark: PENCIL

US Serial Number:	86763003	**Application Filing Date:**	Sep. 21, 2015
US Registration Number:	5028531	**Registration Date:**	Aug. 23, 2016
Register:	Principal		
Mark Type:	Trademark		
Status:	Registered. The registration date is used to determine when post-registration maintenance documents are due.		
Status Date:	Aug. 23, 2016		
Publication Date:	Feb. 02, 2016	**Notice of Allowance Date:**	May 31, 2016

Mark Information

Mark Literal Elements:	PENCIL
Standard Character Claim:	No
Mark Drawing Type:	3 - AN ILLUSTRATION DRAWING WHICH INCLUDES WORD(S)/ LETTER(S)/NUMBER(S)
Description of Mark:	The mark consists of the design of an apple with a bite removed and the word "Pencil".
Color(s) Claimed:	Color is not claimed as a feature of the mark.
Disclaimer:	"PENCIL"
Design Search Code(s):	05.09.05 - Apples

Related Properties Information

International Registration Number:	1280675
International Application(s) /Registration(s) Based on this Property:	A0053925/1280675
Claimed Ownership of US Registrations:	1114431, 2715578, 3679056

Goods and Services

Note: The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For: input devices for computers and handheld mobile digital electronic devices

International Class(es):	009 - Primary Class	**U.S Class(es):**	021, 023, 026, 036, 038
Class Status:	ACTIVE		
Basis:	1(a)		
First Use:	Sep. 09, 2015	**Use in Commerce:**	Nov. 11, 2015

Basis Information (Case Level)

Filed Use:	No	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	Yes	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name: Apple Inc.

Owner Address: One Apple Park Way
Cupertino, CALIFORNIA 95014
UNITED STATES

Legal Entity Type: CORPORATION

State or Country Where Organized: CALIFORNIA

Attorney/Correspondence Information

Attorney of Record

Attorney Name: Thomas R. La Perle

Attorney Primary Email Address: trademarkdocket@apple.com

Attorney Email Authorized: Yes

Correspondent

Correspondent Name/Address: THOMAS R. LA PERLE
Apple Inc
1 Infinite Loop
Cupertino, CALIFORNIA 95014-2083
UNITED STATES

Correspondent e-mail: trademarkdocket@apple.com laperle@apple.com

Correspondent e-mail Authorized: Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Mar. 14, 2018	APPLICANT/CORRESPONDENCE CHANGES (NON-RESPONSIVE) ENTERED	88888
Mar. 14, 2018	TEAS CHANGE OF OWNER ADDRESS RECEIVED	
Aug. 23, 2016	REGISTERED-PRINCIPAL REGISTER	
Jul. 19, 2016	NOTICE OF ACCEPTANCE OF STATEMENT OF USE E-MAILED	
Jul. 16, 2016	ALLOWED PRINCIPAL REGISTER - SOU ACCEPTED	
Jun. 24, 2016	STATEMENT OF USE PROCESSING COMPLETE	69712
May 31, 2016	USE AMENDMENT FILED	69712
Jun. 23, 2016	CASE ASSIGNED TO INTENT TO USE PARALEGAL	69712
May 31, 2016	TEAS STATEMENT OF USE RECEIVED	
May 31, 2016	NOA E-MAILED - SOU REQUIRED FROM APPLICANT	
Apr. 18, 2016	EXTENSION OF TIME TO OPPOSE PROCESS - TERMINATED	
Feb. 29, 2016	EXTENSION OF TIME TO OPPOSE RECEIVED	
Feb. 02, 2016	OFFICIAL GAZETTE PUBLICATION CONFIRMATION E-MAILED	
Feb. 02, 2016	PUBLISHED FOR OPPOSITION	
Jan. 13, 2016	NOTIFICATION OF NOTICE OF PUBLICATION E-MAILED	
Dec. 22, 2015	APPROVED FOR PUB - PRINCIPAL REGISTER	
Dec. 21, 2015	ASSIGNED TO EXAMINER	74284
Sep. 25, 2015	NOTICE OF DESIGN SEARCH CODE E-MAILED	
Sep. 24, 2015	NEW APPLICATION OFFICE SUPPLIED DATA ENTERED IN TRAM	
Sep. 24, 2015	NEW APPLICATION ENTERED IN TRAM	

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location: PUBLICATION AND ISSUE SECTION **Date in Location:** Jul. 16, 2016

Proceedings

Summary

Number of Proceedings: 2

Type of Proceeding: Opposition

Proceeding Number: 91234630 **Filing Date:** May 17, 2017

Status: Pending **Status Date:** May 17, 2017

Interlocutory Attorney: MARY B MYLES

Defendant

Name: Advanced Solutions, Inc.

Correspondent Address: KAREN K GAUNT
DINSMORE & SHOHL LLP
255 E 5TH ST STE 1900
CINCINNATI OH , 45202
UNITED STATES

Correspondent e-mail: karen.gaunt@dinsmore.com

Associated marks

Mark	Application Status	Serial Number	Registration Number
PILOT PROFESSIONAL INSTRUCTOR LIVE ONLINE TRAINING	Opposition Pending	86933829	

Plaintiff(s)

Name: Apple Inc.

Correspondent Address: ALLISON SCOTT ROACH
KILPATRICK TOWNSEND & STOCKTON LLP
1100 PEACHTREE ST NE STE 2800
ATLANTA GA , 30309-4528
UNITED STATES

Correspondent e-mail: aroach@kilpatricktownsend.com , jpetersen@ktslaw.com , agarcia@ktslaw.com , tmadmin@ktslaw.com

Associated marks

Mark	Application Status	Serial Number	Registration Number
	Renewed	78943482	3298028
APPLE	Cancellation Pending	77428980	4088195
APPLE STORE	Section 8 and 15 - Accepted and Acknowledged	77388365	3710912
APPLECARE	Section 8 and 15 - Accepted and Acknowledged	77499837	4009791
	Renewed	73162799	1114431
	Renewed	76426501	2715578
	Section 8 and 15 - Accepted and Acknowledged	77648705	3679056
	Renewed	78157042	2870477
	Renewed	78146716	2753069
APPLE	Renewed	73120444	1078312
APPLE	Section 8 and 15 - Accepted and Acknowledged	77172511	3928818
APPLE	Renewed	78170383	2808567
TV	Renewed	77154348	3359157
IPHONE	Section 8 and 15 - Accepted and Acknowledged	77976400	3746840
WATCH SPORT	Registered	86512828	4956950

PENCIL	Registered	86763003	5028531
MUSIC	Registered	86662587	4929159
PAY	Registered	86393745	5110262
WATCH	Registered	86390818	5161497
WATCH EDITION	Registered	86512795	4852670
WATCH SPORT	Registered	86512876	4819882

Prosecution History

Entry Number	History Text	Date	Due Date
1	FILED AND FEE	May 17, 2017	
2	NOTICE AND TRIAL DATES SENT; ANSWER DUE:	May 18, 2017	Jun 27, 2017
3	PENDING, INSTITUTED	May 18, 2017	
4	ANSWER AND COUNTERCLAIM (FEE)	Jun 27, 2017	
5	TRIAL DATES RESET	Jul 03, 2017	
6	ANSWER TO COUNTERCLAIM	Aug 02, 2017	
7	STIP TO SUSP PEND SETTL NEGOTIATIONS	Feb 15, 2018	
8	SUSPENDED	Feb 15, 2018	
9	STIP TO SUSP PEND SETTL NEGOTIATIONS	Mar 20, 2018	
10	SUSPENDED	Mar 20, 2018	
11	STIP TO SUSP PEND SETTL NEGOTIATIONS	Apr 19, 2018	
12	SUSPENDED	Apr 19, 2018	
13	STIP TO SUSP PEND SETTL NEGOTIATIONS	Jun 27, 2018	
14	SUSPENDED	Jun 27, 2018	

Type of Proceeding: Extension of Time

Proceeding Number: 86763003 **Filing Date:** Feb 29, 2016

Status: Terminated **Status Date:** Apr 18, 2016

Interlocutory Attorney:

Defendant

Name: Apple Inc.

Correspondent Address: THOMAS R. LA PERLE
Apple Inc
1 Infinite Loop
Cupertino CA , 95014-2083

Associated marks

Mark	Application Status	Serial Number	Registration Number
PENCIL	Registered	86763003	5028531

Potential Opposer(s)

Name: Homer M Peavy

Correspondent Address: Homer M Peavy
1066 Via Grande
Cathedral City CA , 92234
UNITED STATES

Correspondent e-mail: twigpencils@icloud.com

Prosecution History

Entry Number	History Text	Date	Due Date
1	INCOMING - EXT TIME TO OPPOSE FILED	Feb 29, 2016	
2	EXTENSION OF TIME GRANTED	Feb 29, 2016	

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Mark:

US Serial Number:	78943482	**Application Filing Date:**	Aug. 02, 2006
US Registration Number:	3298028	**Registration Date:**	Sep. 25, 2007
Register:	Principal		
Mark Type:	Service Mark		
Status:	The registration has been renewed.		
Status Date:	Apr. 05, 2018		
Publication Date:	Jul. 10, 2007		

Mark Information

Mark Literal Elements:	None
Standard Character Claim:	No
Mark Drawing Type:	2 - AN ILLUSTRATION DRAWING WITHOUT ANY WORDS(S)/ LETTER(S)/NUMBER(S)
Color(s) Claimed:	Color is not claimed as a feature of the mark.
Design Search Code(s):	05.09.05 - Apples

Related Properties Information

International Registration Number:	0946932
International Application(s) /Registration(s) Based on this Property:	A0009764/0946932
Claimed Ownership of US Registrations:	1114431, 2715578, 2753069 and others

Goods and Services

Note: The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For: Arranging and conducting trade shows, and trade show expositions and exhibitions in the fields of computers, computer software, online services, information technology, and consumer electronics

International Class(es):	035 - Primary Class	**U.S Class(es):**	100, 101, 102

Class Status: ACTIVE

Basis: 1(a)

First Use: Mar. 01, 1981 **Use in Commerce:** Mar. 01, 1981

For: Education and training services, namely, conducting classes, workshops, conferences and seminars in the field of computers, computer software, online services, information technology, internet website design, video products and consumer electronics; arranging of exhibitions, seminars and conferences; arranging professional workshop and training courses; computer education training services; training in the use and operation of computers and computer software; providing a website for the uploading, sharing, viewing and posting of photographs, digital images, movies, videos, online journals, namely web blogs in general interest fields, and other related multimedia entertainment materials over a global computer network; providing fitness and exercise facilities; Physical fitness consultation and instruction; providing on-line publications in the nature of newsletters in the field of computers and education; providing information in the field of education via the internet; providing information in the field of entertainment via the Internet concerning movies, music, videos, television, celebrities, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, current events

International Class(es): 041 - Primary Class **U.S Class(es):** 100, 101, 107

Class Status: ACTIVE

Basis: 1(a)

First Use: Mar. 01, 1981 **Use in Commerce:** Mar. 01, 1981

Basis Information (Case Level)

Filed Use:	Yes	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	No	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name: APPLE INC.

Owner Address: One Apple Park Way
Cupertino, CALIFORNIA 95014
UNITED STATES

Legal Entity Type: CORPORATION **State or Country Where Organized:** CALIFORNIA

Attorney/Correspondence Information

Attorney of Record

Attorney Name: Thomas R. La Perle

Attorney Primary Email Address: trademarkdocket@apple.com **Attorney Email Authorized:** Yes

Correspondent

Correspondent Name/Address: Thomas R. La Perle
Apple Inc.
One Apple Park Way
MS 169-3IPL
Cupertino, CALIFORNIA 95014
UNITED STATES

Phone: 408-974-2385 **Fax:** 408-253-0186

Correspondent e-mail: trademarkdocket@apple.com karenmarie_kitterman@apple.com amy.shelton@apple.com **Correspondent e-mail Authorized:** Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Apr. 05, 2018	NOTICE OF ACCEPTANCE OF SEC. 8 & 9 - E-MAILED	
Apr. 05, 2018	REGISTERED AND RENEWED (FIRST RENEWAL - 10 YRS)	70187

Apr. 05, 2018	REGISTERED - SEC. 8 (10-YR) ACCEPTED/SEC. 9 GRANTED	70187
Apr. 05, 2018	CASE ASSIGNED TO POST REGISTRATION PARALEGAL	70187
Mar. 23, 2018	TEAS SECTION 8 & 9 RECEIVED	
Feb. 16, 2018	APPLICANT/CORRESPONDENCE CHANGES (NON-RESPONSIVE) ENTERED	88888
Feb. 16, 2018	TEAS CHANGE OF OWNER ADDRESS RECEIVED	
Jul. 03, 2017	COUNTERCLAIM OPP. NO. 999999	234630
Mar. 30, 2017	ATTORNEY/DOM.REP.REVOKED AND/OR APPOINTED	
Mar. 30, 2017	TEAS REVOKE/APP/CHANGE ADDR OF ATTY/DOM REP RECEIVED	
Oct. 04, 2016	ATTORNEY/DOM.REP.REVOKED AND/OR APPOINTED	
Oct. 04, 2016	TEAS REVOKE/APP/CHANGE ADDR OF ATTY/DOM REP RECEIVED	
Sep. 25, 2016	COURTESY REMINDER - SEC. 8 (10-YR)/SEC. 9 E-MAILED	
Mar. 28, 2016	ATTORNEY/DOM.REP.REVOKED AND/OR APPOINTED	
Mar. 28, 2016	TEAS REVOKE/APP/CHANGE ADDR OF ATTY/DOM REP RECEIVED	
Feb. 05, 2014	TEAS CHANGE OF CORRESPONDENCE RECEIVED	
Sep. 23, 2013	NOTICE OF ACCEPTANCE OF SEC. 8 & 15 - MAILED	
Sep. 23, 2013	REGISTERED - SEC. 8 (6-YR) ACCEPTED & SEC. 15 ACK.	71378
Sep. 13, 2013	REGISTERED - SEC. 8 (6-YR) & SEC. 15 FILED	71378
Sep. 22, 2013	CASE ASSIGNED TO POST REGISTRATION PARALEGAL	71378
Sep. 12, 2013	TEAS CHANGE OF CORRESPONDENCE RECEIVED	
Sep. 13, 2013	TEAS SECTION 8 & 15 RECEIVED	
Sep. 25, 2007	REGISTERED-PRINCIPAL REGISTER	
Jul. 10, 2007	PUBLISHED FOR OPPOSITION	
Jun. 20, 2007	NOTICE OF PUBLICATION	
Apr. 30, 2007	LAW OFFICE PUBLICATION REVIEW COMPLETED	76538
Apr. 30, 2007	EXAMINERS AMENDMENT MAILED	
Apr. 27, 2007	APPROVED FOR PUB - PRINCIPAL REGISTER	
Apr. 27, 2007	EXAMINER'S AMENDMENT ENTERED	88888
Apr. 27, 2007	EXAMINERS AMENDMENT -WRITTEN	73276
Mar. 21, 2007	TEAS/EMAIL CORRESPONDENCE ENTERED	76538
Mar. 21, 2007	CORRESPONDENCE RECEIVED IN LAW OFFICE	76538
Mar. 21, 2007	ASSIGNED TO LIE	76538
Feb. 13, 2007	TEAS RESPONSE TO OFFICE ACTION RECEIVED	
Feb. 07, 2007	AUTOMATIC UPDATE OF ASSIGNMENT OF OWNERSHIP	
Dec. 12, 2006	PRIORITY ACTION MAILED	
Dec. 11, 2006	PRIORITY ACTION WRITTEN	73276
Dec. 08, 2006	ASSIGNED TO EXAMINER	73276
Aug. 09, 2006	NOTICE OF DESIGN SEARCH CODE MAILED	
Aug. 08, 2006	NEW APPLICATION ENTERED IN TRAM	

Maintenance Filings or Post Registration Information

Affidavit of Continued Use: Section 8 - Accepted

Affidavit of Incontestability: Section 15 - Accepted

Renewal Date: Sep. 25, 2017

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location: GENERIC WEB UPDATE **Date in Location:** Apr. 05, 2018

Assignment Abstract Of Title Information

Summary

Total Assignments: 1 **Registrant:** APPLE INC.

Assignment 1 of 1

Conveyance:	CHANGE OF NAME		
Reel/Frame:	3468/0526	**Pages:**	5
Date Recorded:	Jan. 25, 2007		
Supporting Documents:	assignment-tm-3468-0526.pdf		

Assignor

Name:	APPLE COMPUTER, INC.	**Execution Date:**	Jan. 09, 2007
Legal Entity Type:	CORPORATION	**State or Country Where Organized:**	CALIFORNIA

Assignee

Name:	APPLE INC.		
Legal Entity Type:	CORPORATION	**State or Country Where Organized:**	CALIFORNIA
Address:	1 INFINITE LOOP CUPERTINO, CALIFORNIA 95014		

Correspondent

Correspondent Name:	THOMAS R. LA PERLE
Correspondent Address:	1 INFINITE LOOP MS: 3TM CUPERTINO, CA 95014

Domestic Representative - Not Found

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Mark: APPLE

APPLE

US Serial Number: 77428980

Application Filing Date: Mar. 22, 2008

US Registration Number: 4088195

Registration Date: Jan. 17, 2012

Register: Principal

Mark Type: Service Mark

Status: A cancellation proceeding is pending at the Trademark Trial and Appeal Board. For further information, see TTABVUE on the Trademark Trial and Appeal Board web page.

Status Date: Mar. 27, 2018

Publication Date: Feb. 16, 2010

Notice of Allowance Date: May 11, 2010

Mark Information

Mark Literal Elements: APPLE

Standard Character Claim: Yes. The mark consists of standard characters without claim to any particular font style, size, or color.

Mark Drawing Type: 4 - STANDARD CHARACTER MARK

Color(s) Claimed: Color is not claimed as a feature of the mark.

Related Properties Information

International Registration Number: 0978171

International Application(s) /Registration(s) Based on this Property: A0011881/0978171

Claimed Ownership of US Registrations: 2649455, 3226289, 3317089 and others

Foreign Information

Priority Claimed: Yes

Foreign Application Number: 6313316

Foreign Application Filing Date: Sep. 28, 2007

Foreign Application/Registration Country: EUROPEAN (EU) OFFICE FOR HARMONIZATION IN THE INTERNAL MARKET (OHIM)

Goods and Services

Note: The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For: Education and training services, namely, arranging and conducting personal training, classes, workshops, conferences and seminars in the field of computers, computer software, online services, information technology, website design, and consumer electronics;

arranging professional workshop and training courses; computer education training services; training in the use and operation of computers, computer software and consumer electronics; online journals, namely, blogs featuring general interest topics covering a wide variety of topics and subject matter; providing on-line publications in the nature of magazines, newsletter and journals in the field of computers, computer software and consumer electronics; providing information, podcasts and webcasts in the field of entertainment via the Internet concerning movies, music, videos, television, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, and current events; digital video, audio and multimedia publishing services; providing entertainment information regarding movies, music, videos, television, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, and current events; providing information, reviews and personalized recommendations of movies, music, videos, television, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, and current events in the field of entertainment; entertainment services, namely, production of live musical performances; entertainment services, namely, providing live musical performances online via a global computer network; rental of digital entertainment content in the nature of movies, music, videos, television, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, and current events, by means of communications networks, namely, provision of non-downloadable audio and audiovisual programs via an online video-on-demand service; providing a database of digital entertainment content in the nature of movies, music, videos, television, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, and current events via electronic communication networks; entertainment services, namely, providing prerecorded audio and audiovisual content, information and commentary in the fields of music, concerts, videos, movies, television, books, news, sports, games and cultural events all via a global computer network

International Class(es): 041 - Primary Class
U.S Class(es): 100, 101, 107
Class Status: ACTIVE
Basis: 1(a)
First Use: Mar. 01, 1981
Use in Commerce: Mar. 01, 1981

Basis Information (Case Level)

Filed Use:	No	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	Yes	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	Yes	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name: Apple Inc.
Owner Address: One Apple Park Way
Cupertino, CALIFORNIA 95014
UNITED STATES
Legal Entity Type: CORPORATION
State or Country Where Organized: CALIFORNIA

Attorney/Correspondence Information

Attorney of Record

Attorney Name: Thomas R. La Perle
Attorney Primary Email Address: trademarkdocket@apple.com
Attorney Email Authorized: Yes

Correspondent

Correspondent Name/Address: JOSEPH PETERSEN
KILPATRICK TOWNSEND & STOCKTON LLP
1080 MARSH ROAD
MENLO PARK, CALIFORNIA 94025
UNITED STATES
Phone: 408-974-2385
Fax: 408-253-0186
Correspondent e-mail: trademarkdocket@apple.com karenmarie@apple.com amy.shelton@apple.com laperle@apple.com
Correspondent e-mail Authorized: Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Mar. 27, 2018	CANCELLATION INSTITUTED NO. 999999	68213

Feb. 22, 2018	POST REGISTRATION ACTION MAILED - SEC. 8 & 15	85319
Feb. 16, 2018	APPLICANT/CORRESPONDENCE CHANGES (NON-RESPONSIVE) ENTERED	88888
Feb. 16, 2018	TEAS CHANGE OF OWNER ADDRESS RECEIVED	
Feb. 01, 2018	CASE ASSIGNED TO POST REGISTRATION PARALEGAL	85319
Jan. 17, 2018	TEAS SECTION 8 & 15 RECEIVED	
Mar. 30, 2017	ATTORNEY/DOM.REP.REVOKED AND/OR APPOINTED	
Mar. 30, 2017	TEAS REVOKE/APP/CHANGE ADDR OF ATTY/DOM REP RECEIVED	
Jan. 17, 2017	COURTESY REMINDER - SEC. 8 (6-YR) E-MAILED	
Feb. 05, 2014	TEAS CHANGE OF CORRESPONDENCE RECEIVED	
Jan. 17, 2012	REGISTERED-PRINCIPAL REGISTER	
Dec. 13, 2011	NOTICE OF ACCEPTANCE OF STATEMENT OF USE MAILED	
Dec. 12, 2011	LAW OFFICE REGISTRATION REVIEW COMPLETED	77312
Dec. 12, 2011	ASSIGNED TO LIE	77312
Nov. 22, 2011	ALLOWED PRINCIPAL REGISTER - SOU ACCEPTED	
Nov. 17, 2011	NOTICE OF APPROVAL OF EXTENSION REQUEST MAILED	
Nov. 16, 2011	STATEMENT OF USE PROCESSING COMPLETE	69302
Nov. 11, 2011	USE AMENDMENT FILED	69302
Nov. 16, 2011	EXTENSION 3 GRANTED	69302
Nov. 11, 2011	EXTENSION 3 FILED	69302
Nov. 11, 2011	TEAS CHANGE OF CORRESPONDENCE RECEIVED	
Nov. 11, 2011	TEAS EXTENSION RECEIVED	
Nov. 11, 2011	TEAS STATEMENT OF USE RECEIVED	
May 12, 2011	NOTICE OF APPROVAL OF EXTENSION REQUEST MAILED	
May 11, 2011	EXTENSION 2 GRANTED	69302
May 10, 2011	EXTENSION 2 FILED	69302
May 10, 2011	TEAS EXTENSION RECEIVED	
Nov. 18, 2010	NOTICE OF APPROVAL OF EXTENSION REQUEST MAILED	
Nov. 17, 2010	EXTENSION 1 GRANTED	69302
Nov. 08, 2010	EXTENSION 1 FILED	69302
Nov. 17, 2010	CASE ASSIGNED TO INTENT TO USE PARALEGAL	69302
Nov. 08, 2010	TEAS EXTENSION RECEIVED	
May 11, 2010	NOA MAILED - SOU REQUIRED FROM APPLICANT	
May 11, 2010	NOA MAILED - SOU REQUIRED FROM APPLICANT	
Feb. 16, 2010	PUBLISHED FOR OPPOSITION	
Jan. 27, 2010	NOTICE OF PUBLICATION	
Jan. 12, 2010	LAW OFFICE PUBLICATION REVIEW COMPLETED	76985
Jan. 11, 2010	APPROVED FOR PUB - PRINCIPAL REGISTER	
Dec. 22, 2009	TEAS/EMAIL CORRESPONDENCE ENTERED	88889
Dec. 22, 2009	CORRESPONDENCE RECEIVED IN LAW OFFICE	88889
Dec. 22, 2009	TEAS RESPONSE TO SUSPENSION INQUIRY RECEIVED	
Jun. 23, 2009	INQUIRY AS TO SUSPENSION MAILED	
Jun. 22, 2009	SUSPENSION INQUIRY WRITTEN	82420
Jun. 09, 2009	LIE CHECKED SUSP - TO ATTY FOR ACTION	76985
Jun. 09, 2009	ASSIGNED TO LIE	76985
Dec. 09, 2008	LETTER OF SUSPENSION MAILED	
Dec. 08, 2008	SUSPENSION LETTER WRITTEN	82420
Nov. 17, 2008	TEAS/EMAIL CORRESPONDENCE ENTERED	88889
Nov. 16, 2008	CORRESPONDENCE RECEIVED IN LAW OFFICE	88889
Nov. 16, 2008	TEAS RESPONSE TO OFFICE ACTION RECEIVED	
May 27, 2008	NON-FINAL ACTION MAILED	
May 27, 2008	NON-FINAL ACTION WRITTEN	82420
May 12, 2008	ASSIGNED TO EXAMINER	82420
Mar. 27, 2008	TEAS AMENDMENT ENTERED BEFORE ATTORNEY ASSIGNED	88889
Mar. 27, 2008	TEAS VOLUNTARY AMENDMENT RECEIVED	
Mar. 26, 2008	NEW APPLICATION ENTERED IN TRAM	

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location: TMO LAW OFFICE 112 **Date in Location:** Feb. 22, 2018

Generated on: This page was generated by TSDR on 2018-07-19 18:02:09 EDT

Mark:

US Serial Number: 73162799

Application Filing Date: Mar. 20, 1978

US Registration Number: 1114431

Registration Date: Mar. 06, 1979

Register: Principal

Mark Type: Trademark

Status: The registration has been renewed.

Status Date: Mar. 14, 2008

Mark Information

Mark Literal Elements: None

Standard Character Claim: No

Mark Drawing Type: 2 - AN ILLUSTRATION DRAWING WITHOUT ANY WORDS(S)/ LETTER(S)/NUMBER(S)

Description of Mark: THE MARK CONSISTS OF A SILHOUETTE OF AN APPLE WITH A BITE REMOVED.

Design Search Code(s): 05.09.05 - Apples

Related Properties Information

Claimed Ownership of US Registrations: 1078312

Goods and Services

Note: The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For: COMPUTERS AND COMPUTER PROGRAMS RECORDED ON PAPER AND TAPE

International Class(es): 009 - Primary Class

U.S Class(es): 026, 038

Class Status: ACTIVE

Basis: 1(a)

First Use: Jan. 1977

Use in Commerce: Jan. 1977

Basis Information (Case Level)

Filed Use: Yes

Currently Use: Yes

Amended Use: No

Filed ITU:	No	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name: APPLE INC.

Owner Address: One Apple Park Way
Cupertino, CALIFORNIA 95014
UNITED STATES

Legal Entity Type: CORPORATION

State or Country Where Organized: CALIFORNIA

Attorney/Correspondence Information

Attorney of Record

Attorney Name: Thomas R. La Perle

Attorney Primary Email Address: trademarkdocket@apple.com

Attorney Email Authorized: Yes

Correspondent

Correspondent Name/Address: Thomas R. La Perle
Apple Inc.
1 Infinite Loop
MS 169-3IPL
Cupertino, CALIFORNIA 95014
UNITED STATES

Phone: 408-974-2385

Fax: 408-253-0186

Correspondent e-mail: trademarkdocket@apple.com karenmarie_kitterman@apple.com amy.shelton@apple.com

Correspondent e-mail Authorized: Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Mar. 06, 2018	COURTESY REMINDER - SEC. 8 (10-YR)/SEC. 9 E-MAILED	
Feb. 16, 2018	APPLICANT/CORRESPONDENCE CHANGES (NON-RESPONSIVE) ENTERED	88888
Feb. 16, 2018	TEAS CHANGE OF OWNER ADDRESS RECEIVED	
Mar. 30, 2017	ATTORNEY/DOM.REP.REVOKED AND/OR APPOINTED	
Mar. 30, 2017	TEAS REVOKE/APP/CHANGE ADDR OF ATTY/DOM REP RECEIVED	
Feb. 05, 2014	TEAS CHANGE OF CORRESPONDENCE RECEIVED	
Oct. 08, 2009	AMENDMENT UNDER SECTION 7 - ISSUED	59807
Jun. 09, 2008	ASSIGNED TO PARALEGAL	59807
May 12, 2008	TEAS SECTION 7 REQUEST RECEIVED	
Mar. 14, 2008	REGISTERED AND RENEWED (SECOND RENEWAL - 10 YRS)	75461
Mar. 14, 2008	REGISTERED - SEC. 8 (10-YR) ACCEPTED/SEC. 9 GRANTED	
Mar. 14, 2008	ASSIGNED TO PARALEGAL	75461
Mar. 10, 2008	TEAS SECTION 8 & 9 RECEIVED	
Jan. 10, 2008	CASE FILE IN TICRS	
Feb. 07, 2007	AUTOMATIC UPDATE OF ASSIGNMENT OF OWNERSHIP	
Aug. 19, 2002	TEAS CHANGE OF CORRESPONDENCE RECEIVED	
Apr. 06, 1999	REGISTERED AND RENEWED (FIRST RENEWAL - 10 YRS)	
Feb. 17, 1999	REGISTERED - SEC. 9 FILED/CHECK RECORD FOR SEC. 8	
Apr. 03, 1985	REGISTERED - SEC. 8 (6-YR) ACCEPTED & SEC. 15 ACK.	
Dec. 24, 1984	REGISTERED - SEC. 8 (6-YR) & SEC. 15 FILED	

Maintenance Filings or Post Registration Information

Affidavit of Continued Use:	Section 8 - Accepted
Affidavit of Incontestability:	Section 15 - Accepted
Renewal Date:	Mar. 06, 2009
Change in Registration:	Yes
Amendment to a Registration/Renewal Certificate:	The drawing is amended to appear as follows: PUBLISH NEW The drawing is amended to appear as follows: PUBLISH CUT

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location:	POST REGISTRATION	**Date in Location:**	Nov. 25, 2009

Assignment Abstract Of Title Information

Summary

Total Assignments:	1	**Registrant:**	APPLE COMPUTER, INC.

Assignment 1 of 1

Conveyance:	CHANGE OF NAME		
Reel/Frame:	3468/0526	**Pages:**	5
Date Recorded:	Jan. 25, 2007		
Supporting Documents:	assignment-tm-3468-0526.pdf		

Assignor

Name:	APPLE COMPUTER, INC.	**Execution Date:**	Jan. 09, 2007
Legal Entity Type:	CORPORATION	**State or Country Where Organized:**	CALIFORNIA

Assignee

Name:	APPLE INC.		
Legal Entity Type:	CORPORATION	**State or Country Where Organized:**	CALIFORNIA
Address:	1 INFINITE LOOP CUPERTINO, CALIFORNIA 95014		

Correspondent

Correspondent Name:	THOMAS R. LA PERLE
Correspondent Address:	1 INFINITE LOOP MS: 3TM CUPERTINO, CA 95014

Domestic Representative - Not Found

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Mark:

US Serial Number:	76426501	**Application Filing Date:**	Jul. 01, 2002
US Registration Number:	2715578	**Registration Date:**	May 13, 2003
Register:	Principal		
Mark Type:	Trademark		
Status:	The registration has been renewed.		
Status Date:	Apr. 24, 2013		
Publication Date:	Feb. 18, 2003		

Mark Information

Mark Literal Elements:	None
Standard Character Claim:	No
Mark Drawing Type:	2 - AN ILLUSTRATION DRAWING WITHOUT ANY WORDS(S)/ LETTER(S)/NUMBER(S)
Design Search Code(s):	05.09.05 - Apples

Related Properties Information

International Registration Number:	0851679
International Application(s) /Registration(s) Based on this Property:	Z1231700/0851679
Claimed Ownership of US Registrations:	1078312, 1157920, 1219945, 1303085, 1401154, 2180949 and others

Goods and Services

Note: The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For: Computers hardware; computer hardware, namely, server, desktop, laptop, notebook and subnotebook computers; hand held and mobile computers; computer [terminals and] monitors; personal digital assistants; portable digital audio players; electronic organizers; computer keyboards, cables, [modems;] audio speakers; computer video control devices, namely, computer mice, [trackballs, joysticks and gamepads;] a full line of computer software for business, home, education, and developer use; computer programs for personal information management; database management software; [character recognition software; telephony management software;] electronic mail and messaging software; [telecommunications software, namely, for paging;] database synchronization

software; computer programs for accessing, browsing and searching online databases; operating system software; application development tool programs; blank computer storage media; fonts, typefaces, type designs and symbols recorded on magnetic media; computer software for use in providing multiple user access to a global computer information network for searching, retrieving, transferring, manipulating and disseminating a wide range of information; computer software for use as a programming interface; computer software for use in network server sharing; local and wide area networking software; computer software for matching, correction, and reproduction of color; computer software for use in digital video and audio editing; computer software for use in enhancing text and graphics; computer software for use in font justification and font quality; computer software for use to navigate and search a global computer information network, as well as to organize and summarize the information retrieved; computer software for use in word processing and database management; word processing software incorporating text, spreadsheets, still and moving images, sounds and clip art; computer software for use in authoring, downloading, transmitting, receiving, editing, extracting, encoding, decoding, playing, storing and organizing audio, video, still images and other digital data; computer software for analyzing and troubleshooting other computer software; children's educational software; computer game software; Computer graphics software; [Computer search engine software;] Web site development software; computer program which provides remote viewing, remote control, communications and software distribution within personal computer systems and across computer network; computer programs for file maintenance and data recovery; computer peripherals; instructional manuals packaged in association with the above

International Class(es): 009 - Primary Class

U.S Class(es): 021, 023, 026, 036, 038

Class Status: ACTIVE

Basis: 1(a)

First Use: Jan. 01, 1977

Use in Commerce: Jan. 01, 1977

Basis Information (Case Level)

Filed Use:	Yes	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	No	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name: APPLE INC.

Owner Address: One Apple Park Way
Cupertino, CALIFORNIA 95014
UNITED STATES

Legal Entity Type: CORPORATION

State or Country Where Organized: CALIFORNIA

Attorney/Correspondence Information

Attorney of Record

Attorney Name: Thomas R. La Perle

Attorney Primary Email Address: trademarkdocket@apple.com

Attorney Email Authorized: Yes

Correspondent

Correspondent Name/Address: Thomas R. La Perle
Apple Inc.
1 Infinite Loop
MS 169-3IPL
Cupertino, CALIFORNIA 95014
UNITED STATES

Phone: 408-974-2385

Fax: 408-253-0186

Correspondent e-mail: trademarkdocket@apple.com karenmarie_kitterman@apple.com amy.shelton@apple.com

Correspondent e-mail Authorized: Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Feb. 16, 2018	APPLICANT/CORRESPONDENCE CHANGES (NON-RESPONSIVE) ENTERED	88888
Feb. 16, 2018	TEAS CHANGE OF OWNER ADDRESS RECEIVED	

Mar. 30, 2017	ATTORNEY/DOM.REP.REVOKED AND/OR APPOINTED	
Mar. 30, 2017	TEAS REVOKE/APP/CHANGE ADDR OF ATTY/DOM REP RECEIVED	
Feb. 05, 2014	TEAS CHANGE OF CORRESPONDENCE RECEIVED	
Apr. 25, 2013	NOTICE OF ACCEPTANCE OF SEC. 8 & 9 - MAILED	
Apr. 24, 2013	REGISTERED AND RENEWED (FIRST RENEWAL - 10 YRS)	59136
Apr. 24, 2013	REGISTERED - SEC. 8 (10-YR) ACCEPTED/SEC. 9 GRANTED	59136
Apr. 24, 2013	CASE ASSIGNED TO POST REGISTRATION PARALEGAL	59136
Apr. 05, 2013	TEAS SECTION 8 & 9 RECEIVED	
Aug. 03, 2010	NOTICE OF SUIT	
Feb. 23, 2009	CASE FILE IN TICRS	
Jan. 31, 2009	REGISTERED - SEC. 8 (6-YR) ACCEPTED & SEC. 15 ACK.	71378
Jan. 13, 2009	TEAS SECTION 8 & 15 RECEIVED	
Feb. 07, 2007	AUTOMATIC UPDATE OF ASSIGNMENT OF OWNERSHIP	
May 13, 2003	REGISTERED-PRINCIPAL REGISTER	
Feb. 18, 2003	PUBLISHED FOR OPPOSITION	
Jan. 29, 2003	NOTICE OF PUBLICATION	
Dec. 12, 2002	APPROVED FOR PUB - PRINCIPAL REGISTER	
Nov. 19, 2002	CORRESPONDENCE RECEIVED IN LAW OFFICE	
Nov. 14, 2002	NON-FINAL ACTION MAILED	
Nov. 01, 2002	ASSIGNED TO EXAMINER	69811
Nov. 01, 2002	ASSIGNED TO EXAMINER	69811
Oct. 29, 2002	ASSIGNED TO EXAMINER	76585

Maintenance Filings or Post Registration Information

Affidavit of Continued Use: Section 8 - Accepted

Affidavit of Incontestability: Section 15 - Accepted

Renewal Date: May 13, 2013

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location: GENERIC WEB UPDATE **Date in Location:** Apr. 24, 2013

Assignment Abstract Of Title Information

Summary

Total Assignments: 1 **Registrant:** Apple Computer, Inc.

Assignment 1 of 1

Conveyance: CHANGE OF NAME

Reel/Frame: 3468/0526 **Pages:** 5

Date Recorded: Jan. 25, 2007

Supporting Documents: assignment-tm-3468-0526.pdf

Assignor

Name: APPLE COMPUTER, INC. **Execution Date:** Jan. 09, 2007

Legal Entity Type: CORPORATION **State or Country Where Organized:** CALIFORNIA

Assignee

Name: APPLE INC.

Legal Entity Type: CORPORATION **State or Country Where Organized:** CALIFORNIA

Address: 1 INFINITE LOOP
CUPERTINO, CALIFORNIA 95014

Correspondent

Correspondent Name:	THOMAS R. LA PERLE
Correspondent Address:	1 INFINITE LOOP MS: 3TM CUPERTINO, CA 95014

Domestic Representative - Not Found

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Mark:

US Serial Number:	77648705	**Application Filing Date:**	Jan. 13, 2009
US Registration Number:	3679056	**Registration Date:**	Sep. 08, 2009

Register: Principal

Mark Type: Trademark

Status: A Sections 8 and 15 combined declaration has been accepted and acknowledged.

Status Date: Mar. 25, 2015

Publication Date: Jun. 23, 2009

Mark Information

Mark Literal Elements: None

Standard Character Claim: No

Mark Drawing Type: 2 - AN ILLUSTRATION DRAWING WITHOUT ANY WORDS(S)/ LETTER(S)/NUMBER(S)

Description of Mark: The mark consists of the design of an apple with a bite removed.

Color(s) Claimed: Color is not claimed as a feature of the mark.

Design Search Code(s): 05.09.05 - Apples

Related Properties Information

International Registration Number: 1014459

International Application(s) /Registration(s) Based on this Property: A0015928/1014459

Claimed Ownership of US Registrations: 1114431, 2715578, 2753069 and others

Goods and Services

Note: The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For: Computers; computer hardware; computer peripherals; handheld computers; handheld mobile digital electronic devices for recording,

organizing, transmitting, manipulating, and reviewing text, data, image, audio, and audiovisual files, for the sending and receiving of telephone calls, electronic mail, and other digital data, for use as a digital format audio player, handheld computer, personal digital assistant, electronic organizer, electronic notepad, camera, and global positioning system (GPS) electronic navigation device; digital audio and video recorders and players; personal digital assistants; electronic organizers; cameras; telephones; mobile phones; satellite navigational systems, namely, global positioning systems (GPS); electronic navigational devices, namely, global positioning satellite (GPS) based navigation receivers; computer game machines for use with external display screens, monitors, or televisions; a full line of accessories and parts for the aforementioned goods; stands, covers, cases, holsters, power adaptors, and wired and wireless remote controls for the aforementioned goods; computer memory hardware; computer disc drives; optical disc drives; computer networking hardware; computer monitors; flat panel display monitors; computer keyboards; computer cables; modems; computer mice; electronic docking stations; set top boxes; batteries; battery chargers; electrical connectors, wires, cables, and adaptors; devices for hands-free use; headphones; earphones; ear buds; audio speakers; microphones; and headsets; a full line of computer software for business, home, education, and developer use; user manuals for use with, and sold as a unit with, the aforementioned goods; downloadable audio and video files, movies, ring tones, video games, television programs, pod casts and audio books via the internet and wireless devices featuring music, movies, videos, television, celebrities, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, current events and topics of general interest

International Class(es): 009 - Primary Class

U.S Class(es): 021, 023, 026, 036, 038

Class Status: ACTIVE

Basis: 1(a)

First Use: Jan. 31, 1977

Use in Commerce: Jan. 31, 1977

Basis Information (Case Level)

Filed Use:	Yes	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	No	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name: Apple Inc.

Owner Address: One Apple Park Way
Cupertino, CALIFORNIA 95014
UNITED STATES

Legal Entity Type: CORPORATION

State or Country Where Organized: CALIFORNIA

Attorney/Correspondence Information

Attorney of Record

Attorney Name: Thomas R. La Perle

Attorney Primary Email Address: trademarkdocket@apple.com

Attorney Email Authorized: Yes

Correspondent

Correspondent Name/Address: Thomas R. La Perle
Apple Inc.
1 Infinite Loop
MS 169-3IPL
Cupertino, CALIFORNIA 95014
UNITED STATES

Phone: 408-974-2385

Fax: 408-253-0186

Correspondent e-mail: trademarkdocket@apple.com karenmarie_kitterman@apple.com amy.shelton@apple.com

Correspondent e-mail Authorized: Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Feb. 16, 2018	APPLICANT/CORRESPONDENCE CHANGES (NON-RESPONSIVE) ENTERED	88888
Feb. 16, 2018	TEAS CHANGE OF OWNER ADDRESS RECEIVED	

Mar. 30, 2017	ATTORNEY/DOM.REP.REVOKED AND/OR APPOINTED	
Mar. 30, 2017	TEAS REVOKE/APP/CHANGE ADDR OF ATTY/DOM REP RECEIVED	
Mar. 25, 2015	NOTICE OF ACCEPTANCE OF SEC. 8 & 15 - E-MAILED	
Mar. 25, 2015	REGISTERED - SEC. 8 (6-YR) ACCEPTED & SEC. 15 ACK.	76533
Mar. 24, 2015	CASE ASSIGNED TO POST REGISTRATION PARALEGAL	76533
Mar. 10, 2015	TEAS SECTION 8 & 15 RECEIVED	
Feb. 05, 2014	TEAS CHANGE OF CORRESPONDENCE RECEIVED	
Aug. 03, 2010	NOTICE OF SUIT	
Sep. 08, 2009	REGISTERED-PRINCIPAL REGISTER	
Jun. 23, 2009	PUBLISHED FOR OPPOSITION	
Jun. 03, 2009	NOTICE OF PUBLICATION	
May 19, 2009	LAW OFFICE PUBLICATION REVIEW COMPLETED	73797
May 18, 2009	ASSIGNED TO LIE	73797
May 18, 2009	APPROVED FOR PUB - PRINCIPAL REGISTER	
Apr. 27, 2009	TEAS/EMAIL CORRESPONDENCE ENTERED	88889
Apr. 27, 2009	CORRESPONDENCE RECEIVED IN LAW OFFICE	88889
Apr. 27, 2009	TEAS RESPONSE TO OFFICE ACTION RECEIVED	
Mar. 18, 2009	NON-FINAL ACTION MAILED	
Mar. 17, 2009	NON-FINAL ACTION WRITTEN	66593
Mar. 12, 2009	ASSIGNED TO EXAMINER	66593
Jan. 17, 2009	NOTICE OF DESIGN SEARCH CODE MAILED	
Jan. 16, 2009	NEW APPLICATION ENTERED IN TRAM	

Maintenance Filings or Post Registration Information

Affidavit of Continued Use: Section 8 - Accepted

Affidavit of Incontestability: Section 15 - Accepted

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location: TMEG LAW OFFICE 107 **Date in Location:** Mar. 25, 2015

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Mark:

US Serial Number:	78157042	**Application Filing Date:**	Aug. 22, 2002
US Registration Number:	2870477	**Registration Date:**	Aug. 03, 2004
Register:	Principal		
Mark Type:	Service Mark		
Status:	The registration has been renewed.		
Status Date:	Aug. 16, 2014		
Publication Date:	Jul. 08, 2003	**Notice of Allowance Date:**	Sep. 30, 2003

Mark Information

Mark Literal Elements:	None
Standard Character Claim:	No
Mark Drawing Type:	2 - AN ILLUSTRATION DRAWING WITHOUT ANY WORDS(S)/ LETTER(S)/NUMBER(S)
Description of Mark:	The mark consists of the design of an apple with a bite removed.
Color(s) Claimed:	Color is not claimed as a feature of the mark.
Design Search Code(s):	05.09.05 - Apples

Related Properties Information

International Registration Number:	0885881
International Application(s) /Registration(s) Based on this Property:	A0004256/0885881
Claimed Ownership of US Registrations:	0113028, 0140042, 1114431, 1228952, 1401154, 1421062 and others

Goods and Services

Note: The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For: Telecommunication services, namely, electronic transmission of data and images via computer networks; electronic mail services; providing on-line electronic bulletin boards for transmission of messages among computer users in the fields of business, creative design, education, computers, information technology, word processing, database management, entertainment, electronic commerce and telecommunications; telecommunications consultation; delivery of messages by electronic transmission; electronic transmission of data and information by computer, radio, mail, providing Internet access

International Class(es): 038 - Primary Class

U.S Class(es): 100, 101, 104

Class Status: ACTIVE

Basis: 1(a)

First Use: Apr. 09, 1994

Use in Commerce: Apr. 09, 1994

Basis Information (Case Level)

Filed Use:	No	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	Yes	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name: APPLE INC.

Owner Address: One Apple Park Way
Cupertino, CALIFORNIA 95014
UNITED STATES

Legal Entity Type: CORPORATION

State or Country Where Organized: CALIFORNIA

Attorney/Correspondence Information

Attorney of Record

Attorney Name: Thomas R. La Perle

Attorney Primary Email Address: trademarkdocket@apple.com

Attorney Email Authorized: Yes

Correspondent

Correspondent Name/Address: Thomas R. La Perle
Apple Inc.
1 Infinite Loop
MS 169-3IPL
Cupertino, CALIFORNIA 95014
UNITED STATES

Phone: 408-974-2385

Fax: 408-253-0186

Correspondent e-mail: trademarkdocket@apple.com karenmarie_kitterman@apple.com amy.shelton@apple.com

Correspondent e-mail Authorized: Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Feb. 16, 2018	APPLICANT/CORRESPONDENCE CHANGES (NON-RESPONSIVE) ENTERED	88888
Feb. 16, 2018	TEAS CHANGE OF OWNER ADDRESS RECEIVED	
Mar. 30, 2017	ATTORNEY/DOM.REP.REVOKED AND/OR APPOINTED	
Mar. 30, 2017	TEAS REVOKE/APP/CHANGE ADDR OF ATTY/DOM REP RECEIVED	
Oct. 05, 2016	ATTORNEY/DOM.REP.REVOKED AND/OR APPOINTED	
Oct. 05, 2016	TEAS REVOKE/APP/CHANGE ADDR OF ATTY/DOM REP RECEIVED	
Aug. 16, 2014	NOTICE OF ACCEPTANCE OF SEC. 8 & 9 - E-MAILED	
Aug. 16, 2014	REGISTERED AND RENEWED (FIRST RENEWAL - 10 YRS)	76874
Aug. 16, 2014	REGISTERED - SEC. 8 (10-YR) ACCEPTED/SEC. 9 GRANTED	76874

Aug. 16, 2014	CASE ASSIGNED TO POST REGISTRATION PARALEGAL	76874
Jul. 30, 2014	TEAS SECTION 8 & 9 RECEIVED	
Feb. 05, 2014	TEAS CHANGE OF CORRESPONDENCE RECEIVED	
Feb. 09, 2011	REGISTERED - SEC. 8 (6-YR) ACCEPTED & SEC. 15 ACK.	70619
Feb. 09, 2011	CASE ASSIGNED TO POST REGISTRATION PARALEGAL	70619
Jan. 27, 2011	TEAS SECTION 8 & 15 RECEIVED	
Feb. 07, 2007	AUTOMATIC UPDATE OF ASSIGNMENT OF OWNERSHIP	
Aug. 03, 2004	REGISTERED-PRINCIPAL REGISTER	
May 12, 2004	ALLOWED PRINCIPAL REGISTER - SOU ACCEPTED	
Apr. 12, 2004	ASSIGNED TO EXAMINER	75593
Apr. 09, 2004	STATEMENT OF USE PROCESSING COMPLETE	
Mar. 30, 2004	USE AMENDMENT FILED	
Apr. 07, 2004	CASE FILE IN TICRS	
Mar. 30, 2004	TEAS STATEMENT OF USE RECEIVED	
Jan. 08, 2004	EXTENSION 1 GRANTED	
Jan. 08, 2004	EXTENSION 1 FILED	
Jan. 08, 2004	TEAS EXTENSION RECEIVED	
Sep. 30, 2003	NOA MAILED - SOU REQUIRED FROM APPLICANT	
Jul. 08, 2003	PUBLISHED FOR OPPOSITION	
Jun. 18, 2003	NOTICE OF PUBLICATION	
Apr. 29, 2003	APPROVED FOR PUB - PRINCIPAL REGISTER	
Apr. 10, 2003	CORRESPONDENCE RECEIVED IN LAW OFFICE	
Apr. 09, 2003	CORRESPONDENCE RECEIVED IN LAW OFFICE	
Apr. 09, 2003	FINAL REFUSAL E-MAILED	
Feb. 28, 2003	CORRESPONDENCE RECEIVED IN LAW OFFICE	
Feb. 27, 2003	CORRESPONDENCE RECEIVED IN LAW OFFICE	
Feb. 05, 2003	NON-FINAL ACTION E-MAILED	
Jan. 15, 2003	ASSIGNED TO EXAMINER	75593

Maintenance Filings or Post Registration Information

Affidavit of Continued Use: Section 8 - Accepted

Affidavit of Incontestability: Section 15 - Accepted

Renewal Date: Aug. 03, 2014

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location: GENERIC WEB UPDATE **Date in Location:** Aug. 16, 2014

Assignment Abstract Of Title Information

Summary

Total Assignments: 1 **Registrant:** Apple Computer, Inc.

Assignment 1 of 1

Conveyance: CHANGE OF NAME

Reel/Frame: 3468/0526 **Pages:** 5

Date Recorded: Jan. 25, 2007

Supporting Documents: assignment-tm-3468-0526.pdf

Assignor

Name: APPLE COMPUTER, INC. **Execution Date:** Jan. 09, 2007

Legal Entity Type: CORPORATION **State or Country Where Organized:** CALIFORNIA

Assignee

Name: APPLE INC.

Legal Entity Type: CORPORATION

State or Country Where Organized: CALIFORNIA

Address: 1 INFINITE LOOP
CUPERTINO, CALIFORNIA 95014

Correspondent

Correspondent Name: THOMAS R. LA PERLE

Correspondent Address: 1 INFINITE LOOP
MS: 3TM
CUPERTINO, CA 95014

Domestic Representative - Not Found

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Mark:

US Serial Number: 78146716

Application Filing Date: Jul. 23, 2002

US Registration Number: 2753069

Registration Date: Aug. 19, 2003

Register: Principal

Mark Type: Service Mark

Status: The registration has been renewed.

Status Date: Mar. 08, 2014

Publication Date: May 27, 2003

Mark Information

Mark Literal Elements: None

Standard Character Claim: No

Mark Drawing Type: 2 - AN ILLUSTRATION DRAWING WITHOUT ANY WORDS(S)/ LETTER(S)/NUMBER(S)

Description of Mark: The mark consists of the design of an apple with a bite removed.

Design Search Code(s): 05.03.25 - Leaf, single; Other leaves
05.09.05 - Apples

Related Properties Information

International Registration Number: 0910391

International Application(s) /Registration(s) Based on this Property: A0005138/0910391

Claimed Ownership of US Registrations: 1114431, 1130288, 1401154 and others

Goods and Services

Note: The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For: [Application service provider (ASP), namely, hosting computer software applications of others;]computer services, namely, displaying the [web sites and] images of others on a computer server; computer diagnostic services; installation of computer software; updating of computer software; maintenance of computer software; computer hardware development; integration of computer systems and networks; monitoring the computer systems of others for technical purposes and providing back-up computer programs and facilities;

computer consultation, design, and testing services; consulting services in the field of design, selection, implementation and use of computer hardware and software systems for others; computer data recovery; computer programming for others; research and development of computer hardware and software; website design, creation [and hosting services] ; computer services, namely, designing [and implementing] web sites for others; computer services, namely, providing search engines for obtaining data on a global computer network; providing use of on-line non-downloadable software for communications via local or global communications networks, including the Internet, intranets, and extranets; computer consultation, namely, analyzing data to detect, eradicate, and prevent the occurrence of computer viruses; computer consultation, namely, services relating to the protection of computer hardware, computer software, computer networks and computer systems against computer viruses, attacks, or failures; computer consultation, namely, services for optimizing the performance and functionality of computer software and communications networks; technical support services, namely, troubleshooting of computers, computer software, telecommunications, and the Internet systems; leasing of computers, computer peripherals and computer software; leasing computer facilities; providing information in a wide variety of fields over computer networks and global communication networks; computer services, namely, creating indexes of information, web sites and other information sources available on computer networks; providing information concerning a wide range of text, electronic documents, databases, graphics and audiovisual information

International Class(es): 042 - Primary Class

U.S Class(es): 100, 101

Class Status: ACTIVE

Basis: 1(a)

First Use: Sep. 1980

Use in Commerce: Sep. 1980

Basis Information (Case Level)

Filed Use:	Yes	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	No	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name: APPLE INC.

Owner Address: One Apple Park Way
Cupertino, CALIFORNIA 95014
UNITED STATES

Legal Entity Type: CORPORATION

State or Country Where Organized: CALIFORNIA

Attorney/Correspondence Information

Attorney of Record

Attorney Name: Thomas R. La Perle

Attorney Primary Email Address: trademarkdocket@apple.com

Attorney Email Authorized: Yes

Correspondent

Correspondent Name/Address: Thomas R. La Perle
Apple Inc.
1 Infinite Loop
MS 169-3IPL
Cupertino, CALIFORNIA 95014
UNITED STATES

Phone: 408-974-2385

Fax: 408-253-0186

Correspondent e-mail: trademarkdocket@apple.com karenmarie_kitterman@apple.com amy.shelton@apple.com

Correspondent e-mail Authorized: Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Feb. 16, 2018	APPLICANT/CORRESPONDENCE CHANGES (NON-RESPONSIVE) ENTERED	88888
Feb. 16, 2018	TEAS CHANGE OF OWNER ADDRESS RECEIVED	
Mar. 30, 2017	ATTORNEY/DOM.REP.REVOKED AND/OR APPOINTED	

Mar. 30, 2017	TEAS REVOKE/APP/CHANGE ADDR OF ATTY/DOM REP RECEIVED	
Mar. 08, 2014	NOTICE OF ACCEPTANCE OF SEC. 8 & 9 - E-MAILED	
Mar. 08, 2014	REGISTERED AND RENEWED (FIRST RENEWAL - 10 YRS)	76533
Mar. 08, 2014	REGISTERED - SEC. 8 (10-YR) ACCEPTED/SEC. 9 GRANTED	76533
Feb. 19, 2014	REGISTERED - COMBINED SECTION 8 (10-YR) & SEC. 9 FILED	76533
Mar. 08, 2014	CASE ASSIGNED TO POST REGISTRATION PARALEGAL	76533
Feb. 19, 2014	TEAS SECTION 8 & 9 RECEIVED	
Feb. 18, 2014	TEAS CHANGE OF CORRESPONDENCE RECEIVED	
Feb. 05, 2014	TEAS CHANGE OF CORRESPONDENCE RECEIVED	
Mar. 04, 2010	REGISTERED - SEC. 8 (6-YR) ACCEPTED & SEC. 15 ACK.	64591
Mar. 03, 2010	CASE ASSIGNED TO POST REGISTRATION PARALEGAL	64591
Feb. 18, 2010	TEAS SECTION 8 & 15 RECEIVED	
Jun. 19, 2008	CASE FILE IN TICRS	
Feb. 07, 2007	AUTOMATIC UPDATE OF ASSIGNMENT OF OWNERSHIP	
Aug. 19, 2003	REGISTERED-PRINCIPAL REGISTER	
May 27, 2003	PUBLISHED FOR OPPOSITION	
May 07, 2003	NOTICE OF PUBLICATION	
Mar. 06, 2003	APPROVED FOR PUB - PRINCIPAL REGISTER	
Feb. 27, 2003	CORRESPONDENCE RECEIVED IN LAW OFFICE	
Feb. 10, 2003	NON-FINAL ACTION E-MAILED	
Jan. 23, 2003	CORRESPONDENCE RECEIVED IN LAW OFFICE	
Jan. 08, 2003	NON-FINAL ACTION MAILED	
Dec. 20, 2002	ASSIGNED TO EXAMINER	69811
Dec. 10, 2002	ASSIGNED TO EXAMINER	69222
Aug. 16, 2002	TEAS VOLUNTARY AMENDMENT RECEIVED	

Maintenance Filings or Post Registration Information

Affidavit of Continued Use: Section 8 - Accepted

Affidavit of Incontestability: Section 15 - Accepted

Renewal Date: Aug. 19, 2013

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location: GENERIC WEB UPDATE **Date in Location:** Mar. 08, 2014

Assignment Abstract Of Title Information

Summary

Total Assignments: 1 **Registrant:** Apple Computer, Inc.

Assignment 1 of 1

Conveyance: CHANGE OF NAME

Reel/Frame: 3468/0526 **Pages:** 5

Date Recorded: Jan. 25, 2007

Supporting Documents: assignment-tm-3468-0526.pdf

Assignor

Name: APPLE COMPUTER, INC. **Execution Date:** Jan. 09, 2007

Legal Entity Type: CORPORATION **State or Country Where Organized:** CALIFORNIA

Assignee

Name: APPLE INC.

Legal Entity Type:	CORPORATION	**State or Country Where Organized:**	CALIFORNIA

Address: 1 INFINITE LOOP
CUPERTINO, CALIFORNIA 95014

Correspondent

Correspondent Name: THOMAS R. LA PERLE

Correspondent Address: 1 INFINITE LOOP
MS: 3TM
CUPERTINO, CA 95014

Domestic Representative - Not Found

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Mark: APPLE

US Serial Number: 73120444

Application Filing Date: Mar. 25, 1977

US Registration Number: 1078312

Registration Date: Nov. 29, 1977

Register: Principal

Mark Type: Trademark

Status: The registration has been renewed.

Status Date: Jun. 21, 2007

Mark Information

Mark Literal Elements: APPLE

Standard Character Claim: No

Mark Drawing Type: 1 - TYPESET WORD(S) /LETTER(S) /NUMBER(S)

Related Properties Information

International Registration Number: 0870749

International Application(s) /Registration(s) Based on this Property: A0001658/0870749

Goods and Services

Note: The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For: COMPUTERS AND COMPUTER PROGRAMS RECORDED ON PAPER AND TAPE

International Class(es): 009 - Primary Class

U.S Class(es): 026

Class Status: ACTIVE

Basis: 1(a)

First Use: Apr. 1976

Use in Commerce: Apr. 1976

Basis Information (Case Level)

Filed Use: Yes

Currently Use: Yes

Amended Use: No

Filed ITU: No

Currently ITU: No

Amended ITU: No

Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name: APPLE INC.

Owner Address: One Apple Park Way
Cupertino, CALIFORNIA 95014
UNITED STATES

Legal Entity Type: CORPORATION

State or Country Where Organized: CALIFORNIA

Attorney/Correspondence Information

Attorney of Record

Attorney Name: Thomas R. La Perle

Attorney Primary Email Address: trademarkdocket@apple.com

Attorney Email Authorized: Yes

Correspondent

Correspondent Name/Address: Thomas R. La Perle
Apple Inc.
MS 169-3IPL
1 Infinite Loop
Cupertino, CALIFORNIA 95014
UNITED STATES

Phone: 408-974-2385

Fax: 408-253-0186

Correspondent e-mail: trademarkdocket@apple.com karenmarie_kitterman@apple.com amy.shelton@apple.com

Correspondent e-mail Authorized: Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Jul. 18, 2018	CASE ASSIGNED TO POST REGISTRATION PARALEGAL	81878
Jun. 07, 2018	CASE ASSIGNED TO POST REGISTRATION PARALEGAL	78049
May 25, 2018	TEAS SECTION 8 & 9 RECEIVED	
May 25, 2018	TEAS PETITION TO DIRECTOR RECEIVED	1111
Feb. 16, 2018	APPLICANT/CORRESPONDENCE CHANGES (NON-RESPONSIVE) ENTERED	88888
Feb. 16, 2018	TEAS CHANGE OF OWNER ADDRESS RECEIVED	
Mar. 30, 2017	ATTORNEY/DOM.REP.REVOKED AND/OR APPOINTED	
Mar. 30, 2017	TEAS REVOKE/APP/CHANGE ADDR OF ATTY/DOM REP RECEIVED	
Nov. 29, 2016	COURTESY REMINDER - SEC. 8 (10-YR)/SEC. 9 E-MAILED	
Oct. 04, 2016	ATTORNEY/DOM.REP.REVOKED AND/OR APPOINTED	
Oct. 04, 2016	TEAS REVOKE/APP/CHANGE ADDR OF ATTY/DOM REP RECEIVED	
Mar. 28, 2016	ATTORNEY/DOM.REP.REVOKED AND/OR APPOINTED	
Mar. 28, 2016	TEAS REVOKE/APP/CHANGE ADDR OF ATTY/DOM REP RECEIVED	
Feb. 05, 2014	TEAS CHANGE OF CORRESPONDENCE RECEIVED	
Apr. 26, 2008	COUNTERCLAIM OPP. NO. 999999	182775
Nov. 23, 2007	CASE FILE IN TICRS	
Jun. 21, 2007	REGISTERED AND RENEWED (FIRST RENEWAL - 10 YRS)	64591
Jun. 21, 2007	REGISTERED - SEC. 8 (10-YR) ACCEPTED/SEC. 9 GRANTED	
Jun. 21, 2007	ASSIGNED TO PARALEGAL	64591
May 17, 2007	TEAS SECTION 8 & 9 RECEIVED	
Feb. 07, 2007	AUTOMATIC UPDATE OF ASSIGNMENT OF OWNERSHIP	
Mar. 11, 2003	TEAS CHANGE OF CORRESPONDENCE RECEIVED	
Sep. 18, 1997	REGISTERED AND RENEWED (FIRST RENEWAL - 10 YRS)	

Jul. 02, 1997	REGISTERED - SEC. 9 FILED/CHECK RECORD FOR SEC. 8	
May 30, 1997	POST REGISTRATION ACTION MAILED - SEC. 9	
Mar. 18, 1997	POST REGISTRATION ACTION MAILED - SEC. 9	
Feb. 05, 1997	REGISTERED - SEC. 9 FILED/CHECK RECORD FOR SEC. 8	
Apr. 28, 1983	REGISTERED - SEC. 8 (6-YR) ACCEPTED & SEC. 15 ACK.	
Dec. 29, 1980	CANCELLATION INSTITUTED NO. 999999	12748
Apr. 28, 1981	CANCELLATION DENIED NO. 999999	12748

Maintenance Filings or Post Registration Information

Affidavit of Continued Use: Section 8 - Accepted

Affidavit of Incontestability: Section 15 - Accepted

Renewal Filed: Yes

Renewal Date: Nov. 29, 2007

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location: SCANNING ON DEMAND **Date in Location:** Jun. 05, 2018

Assignment Abstract Of Title Information

Summary

Total Assignments: 1 **Registrant:** APPLE COMPUTER, INC.

Assignment 1 of 1

Conveyance: CHANGE OF NAME

Reel/Frame: 3468/0463 **Pages:** 5

Date Recorded: Jan. 25, 2007

Supporting Documents: assignment-tm-3468-0463.pdf

Assignor

Name: APPLE COMPUTER, INC. **Execution Date:** Jan. 09, 2007

Legal Entity Type: CORPORATION **State or Country Where Organized:** CALIFORNIA

Assignee

Name: APPLE INC.

Legal Entity Type: CORPORATION **State or Country Where Organized:** CALIFORNIA

Address: 1 INFINITE LOOP
CUPERTINO, CALIFORNIA 95014

Correspondent

Correspondent Name: THOMAS R. LA PERLE

Correspondent Address: 1 INFINITE LOOP
MS: 3TM
CUPERTINO, CA 95014

Domestic Representative - Not Found

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Mark: APPLE

APPLE

US Serial Number:	77172511	**Application Filing Date:**	May 03, 2007
US Registration Number:	3928818	**Registration Date:**	Mar. 08, 2011
Register:	Principal		
Mark Type:	Trademark		
Status:	A Sections 8 and 15 combined declaration has been accepted and acknowledged.		
Status Date:	Oct. 10, 2017		
Publication Date:	Jan. 01, 2008	**Notice of Allowance Date:**	Mar. 25, 2008

Mark Information

Mark Literal Elements:	APPLE
Standard Character Claim:	Yes. The mark consists of standard characters without claim to any particular font style, size, or color.
Mark Drawing Type:	4 - STANDARD CHARACTER MARK

Related Properties Information

International Registration Number:	0956402
International Application(s) /Registration(s) Based on this Property:	A0010161/0956402
Claimed Ownership of US Registrations:	1078312, 2034964, 2808567 and others

Goods and Services

Note: The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For: Computer hardware; computer hardware, namely, server, desktop, laptop and notebook computers; computer memory hardware; computer disc drives; optical disc drives; computer hardware, software and computer peripherals for communication between multiple computers and between computers and local and global computer networks; computer networking hardware; set top boxes; computer hardware and computer software for the reproduction, processing and streaming of audio, video and multimedia content; computer hardware and software for controlling the operation of audio and video devices and for viewing, searching and/or playing audio, video, television, movies, photographs and other digital images, and other multimedia content; computer monitors; liquid crystal displays; flat panel display monitors; computer keyboards, cables, modems; computer mice; electronic docking stations; stands specially designed for holding computer hardware and portable and handheld digital electronic devices; batteries; rechargeable batteries; battery chargers; battery packs; power adapters for computers; electrical connectors, wires, cables, and adaptors; wired and wireless remote controls for computers and portable and handheld digital electronic devices; headphones and earphones; stereo headphones; in-ear headphones; microphones; audio equipment for vehicles, namely, MP3 players; sound systems comprising remote controls, amplifiers, loudspeakers and components thereof; audio recorders; radio receivers; radio transmitters; personal digital assistants; portable digital audio and video players; electronic organizers; cameras; telephones; mobile phones; videophones; computer gaming machines, namely, stand-alone video gaming machines; handheld and mobile digital electronic devices for the sending and receiving of telephone calls, electronic mail and other digital media; MP3 and other digital format audio and video players; portable and handheld digital electronic devices for recording, organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio and video files; a full line of electronic and mechanical parts and fitting for portable and handheld digital electronic devices for recording,

organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio and video files, namely, headphones, microphones, remote controls, batteries, battery chargers, devices for hands-free use, keyboards, adapters; parts and accessories for mobile telephones, namely, mobile telephone covers, mobile telephone cases, mobile telephone covers made of cloth or textile materials, mobile telephone batteries, mobile telephone battery chargers, headsets for mobile telephones, devices for hands-free use of mobile telephones; carrying cases, sacks, and bags, all for use with computers and portable and handheld digital electronic devices; operating system programs; computer utility programs for computer operating systems; a full line of computer software for business, home, education, and developer use; computer software for use in organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio, and video files; computer programs for personal information management; database management software; character recognition software; electronic mail and messaging software; telecommunications software for connecting wireless devices, mobile telephones, handheld digital electronic devices, computers, laptop computers, computer network users, global computer networks; database synchronization software; computer programs for accessing, browsing and searching online databases; computer software to develop other computer software; computer software for use as a programming interface; computer software for use in network server sharing; local and wide area networking software; computer software for matching, correction, and reproduction of color; computer software for use in digital video and audio editing; computer software for use in enhancing text and graphics; computer software for use in font justification and font quality; computer software for use to navigate and search a global computer information network; computer software for use in word processing and database management; word processing software incorporating text, spreadsheets, still and moving images, sounds and clip art; computer software for use in authoring, downloading, transmitting, receiving, editing, extracting, encoding, decoding, playing, storing and organizing audio, video, still images and other digital media; computer software for analyzing and troubleshooting other computer software; computer graphics software; computer search engine software; website development software; computer software for remote viewing, remote control, communications and software distribution within personal computer systems and across computer networks; computer programs for file maintenance and data recovery; computer software for recording and organizing calendars and schedules, to-do lists, and contact information; computer software for clock and alarm clock functionality; computer software and prerecorded computer programs for personal information management; electronic mail and messaging software; computer programs for accessing, browsing and searching online databases; computer software and firmware for operating system programs; blank computer storage media; user manuals in electronically readable, machine readable or computer readable form for use with, and sold as a unit with, all the aforementioned goods; instructional manuals packaged in association with the above

International Class(es): 009 - Primary Class

U.S Class(es): 021, 023, 026, 036, 038

Class Status: ACTIVE

Basis: 1(a)

First Use: Apr. 01, 1976

Use in Commerce: Apr. 01, 1976

Basis Information (Case Level)

Filed Use:	No	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	Yes	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name: Apple Inc.

Owner Address: One Apple Park Way
Cupertino, CALIFORNIA 95014
UNITED STATES

Legal Entity Type: CORPORATION

State or Country Where Organized: CALIFORNIA

Attorney/Correspondence Information

Attorney of Record

Attorney Name: Thomas R. La Perle

Attorney Primary Email Address: trademarkdocket@apple.com

Attorney Email Authorized: Yes

Correspondent

Correspondent Name/Address: Thomas R. La Perle
Apple Inc.
1 Infinite Loop
MS 169-3IPL
Cupertino, CALIFORNIA 95014
UNITED STATES

Phone: 408-974-2385

Fax: 408-253-0186

Correspondent e-mail:	trademarkdocket@apple.com laperle@apple.com karenmarie@apple.com amy.shelton@apple.com	**Correspondent e-mail Authorized:**	Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Feb. 16, 2018	APPLICANT/CORRESPONDENCE CHANGES (NON-RESPONSIVE) ENTERED	88888
Feb. 16, 2018	TEAS CHANGE OF OWNER ADDRESS RECEIVED	
Oct. 10, 2017	NOTICE OF ACCEPTANCE OF SEC. 8 & 15 - E-MAILED	
Oct. 10, 2017	REGISTERED - SEC. 8 (6-YR) ACCEPTED & SEC. 15 ACK.	77315
Oct. 07, 2017	CASE ASSIGNED TO POST REGISTRATION PARALEGAL	77315
Sep. 08, 2017	TEAS SECTION 8 & 15 RECEIVED	
Aug. 11, 2017	TEAS CHANGE OF CORRESPONDENCE RECEIVED	
Aug. 10, 2017	TEAS CHANGE OF CORRESPONDENCE RECEIVED	
Aug. 10, 2017	TEAS CHANGE OF CORRESPONDENCE RECEIVED	
Mar. 30, 2017	ATTORNEY/DOM.REP.REVOKED AND/OR APPOINTED	
Mar. 30, 2017	TEAS REVOKE/APP/CHANGE ADDR OF ATTY/DOM REP RECEIVED	
Oct. 04, 2016	ATTORNEY/DOM.REP.REVOKED AND/OR APPOINTED	
Oct. 04, 2016	TEAS REVOKE/APP/CHANGE ADDR OF ATTY/DOM REP RECEIVED	
Mar. 16, 2016	ATTORNEY/DOM.REP.REVOKED AND/OR APPOINTED	
Mar. 16, 2016	TEAS REVOKE/APP/CHANGE ADDR OF ATTY/DOM REP RECEIVED	
Mar. 08, 2016	COURTESY REMINDER - SEC. 8 (6-YR) E-MAILED	
Feb. 05, 2014	TEAS CHANGE OF CORRESPONDENCE RECEIVED	
Mar. 08, 2011	REGISTERED-PRINCIPAL REGISTER	
Jan. 29, 2011	NOTICE OF ACCEPTANCE OF STATEMENT OF USE MAILED	
Jan. 28, 2011	LAW OFFICE REGISTRATION REVIEW COMPLETED	73296
Jan. 25, 2011	ASSIGNED TO LIE	73296
Jan. 23, 2011	ALLOWED PRINCIPAL REGISTER - SOU ACCEPTED	
Dec. 28, 2010	STATEMENT OF USE PROCESSING COMPLETE	66154
Dec. 15, 2010	USE AMENDMENT FILED	66154
Dec. 15, 2010	TEAS STATEMENT OF USE RECEIVED	
Dec. 15, 2010	TEAS CHANGE OF CORRESPONDENCE RECEIVED	
Sep. 25, 2010	NOTICE OF APPROVAL OF EXTENSION REQUEST MAILED	
Sep. 24, 2010	EXTENSION 5 GRANTED	66154
Sep. 22, 2010	EXTENSION 5 FILED	66154
Sep. 22, 2010	TEAS EXTENSION RECEIVED	
Mar. 30, 2010	NOTICE OF APPROVAL OF EXTENSION REQUEST MAILED	
Mar. 27, 2010	EXTENSION 4 GRANTED	66154
Mar. 19, 2010	EXTENSION 4 FILED	66154
Mar. 19, 2010	TEAS EXTENSION RECEIVED	
Sep. 16, 2009	EXTENSION 3 GRANTED	66154
Aug. 21, 2009	EXTENSION 3 FILED	66154
Sep. 16, 2009	CASE ASSIGNED TO INTENT TO USE PARALEGAL	66154
Aug. 21, 2009	TEAS EXTENSION RECEIVED	
Mar. 05, 2009	EXTENSION 2 GRANTED	98765
Mar. 05, 2009	EXTENSION 2 FILED	98765
Mar. 05, 2009	TEAS EXTENSION RECEIVED	
Aug. 13, 2008	EXTENSION 1 GRANTED	98765
Aug. 13, 2008	EXTENSION 1 FILED	98765
Aug. 13, 2008	TEAS EXTENSION RECEIVED	
Mar. 25, 2008	NOA MAILED - SOU REQUIRED FROM APPLICANT	
Jan. 01, 2008	PUBLISHED FOR OPPOSITION	
Dec. 12, 2007	NOTICE OF PUBLICATION	
Nov. 26, 2007	LAW OFFICE PUBLICATION REVIEW COMPLETED	78289

Nov. 23, 2007	ASSIGNED TO LIE	78289
Oct. 19, 2007	APPROVED FOR PUB - PRINCIPAL REGISTER	
Sep. 13, 2007	TEAS/EMAIL CORRESPONDENCE ENTERED	88889
Sep. 11, 2007	CORRESPONDENCE RECEIVED IN LAW OFFICE	88889
Sep. 11, 2007	TEAS RESPONSE TO OFFICE ACTION RECEIVED	
Jul. 19, 2007	NON-FINAL ACTION MAILED	
Jul. 18, 2007	NON-FINAL ACTION WRITTEN	83695
Jul. 05, 2007	ASSIGNED TO EXAMINER	83695
May 08, 2007	NEW APPLICATION ENTERED IN TRAM	

Maintenance Filings or Post Registration Information

Affidavit of Continued Use: Section 8 - Accepted

Affidavit of Incontestability: Section 15 - Accepted

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location: TMEG LAW OFFICE 104 **Date in Location:** Oct. 10, 2017

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Mark: APPLE

US Serial Number: 78170383

Application Filing Date: Oct. 02, 2002

US Registration Number: 2808567

Registration Date: Jan. 27, 2004

Register: Principal

Mark Type: Service Mark

Status: The registration has been renewed.

Status Date: Feb. 10, 2014

Publication Date: Nov. 04, 2003

Mark Information

Mark Literal Elements: APPLE

Standard Character Claim: No

Mark Drawing Type: 1 - TYPESET WORD(S) /LETTER(S) /NUMBER(S)

Related Properties Information

International Registration Number: 0870749

International Application(s) /Registration(s) Based on this Property: A0001658/0870749

Claimed Ownership of US Registrations: 1078312, 1144147, 1895326, 2079765, 2132209 and others

Goods and Services

Note: The following symbols indicate that the registrant/owner has amended the goods/services:

- Brackets [..] indicate deleted goods/services;
- Double parenthesis ((..)) identify any goods/services not claimed in a Section 15 affidavit of incontestability; and
- Asterisks *..* identify additional (new) wording in the goods/services.

For: COMPUTER CONSULTATION, DESIGN, TESTING, RESEARCH AND ADVISORY SERVICES; RESEARCH AND DEVELOPMENT OF COMPUTER HARDWARE AND SOFTWARE; MAINTENANCE AND REPAIR OF COMPUTER SOFTWARE APPLICATIONS; UPDATING OF COMPUTER SOFTWARE; COMPUTER PROGRAMMING SERVICES; PROVIDING INFORMATION CONCERNING COMPUTERS AND COMPUTER SOFTWARE OVER COMPUTER NETWORKS AND GLOBAL COMMUNICATION NETWORKS; [COMPUTER SERVICES, NAMELY, HOSTING WEB SITES AND PROVIDING WEB SITE OPERATION AND MANAGEMENT SERVICES TO OTHERS;] COMPUTER SERVICES, NAMELY, PROVIDING SEARCH ENGINES FOR OBTAINING DATA ON COMPUTER NETWORKS AND GLOBAL COMMUNICATION NETWORKS; LEASING OF COMPUTERS, COMPUTER PERIPHERALS AND COMPUTER SOFTWARE

International Class(es): 042 - Primary Class

U.S Class(es): 100, 101

Class Status: ACTIVE

Basis: 1(a)

First Use: Sep. 1980 **Use in Commerce:** Sep. 1980

Basis Information (Case Level)

Filed Use:	Yes	**Currently Use:**	Yes	**Amended Use:**	No
Filed ITU:	No	**Currently ITU:**	No	**Amended ITU:**	No
Filed 44D:	No	**Currently 44D:**	No	**Amended 44D:**	No
Filed 44E:	No	**Currently 44E:**	No	**Amended 44E:**	No
Filed 66A:	No	**Currently 66A:**	No		
Filed No Basis:	No	**Currently No Basis:**	No		

Current Owner(s) Information

Owner Name: APPLE INC.

Owner Address: One Apple Park Way
Cupertino, CALIFORNIA 95014
UNITED STATES

Legal Entity Type: CORPORATION **State or Country Where Organized:** CALIFORNIA

Attorney/Correspondence Information

Attorney of Record

Attorney Name: Thomas R. La Perle

Attorney Primary Email Address: trademarkdocket@apple.com **Attorney Email Authorized:** Yes

Correspondent

Correspondent Name/Address: Thomas R. La Perle
Apple Inc.
1 Infinite Loop
MS 169-3IPL
Cupertino, CALIFORNIA 95014
UNITED STATES

Phone: 408-974-2385 **Fax:** 408-253-0186

Correspondent e-mail: trademarkdocket@apple.com karenmarie_kitterman@apple.com amy.shelton@apple.com **Correspondent e-mail Authorized:** Yes

Domestic Representative - Not Found

Prosecution History

Date	Description	Proceeding Number
Feb. 16, 2018	APPLICANT/CORRESPONDENCE CHANGES (NON-RESPONSIVE) ENTERED	88888
Feb. 16, 2018	TEAS CHANGE OF OWNER ADDRESS RECEIVED	
Mar. 30, 2017	ATTORNEY/DOM.REP.REVOKED AND/OR APPOINTED	
Mar. 30, 2017	TEAS REVOKE/APP/CHANGE ADDR OF ATTY/DOM REP RECEIVED	
Feb. 10, 2014	NOTICE OF ACCEPTANCE OF SEC. 8 & 9 - E-MAILED	
Feb. 10, 2014	REGISTERED AND RENEWED (FIRST RENEWAL - 10 YRS)	76985
Feb. 10, 2014	REGISTERED - SEC. 8 (10-YR) ACCEPTED/SEC. 9 GRANTED	76985
Jan. 24, 2014	REGISTERED - COMBINED SECTION 8 (10-YR) & SEC. 9 FILED	76985
Feb. 10, 2014	CASE ASSIGNED TO POST REGISTRATION PARALEGAL	76985
Jan. 24, 2014	TEAS CHANGE OF CORRESPONDENCE RECEIVED	
Jan. 24, 2014	TEAS SECTION 8 & 9 RECEIVED	
Jul. 31, 2010	REGISTERED - SEC. 8 (6-YR) ACCEPTED & SEC. 15 ACK.	77315
Jul. 31, 2010	CASE ASSIGNED TO POST REGISTRATION PARALEGAL	77315
Jul. 12, 2010	TEAS SECTION 8 & 15 RECEIVED	
Apr. 26, 2008	COUNTERCLAIM OPP. NO. 999999	182775

Feb. 07, 2007	AUTOMATIC UPDATE OF ASSIGNMENT OF OWNERSHIP	
Jan. 27, 2004	REGISTERED-PRINCIPAL REGISTER	
Nov. 04, 2003	PUBLISHED FOR OPPOSITION	
Oct. 15, 2003	NOTICE OF PUBLICATION	
Sep. 04, 2003	APPROVED FOR PUB - PRINCIPAL REGISTER	
Jul. 29, 2003	CORRESPONDENCE RECEIVED IN LAW OFFICE	
Aug. 05, 2003	CASE FILE IN TICRS	
Jul. 30, 2003	EMAIL RECEIVED	
Jul. 07, 2003	NON-FINAL ACTION E-MAILED	
Apr. 01, 2003	CORRESPONDENCE RECEIVED IN LAW OFFICE	
Mar. 10, 2003	NON-FINAL ACTION E-MAILED	
Mar. 07, 2003	ASSIGNED TO EXAMINER	69940

Maintenance Filings or Post Registration Information

Affidavit of Continued Use: Section 8 - Accepted

Affidavit of Incontestability: Section 15 - Accepted

Renewal Date: Jan. 27, 2014

TM Staff and Location Information

TM Staff Information - None

File Location

Current Location: GENERIC WEB UPDATE **Date in Location:** Feb. 10, 2014

Assignment Abstract Of Title Information

Summary

Total Assignments: 1 **Registrant:** Apple Computer, Inc.

Assignment 1 of 1

Conveyance: CHANGE OF NAME

Reel/Frame: 3468/0463 **Pages:** 5

Date Recorded: Jan. 25, 2007

Supporting Documents: assignment-tm-3468-0463.pdf

Assignor

Name: APPLE COMPUTER, INC. **Execution Date:** Jan. 09, 2007

Legal Entity Type: CORPORATION **State or Country Where Organized:** CALIFORNIA

Assignee

Name: APPLE INC.

Legal Entity Type: CORPORATION **State or Country Where Organized:** CALIFORNIA

Address: 1 INFINITE LOOP
CUPERTINO, CALIFORNIA 95014

Correspondent

Correspondent Name: THOMAS R. LA PERLE

Correspondent Address: 1 INFINITE LOOP
MS: 3TM
CUPERTINO, CA 95014

Domestic Representative - Not Found

EXHIBIT Y

Trademark Trial and Appeal Board Electronic Filing System. http://estta.uspto.gov

ESTTA Tracking number: **ESTTA856646**

Filing date: **11/06/2017**

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

Notice of Opposition

Notice is hereby given that the following party opposes registration of the indicated application.

Opposer Information

Name	Apple Inc.
Granted to Date of previous extension	11/05/2017
Address	1 Infinite Loop Cupertino, CA 95014 UNITED STATES

Attorney information	Joseph Petersen Kilpatrick Townsend & Stockton LLP 1080 Marsh Road Menlo Park, CA 94025 UNITED STATES Email: jpetersen@ktslaw.com, aroach@kilpatricktownsend.com, agarcia@ktslaw.com, tmadmin@ktslaw.com

Applicant Information

Application No	87290054	Publication date	05/09/2017
Opposition Filing Date	11/06/2017	Opposition Period Ends	11/05/2017
Applicant	Laura Novak 43 Regency Plaza Glen Mills, PA 19342 UNITED STATES		

Goods/Services Affected by Opposition

Class 041. First Use: 2013/04/11 First Use In Commerce: 2013/04/11 All goods and services in the class are opposed, namely: Photography; Photography services; Portrait photography

Grounds for Opposition

Priority and likelihood of confusion	Trademark Act Section 2(d)
Dilution by blurring	Trademark Act Sections 2 and 43(c)

Marks Cited by Opposer as Basis for Opposition

U.S. Registration No.	1078312	Application Date	03/25/1977
Registration Date	11/29/1977	Foreign Priority Date	NONE
Word Mark	APPLE		

Design Mark	
Description of Mark	NONE
Goods/Services	Class 009. First use: First Use: 1976/04/00 First Use In Commerce: 1976/04/00 COMPUTERS AND COMPUTER PROGRAMS RECORDED ON PAPER AND TAPE

U.S. Registration No.	3038073	Application Date	01/17/2005
Registration Date	01/03/2006	Foreign Priority Date	NONE
Word Mark	APPLE		
Design Mark			
Description of Mark	NONE		
Goods/Services	Class 040. First use: First Use: 2002/01/07 First Use In Commerce: 2002/01/07 [Treatment of materials, namely, developing of photographic film;] electronicrecording of photographic images; enlarging of photographic prints; [photographic film developing;] photographic filmprinting; photographic image processing; photographic printing; photographic reproduction; transfer of photographs on to compact disc [or video tape]; on-line processing, developing and delivery ofdigital images; on-line printing of digital images onto photographic paper, photographic books or merchandise; advisoryand consultancy services relating to all the aforesaid		

U.S. Registration No.	3928818	Application Date	05/03/2007
Registration Date	03/08/2011	Foreign Priority Date	NONE
Word Mark	APPLE		

Design Mark	
Description of Mark	NONE
Goods/Services	Class 009. First use: First Use: 1976/04/01 First Use In Commerce: 1976/04/01 Computer hardware; computer hardware, namely, server, desktop, laptop and notebook computers; computer memory hardware;computer disc drives; optical disc drives; computer hardware, software and computer peripherals for communication between multiple computers and between computers and local and global computer networks; computer networking hardware; set top boxes; computer hardware and computer software for the reproduction, processing and streaming of audio, video and multimedia content; computer hardware and software for controlling the operation of audio and video devices and for viewing,searching and/or playing audio, video, television, movies, photographs and other digital images, and other multimedia content; computer monitors; liquid crystal displays; flat panel display monitors;computer keyboards, cables, modems; computer mice; electronic docking stations;stands specially designed for holding computer hardware and portable and handheld digital electronic devices; batteries; rechargeable batteries; battery chargers; battery packs; power adapters for computers; electrical connectors, wires, cables, and adaptors; wired and wireless remote controls for computers and portable and handheld digital electronic devices; headphones and earphones; stereo headphones; in-ear headphones; microphones;audio equipment for vehicles, namely, MP3 players; sound systems comprising remote controls, amplifiers, loudspeakers and components thereof; audio recorders; radio receivers; radio transmitters; personal digital assistants; portable digital audio and video players; electronic organizers; cameras; telephones; mobile phones; videophones; computer gaming machines, namely, stand-alone video gaming machines; handheld and mobile digital electronic devices for the sending and receiving of telephone calls, electronic mail and other digital media; MP3 and otherdigital format audio and video players;portable and handheld digital electronic devices for recording, organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio and video files; a full line of electronic and mechanical parts and fitting for portable and handheld digital electronic devices for recording, organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio and video files, namely, headphones, microphones, remote controls, batteries, battery chargers, devices for hands-free use, keyboards, adapters; parts and accessories for mobile telephones, namely, mobile telephone covers, mobile telephone cases, mobile telephone covers madeof cloth or textile materials, mobile telephone batteries, mobile telephone battery chargers, headsets for mobile telephones, devices for hands-free use of mobile telephones; carrying cases, sacks, and bags, all for use with computers and portable and handheld digital electronicdevices; operating system programs; computer utility programs for computer operating systems; a full line of computer software for business, home, education, and developer use; computer software for use in organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio, and video files; computer programs for personal information management; database management software; character recognition software; electronic mail and messaging software; telecommunications software for connecting

	wireless devices, mobile telephones, handheld digital electronic devices, computers, laptop computers, computer network users, global computer networks; database synchronization software; computer programs for accessing, browsing and searching online databases; computer software to develop other computer software; computer software for use as a programming interface; computer software for use in network server sharing; local and widearea networking software; computer software for matching, correction, and reproduction of color; computer software for use in digital video and audio editing; computer software for use in enhancing text and graphics; computer software for use in font justification and font quality; computer software for use to navigate and search a global computer information network; computer software for use inword processing and database management; word processing software incorporatingtext, spreadsheets, still and moving images, sounds and clip art; computer software for use in authoring, downloading, transmitting, receiving, editing, extracting, encoding, decoding, playing, storing and organizing audio, video, still images and other digital media; computer software for analyzing and troubleshooting other computer software; computer graphics software; computer search engine software; website development software; computer software for remote viewing, remote control, communications and software distribution within personal computer systems and across computer networks; computer programs for file maintenance and data recovery; computer software for recording and organizing calendars and schedules, to-do lists, and contact information; computer software for clock and alarm clock functionality; computer softwareand prerecorded computer programs for personal information management; electronic mail and messaging software; computerprograms for accessing, browsing and searching online databases; computer software and firmware for operating system programs; blank computer storage media; user manuals in electronically readable, machine readable or computer readable form for use with, and sold as a unit with,all the aforementioned goods; instructional manuals packaged in association with the above

U.S. Registration No.	4088195	Application Date	03/22/2008
Registration Date	01/17/2012	Foreign Priority Date	09/28/2007
Word Mark	APPLE		
Design Mark			
Description of Mark	NONE		
Goods/Services	Class 041. First use: First Use: 1981/03/01 First Use In Commerce: 1981/03/01 Education and training services, namely, arranging and conducting personal training, classes, workshops, conferences and seminars in the field of computers, computer software, online services, information technology, website design, and consumer electronics; arranging professional workshop and training courses; computer education training services; trainingin the use and operation of computers, computer software and consumer electronics; online journals, namely, blogs featuring general interest topics covering a wide variety of topics and subject matter; providing on-line publications in thenature of magazines,		

	newsletter and journals in the field of computers, computer software and consumer electronics; providing information, podcasts and webcasts in the field of entertainment via the Internet concerning movies, music, videos, television, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, and current events; digital video, audio and multimedia publishing services; providing entertainment information regarding movies, music, videos, television, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, and current events; providing information, reviews and personalized recommendations of movies, music, videos, television, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, and current events in the field of entertainment; entertainment services, namely, production of live musical performances; entertainment services, namely, providing live musicalperformances online via a global computer network; rental of digital entertainment content in the nature of movies, music, videos, television, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, and current events, by means of communications networks, namely, provision of non-downloadable audio and audiovisual programs via an online video-on-demand service; providing a database of digital entertainment content in the nature of movies, music, videos, television, sports, news, history, science, politics, comedy,children's entertainment, animation, culture, and current events via electroniccommunication networks; entertainment services, namely, providing prerecorded audio and audiovisual content, information and commentary in the fields of music,concerts, videos, movies, television, books, news, sports, games and cultural events all via a global computer network

U.S. Registration No.	1114431	Application Date	03/20/1978
Registration Date	03/06/1979	Foreign Priority Date	NONE
Word Mark	NONE		
Design Mark			
Description of Mark	THE MARK CONSISTS OF A SILHOUETTE OF ANAPPLE WITH A BITE REMOVED.		
Goods/Services	Class 009. First use: First Use: 1977/01/00 First Use In Commerce: 1977/01/00		

	COMPUTERS AND COMPUTER PROGRAMS RECORDED ON PAPER AND TAPE

U.S. Registration No.	2693317	Application Date	07/18/2002
Registration Date	03/04/2003	Foreign Priority Date	02/26/2002
Word Mark	NONE		
Design Mark			
Description of Mark	The mark consists of the design of an apple with a bite removed.		
Goods/Services	Class 040. First use: First Use: 2002/01/07 First Use In Commerce: 2002/01/07 [Treatment of materials, namely, developing of photographic film;] electronicrecording of photographic images; enlarging of photographic prints;[photographic film developing;] photographic film printing; photographic image processing;photographic printing; photographic reproduction; transfer of photographs on tocompact disc; [or video tape;] on-lineprocessing, developing and delivery of digital images; on-line printing of digital images onto photographic paper or merchandise; advisory and consultancy services relating to all the aforesaid		

U.S. Registration No.	2753069	Application Date	07/23/2002
Registration Date	08/19/2003	Foreign Priority Date	NONE
Word Mark	NONE		

Design Mark	
Description of Mark	The mark consists of the design of an apple with a bite removed.
Goods/Services	Class 042. First use: First Use: 1980/09/00 First Use In Commerce: 1980/09/00 [Application service provider (ASP), namely, hosting computer software applications of others;]computer services, namely, displaying the [web sites and] images of others on a computer server; computer diagnostic services; installation of computer software; updating of computer software; maintenance of computer software; computer hardware development; integration of computer systems and networks; monitoring the computer systems of others for technical purposes and providing back-up computer programs and facilities; computer consultation, design, and testing services; consulting services inthe field of design, selection, implementation and use of computer hardware andsoftware systems for others; computer data recovery; computer programming for others; research and development of computer hardware and software; website design, creation [and hosting services] ; computer services, namely, designing [and implementing] web sites for others; computer services, namely, providing search engines for obtaining data on a global computer network; providing use of on-line non-downloadable software for communications via local or global communications networks, including the Internet, intranets, and extranets; computer consultation, namely, analyzing data to detect, eradicate, and prevent the occurrence of computer viruses; computer consultation, namely, services relating to the protection of computer hardware, computer software, computer networks and computer systems against computer viruses, attacks, or failures; computer consultation, namely, services for optimizing the performance and functionality of computer software and communications networks; technical support services, namely, troubleshooting of computers, computer software, telecommunications, and the Internet systems; leasing of computers, computer peripherals and computer software; leasing computer facilities; providing information in a wide variety of fields over computer networks and global communication networks; computer services, namely, creating indexes of information, web sites and other information sources available on computer networks; providing information concerning a wide range of text, electronic documents, databases, graphics and audiovisual information

U.S. Registration No.	2870477	Application Date	08/22/2002

Registration Date	08/03/2004	Foreign Priority Date	NONE
Word Mark	NONE		
Design Mark			
Description of Mark	The mark consists of the design of an apple with a bite removed.		
Goods/Services	Class 038. First use: First Use: 1994/04/09 First Use In Commerce: 1994/04/09 Telecommunication services, namely, electronic transmission of data and images via computer networks; electronic mail services; providing on-line electronic bulletin boards for transmission of messages among computer users in the fields ofbusiness, creative design, education, computers, information technology, word processing, database management, entertainment, electronic commerce and telecommunications; telecommunications consultation; delivery of messages by electronic transmission; electronic transmission of data and information by computer, radio,mail, providing Internet access		

U.S. Registration No.	3298028	Application Date	08/02/2006
Registration Date	09/25/2007	Foreign Priority Date	NONE
Word Mark	NONE		

Design Mark	
Description of Mark	NONE
Goods/Services	Class 035. First use: First Use: 1981/03/01 First Use In Commerce: 1981/03/01 Arranging and conducting trade shows, and trade show expositions and exhibitions in the fields of computers, computer software, online services, information technology, and consumer electronics Class 041. First use: First Use: 1981/03/01 First Use In Commerce: 1981/03/01 Education and training services, namely, conducting classes, workshops, conferences and seminars in the field of computers, computer software, online services,information technology, internet website design, video products and consumer electronics; arranging of exhibitions, seminars and conferences; arranging professional workshop and training courses; computer education training services; training in the use and operation of computers and computer software; providing a website for the uploading, sharing, viewingand posting of photographs, digital images, movies, videos, online journals, namely web blogs in general interest fields, and other related multimedia entertainment materials over a global computer network; providing fitness and exercise facilities; Physical fitness consultationand instruction; providing on-line publications in the nature of newsletters inthe field of computers and education; providing information in the field of education via the internet; providing information in the field of entertainment viathe Internet concerning movies, music, videos, television, celebrities, sports,news, history, science, politics, comedy, children's entertainment, animation, culture, current events

U.S. Registration No.	3679056	Application Date	01/13/2009
Registration Date	09/08/2009	Foreign Priority Date	NONE
Word Mark	NONE		

Design Mark	
Description of Mark	The mark consists of the design of an apple with a bite removed.
Goods/Services	Class 009. First use: First Use: 1977/01/31 First Use In Commerce: 1977/01/31 Computers; computer hardware; computer peripherals; handheld computers; handheld mobile digital electronic devices for recording, organizing, transmitting, manipulating, and reviewing text, data, image, audio, and audiovisual files, for the sending and receiving of telephone calls, electronic mail, and other digital data, for use as a digital format audio player, handheld computer, personal digital assistant, electronic organizer, electronic notepad, camera, and global positioning system (GPS) electronic navigation device; digital audio and video recorders and players; personal digital assistants; electronic organizers; cameras; telephones; mobile phones; satellite navigational systems, namely, global positioning systems (GPS); electronic navigational devices, namely, global positioning satellite (GPS) based navigation receivers; computer game machines for use with external display screens, monitors, or televisions; a full line of accessories and parts for the aforementioned goods; stands, covers, cases, holsters, power adaptors, and wired and wireless remote controls for the aforementioned goods; computer memory hardware; computer disc drives; optical disc drives; computer networking hardware; computer monitors; flat panel display monitors; computer keyboards; computer cables; modems; computer mice; electronic docking stations; set top boxes; batteries; battery chargers; electrical connectors, wires, cables, and adaptors; devices for hands-free use; headphones; earphones; ear buds; audio speakers; microphones; and headsets; a full line of computer software for business, home, education, and developer use; user manuals for use with, and sold as a unitwith, the aforementioned goods; downloadable audio and video files, movies, ring tones, video games, television programs, pod casts and audio books via the internet and wireless devices featuring music, movies, videos, television, celebrities, sports, news, history, science, politics, comedy, children's entertainment,animation, culture, current events and topics of general interest

U.S. Registration No.	3359045	Application Date	04/09/2007
Registration Date	12/25/2007	Foreign Priority Date	11/13/2006

Word Mark	APPLE TV
Design Mark	
Description of Mark	NONE
Goods/Services	Class 009. First use: First Use: 2007/03/21 First Use In Commerce: 2007/03/21 Computer hardware; computer networking hardware; set top boxes; digital electronic devices for recording, organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio and video files; computer software for use in organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio, and video files; computer hardware and computer software for the reproduction, processing and streaming of audio, video and multimedia content; computer hardware and software for controlling the operation of audio and video devices and for viewing, searching and/or playing audio, video, television, movies, photographs and other digital images, and other multimedia content

U.S. Registration No.	3359157	Application Date	04/11/2007
Registration Date	12/25/2007	Foreign Priority Date	NONE
Word Mark	TV		
Design Mark			
Description of Mark	The mark consists of a design of an apple with a bite removed.		
Goods/Services	Class 009. First use: First Use: 2007/03/21 First Use In Commerce: 2007/03/21 Computer hardware; computer networking hardware; set top boxes; digital electronic devices for recording, organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio and video files; computer software for use in organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio, and video files; computer hardware and computer software for the reproduction, processing and streaming of audio, video and multimedia content; computer hardware and software for controlling the operation of audio and video devices and for viewing, searching and/or playing audio, video, television, movies, photographs and other digital images, and other		

	multimedia content

U.S. Registration No.	3710912	Application Date	02/04/2008
Registration Date	11/17/2009	Foreign Priority Date	NONE
Word Mark	APPLE STORE		
Design Mark			
Description of Mark	NONE		
Goods/Services	Class 037. First use: First Use: 2001/05/19 First Use In Commerce: 2001/05/19 Maintenance, installation and repair ofcomputer hardware, computer peripheralsand consumer electronic devices Class 038. First use: First Use: 2007/06/29 First Use In Commerce: 2007/06/29 Technical consulting in the field of consumer electronics, namely, telephones, cellular telephones and wireless telecommunications devices; consulting servicesin the field of selection, implementation and use of consumer electronic systems for others, namely, telecommunicationssystems featuring telephones, cellular telephones and wireless telecommunications devices Class 041. First use: First Use: 2001/05/19 First Use In Commerce: 2001/05/19 Education and training services, namely, conducting classes, workshops, and seminars in the field of computers, computer software, online services, informationtechnology, internet website design, music, photography and video products and consumer electronics; arranging professional workshop and training courses; computer education training services; training in the use and operation of computers, computer software and consumer electronics; entertainment services, namely, providing a facility for live concerts andspecial events in the nature of live musical performances; technical consultingin the field of consumer electronics, namely, audio, audiovisual and home and portable entertainment systems and devices; consulting services in the field of selection, implementation and use of computer hardware, computer software and consumer electronic systems for others, namely, audio, audiovisual and home and portable entertainment systems and devices Class 042. First use: First Use: 2001/05/19 First Use In Commerce: 2001/05/19 Technical support services, namely, troubleshooting computer hardware, computerperipheral, computer software and consumer electronic devices; installation, updating, maintenance and repair of computer software; technical consulting in thefield of computers and computer-based consumer electronics; computer and consumer electronic diagnostic services; consulting services in the field of selection, implementation and use of computer hardware, computer software and computer-based consumer electronic systems for others; computer data recovery; consulting services in the field of selection, implementation and use of computer hardware and computer software for the operation of consumer electronic systems for othersin the nature of audio, audiovisual andhome and portable entertainment systemsand devices		

U.S. Registration No.	3746840	Application Date	12/15/2007
Registration Date	02/09/2010	Foreign Priority Date	06/22/2007
Word Mark	IPHONE		
Design Mark			
Description of Mark	The mark consists of a design of an apple with a bite removed.		
Goods/Services	Class 009. First use: First Use: 2007/06/29 First Use In Commerce: 2007/06/29 Handheld mobile digital electronic devices for the sending and receiving of telephone calls, electronic mail, and otherdigital data, for use as a digital format audio player, and for use as a handheld computer, personal digital assistant,electronic organizer, electronic notepad, and camera Class 028. First use: First Use: 2007/06/29 First Use In Commerce: 2007/06/29 Handheld unit for playing electronic games Class 038. First use: First Use: 2007/06/29 First Use In Commerce: 2007/06/29 Telecommunication access services; communication by computer; transmission of data and of information by electronic means; provision of telecommunications connections to computer databases and the Internet; electronic transmission of streamed and downloadable audio and video files via computer and other communicationsnetworks; delivery of messages by electronic transmission; provision of telecommunications connections to electronic communications networks, for transmission or reception of audio, video or multimedia content		

Attachments	78548796#TMSN.png(bytes) 77172511#TMSN.png(bytes) 77428980#TMSN.png(bytes) 73162799#TMSN.png(bytes) 76432525#TMSN.png(bytes) 78146716#TMSN.png(bytes) 78157042#TMSN.png(bytes) 78943482#TMSN.png(bytes) 77648705#TMSN.png(bytes) 77152380#TMSN.png(bytes) 77154348#TMSN.png(bytes) 77388365#TMSN.png(bytes) 77976400#TMSN.png(bytes) -Notice of Opposition - APPLE BRANCH.pdf(206166 bytes) Part 1 - Notice of Opposition - APPLE BRANCH - Exhibits 1-2.pdf(5279504 bytes) Part 2 - Notice of Opposition - APPLE BRANCH - Exhibit 3.pdf(1609689 bytes) Part 3 - Notice of Opposition - APPLE BRANCH - Exhibit 4.pdf(2585865 bytes) Part 4 - Notice of Opposition - APPLE BRANCH - Exhibit 5.pdf(741395 bytes) Part 5 - Notice of Opposition - APPLE BRANCH - Exhibit 6.pdf(3900447 bytes)

	Part 6 -Ex. 7 - macOS - Photos - Apple __ APPLE BRANCH Notice of Opp.PDF(4107207 bytes) Part 7 - Ex. 8 - Today at Apple, Photo Walks, Photo Lab __ APPLE BRANCH Notice of Opp.PDF(4282745 bytes) Part 8 - Ex. 9 - iPhone Photography How To - Apple __ APPLE BRANCH Notice of Opp.PDF(988424 bytes) Part 9 - Ex. 10 - Apple Print Products, Details about prints ordered in Photos __ APPLE BRANCH Notice of Opp.PDF(599990 bytes)

Signature	/Joseph Petersen/
Name	Joseph Petersen
Date	11/06/2017

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

In the Matter of Application Serial No. **87/290,054**
For the mark: **APPLE BRANCH**
Filed: Jan. 05, 2017
Published: May 9, 2017

APPLE INC.,	:	
	:	Opposition No.
Opposer,	:	
	:	
v.	:	**NOTICE OF OPPOSITION**
	:	
Laura Novak,	:	
	:	
	:	
Applicant.	:	

APPLE INC. ("Opposer" or "Apple"), a corporation organized and existing under the laws of California with a principal place of business at 1 Infinite Loop, Cupertino, California 95014, believes that it will be damaged by the issuance of a registration for the mark shown in Application Serial No. 87/290,054 (the "APPLE BRANCH Mark" or "Applicant's Mark") for "Photography; Photography services; Portrait photography," in International Class 41 and hereby opposes the same.

As grounds for its opposition, Apple alleges as follows, with knowledge concerning its own acts, and on information and belief as to all other matters:

1. Apple is the world-famous designer, manufacturer, and distributor of personal computers, mobile communication and media devices, digital media players, and many other goods and services, and Apple's APPLE brand is one of the best known brands in the world.

2. Apple designs, manufactures, and/or markets in interstate and international commerce a broad line of technology-related goods and services.

3. Since at least as early as 1977, Apple has extensively promoted, marketed, advertised, distributed, and sold goods and services in connection with a family of trademarks consisting, in whole or in part, of the word APPLE or the Apple Logo (shown below) (collectively, the "Apple Marks").

4. Apple's family of Apple Marks are distinctive, arbitrary and fanciful marks that have achieved an extraordinary level of fame and consumer recognition. As a result of Apple's extensive advertising, promotion, and use of the Apple Marks in connection with a variety of goods and services, the Apple Marks have acquired enormous goodwill, and have come to be identified immediately with Apple as the source of its goods and services.

5. The Apple Marks are famous under the Lanham Act, specifically 15 U.S.C. § 1125 *et seq*., and are among the most valuable trademarks in the world. The extraordinary level of fame and consumer recognition that the Apple Marks currently enjoy cannot be seriously disputed.

6. For many years, Apple's APPLE brand (including the Apple Logo) has consistently been recognized as one of the world's most famous brands. In May 2017, *Forbes* magazine ranked the APPLE brand as the world's most valuable brand for the seventh year in a row, with an estimated valuation of $170 billion, 67% more than second-ranked Google.

Attached as **Exhibit 1** are printouts of *Forbes* magazine's articles regarding its list of the most valuable brands from 2017, 2016, 2015, 2014, 2013, 2012, and 2011, obtained from its website.

7. In 2017, for the sixth consecutive year, Apple won the *Harris Interactive* "Brand of the Year" award in the tablet computer category, beating out its competitors. Apple was also named the #1 brand in the categories of smart watch and smart phone, and #2 in computer manufacturers. Attached as **Exhibit 2** is a printout of the *Harris Interactive* report obtained from the website at http://www.theharrispoll.com/equitrend-rankings/2017.

8. In addition, Interbrand has consistently recognized Apple's APPLE brand in the top 50 of the world's most valuable brands, increasing in value each year. In 2013, Interbrand named the APPLE brand the most valuable brand in the world, and it has maintained the top position for the 2014, 2015, 2016, and 2017 rankings. Apple's rise to the number one position followed a jump from 8th (2011) to 2nd (2012), with the biggest growth in estimated brand value in Interbrand's 2012 rankings: 129%. Previously, the APPLE brand rose nine spots in Interbrand's rankings—from 17th (2010) to 8th (2011)—and increased in estimated brand value by 58%. Attached as **Exhibit 3** are copies of relevant pages of Interbrand's "Best Global Brands" rankings, in reverse chronological order from 2017 through 2010. Interbrand has given the APPLE brand the following rankings and U.S. dollar values over the past seven years:

i. 2017: valuing the APPLE brand as the most valuable brand in the world, with an estimated brand worth of U.S. $184.154 billion.

ii. 2016: valuing the APPLE brand as the most valuable brand in the world, with an estimated brand worth of U.S. $178.12 billion.

iii. 2015: valuing the APPLE brand as the most valuable brand in the world, with an estimated brand worth of U.S. $170.28 billion.

iv. 2014: valuing the APPLE brand as the most valuable brand in the world, with an estimated brand worth of U.S. $118.86 billion.

v. 2013: valuing the APPLE brand as the most valuable brand in the world, with an

estimated brand worth of U.S. $98.316 billion.

vi. 2012: valuing the APPLE brand as the 2nd most valuable brand in the world, with an estimated brand worth of U.S. $76.568 billion.

vii. 2011: valuing the APPLE brand as the 8th most valuable brand in the world, with an estimated brand worth of U.S. $33.492 billion.

viii. 2010: valuing the APPLE brand as the 17th most valuable brand in the world, with an estimated brand worth of U.S. $21.143 billion.

9. Over the past nine years, Millward Brown Optimor ("MBO"), a leading market research and brand valuation and management company, has found APPLE to be one of the world's top brands in its "Brandz™ Top 100 Most Valuable Global Brands," an annual assessment of the 100 most valuable brands in the world. In MBO's 2017 rankings, Apple's APPLE brand was ranked the second most valuable brand in the world with a value of $234.67 billion. In the 2016 rankings, Apple's APPLE brand was also ranked the second most valuable brand in the world with a value of $228.5 billion. In 2015, MBO named Apple the world's most valuable brand, a rank it also held in 2011, 2012, and 2013. Apple's APPLE brand ranked 2nd in 2014, 3rd in 2010, 6th in 2009, and 7th in 2008, clearly demonstrating that the APPLE brand has been recognized as one of the world's most valuable brands for nearly a decade. Attached as **Exhibit 4** are copies of relevant pages of MBO's rankings in reverse chronological order from 2017 through 2008.

10. Apple also has been widely recognized as an extremely valuable, innovative, and admired company. Each year since 2006, *Fortune Magazine* has published its list of "Most Admired Companies." Apple has featured prominently in these rankings each year, and for nine years in a row from 2009 to 2017, it was named the "World's Most Admired Company" for the year. Before 2009, *Fortune Magazine*'s list was limited to "America's Most Admired Companies," and Apple also topped this list in 2008. Attached as **Exhibit 5** are true and correct

copies of printouts of relevant pages of *Fortune Magazine*'s "Most Admired Companies" rankings in reverse chronological order from 2017 through 2008.

11. Apple is the owner of numerous United States registrations on the Principal Register for the Apple Marks, including, without limitation, the following registrations:

TRADEMARK	REG. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
APPLE	1,078,312	Mar. 25, 1977 / Nov. 29, 1977	Class 9: **Computers and computer programs** recorded on paper and tape (first use Apr. 1976)
APPLE	3,038,073	Jan. 17, 2005 / Jan. 3, 2006	Class 40: "[Treatment of materials, namely, developing of photographic film;] **electronic recording of photographic images; enlarging of photographic prints**; [photographic film developing;] **photographic film printing; photographic image processing; photographic printing; photographic reproduction; transfer of photographs on to compact disc** [or video tape]; **on-line processing, developing and delivery of digital images; on-line printing of digital images onto photographic paper, photographic books or merchandise; advisory and consultancy services relating to all the aforesaid** (first use Jan. 7, 2002)
APPLE	3,928,818	May 03, 2007 / Mar. 08, 2011	Class 9: Computer hardware; computer hardware, namely, server, desktop, laptop and notebook computers; computer memory hardware; computer disc drives; optical disc drives; computer hardware, software and computer peripherals for communication between multiple computers and between computers and local and global computer networks; computer networking hardware; set top boxes; computer hardware and computer software for the reproduction, processing and streaming of audio, video and multimedia content; **computer hardware and software for controlling the operation of audio and video devices and for viewing, searching and/or playing audio, video, television, movies, photographs and other digital images**, and other multimedia content; computer monitors; liquid crystal displays; flat panel display monitors; computer keyboards, cables, modems; computer mice; electronic docking stations; stands specially designed for holding computer hardware and portable and handheld digital electronic devices; batteries; rechargeable batteries; battery chargers; battery packs; power adapters for computers; electrical connectors, wires, cables, and adaptors; wired and wireless remote controls for computers and portable and handheld digital electronic devices; headphones and earphones; stereo

TRADEMARK	REG. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
			headphones; in-ear headphones; microphones; audio equipment for vehicles, namely, MP3 players; sound systems comprising remote controls, amplifiers, loudspeakers and components thereof; audio recorders; radio receivers; radio transmitters; personal digital assistants; portable digital audio and video players; electronic organizers; **cameras**; telephones; mobile phones; videophones; computer gaming machines, namely, stand-alone video gaming machines; handheld and mobile digital electronic devices for the sending and receiving of telephone calls, electronic mail and other digital media; MP3 and other digital format audio and video players; **portable and handheld digital electronic devices for recording, organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio and video files**; a full line of electronic and mechanical parts and fitting for portable and handheld digital electronic devices for recording, organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio and video files, namely, headphones, microphones, remote controls, batteries, battery chargers, devices for hands-free use, keyboards, adapters; parts and accessories for mobile telephones, namely, mobile telephone covers, mobile telephone cases, mobile telephone covers made of cloth or textile materials, mobile telephone batteries, mobile telephone battery chargers, headsets for mobile telephones, devices for hands-free use of mobile telephones; carrying cases, sacks, and bags, all for use with computers and portable and handheld digital electronic devices; operating system programs; computer utility programs for computer operating systems; **a full line of computer software for business, home, education, and developer use; computer software for use in organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio, and video files**; computer programs for personal information management; database management software; character recognition software; electronic mail and messaging software; telecommunications software for connecting wireless devices, mobile telephones, handheld digital electronic devices, computers, laptop computers, computer network users, global computer networks; database synchronization software; computer programs for accessing, browsing and searching online databases; computer software to develop other computer software; computer software for use as a programming interface; computer software for use

TRADEMARK	REG. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
			in network server sharing; local and wide area networking software; computer software for matching, correction, and reproduction of color; computer software for use in digital video and audio editing; computer software for use in enhancing text and graphics; computer software for use in font justification and font quality; computer software for use to navigate and search a global computer information network; computer software for use in word processing and database management; word processing software incorporating text, spreadsheets, still and moving images, sounds and clip art; **computer software for use in authoring, downloading, transmitting, receiving, editing, extracting, encoding, decoding, playing, storing and organizing audio, video, still images and other digital media**; computer software for analyzing and troubleshooting other computer software; computer graphics software; computer search engine software; website development software; computer software for remote viewing, remote control, communications and software distribution within personal computer systems and across computer networks; computer programs for file maintenance and data recovery; computer software for recording and organizing calendars and schedules, to-do lists, and contact information; computer software for clock and alarm clock functionality; computer software and prerecorded computer programs for personal information management; electronic mail and messaging software; computer programs for accessing, browsing and searching online databases; computer software and firmware for operating system programs; blank computer storage media; user manuals in electronically readable, machine readable or computer readable form for use with, and sold as a unit with, all the aforementioned goods; instructional manuals packaged in association with the above (first use Apr. 1, 1976)
APPLE	4,088,195	March 22, 2008/ Jan. 17, 2012	Class 41: Education and training services, namely, arranging and conducting personal training, classes, workshops, conferences and seminars in the field of computers, computer software, online services, information technology, website design, and consumer electronics; arranging professional workshop and training courses; computer education training services; **training in the use and operation of computers, computer software and consumer electronics**; online journals, namely, blogs featuring general interest topics covering a wide variety of topics and

TRADEMARK	REG. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
			subject matter; providing on-line publications in the nature of magazines, newsletter and journals in the field of computers, computer software and consumer electronics; providing information, podcasts and webcasts in the field of entertainment via the Internet concerning movies, music, videos, television, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, and current events; **digital video, audio and multimedia publishing services**; providing entertainment information regarding movies, music, videos, television, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, and current events; providing information, reviews and personalized recommendations of movies, music, videos, television, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, and current events in the field of entertainment; entertainment services, namely, production of live musical performances; entertainment services, namely, providing live musical performances online via a global computer network; rental of digital entertainment content in the nature of movies, music, videos, television, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, and current events, by means of communications networks, namely, provision of non-downloadable audio and audiovisual programs via an online video-on-demand service; providing a database of digital entertainment content in the nature of movies, music, videos, television, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, and current events via electronic communication networks; entertainment services, namely, providing prerecorded audio and audiovisual content, information and commentary in the fields of music, concerts, videos, movies, television, books, news, sports, games and cultural events all via a global computer network. (first use March 1, 1981)
	1,114,431	March 20, 1978/ March 6, 1979	Class 9: **Computers and computer programs** recorded on paper and tape. (first use Jan. 1977)

TRADEMARK	REG. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
	2,693,317	July 18, 2002 / Mar. 4, 2003	Class 40: "[treatment of materials, namely, developing of photographic film;] **electronic recording of photographic images; enlarging of photographic prints;** [photographic film developing;] **photographic film printing; photographic image processing; photographic printing; photographic reproduction; transfer of photographs on to compact disc;** [or video tape;]**on-line processing, developing and delivery of digital images; on-line printing of digital images onto photographic paper or merchandise; advisory and consultancy services relating to all the aforesaid** (first use Jan. 7, 2002)
	2,753,069	July 23, 2002 / Aug. 19, 2003	Class 42: [Application service provider (ASP), namely, hosting computer software applications of others;]**computer services, namely, displaying the** [web sites and] **images of others on a computer server**; computer diagnostic services; installation of computer software; updating of computer software; maintenance of computer software; computer hardware development; integration of computer systems and networks; monitoring the computer systems of others for technical purposes and providing back-up computer programs and facilities; computer consultation, design, and testing services; consulting services in the field of design, selection, implementation and use of computer hardware and software systems for others; computer data recovery; computer programming for others; research and development of computer hardware and software; website design, creation [and hosting services] ; computer services, namely, designing [and implementing] web sites for others; computer services, namely, providing search engines for obtaining data on a global computer network; providing use of on-line non-downloadable software for communications via local or global communications networks, including the Internet, intranets, and extranets; computer consultation, namely, analyzing data to detect, eradicate, and prevent the occurrence of computer viruses; computer consultation, namely, services relating to the protection of computer hardware, computer software, computer networks and computer systems against computer viruses, attacks, or failures; computer consultation, namely, services for optimizing the performance and functionality of computer software and communications networks; technical support services, namely, troubleshooting of computers, computer software, telecommunications, and the Internet systems; leasing of computers, computer

TRADEMARK	REG. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
			peripherals and computer software; leasing computer facilities; providing information in a wide variety of fields over computer networks and global communication networks; computer services, namely, creating indexes of information, web sites and other information sources available on computer networks; providing information concerning a wide range of text, electronic documents, databases, graphics and audiovisual information (first use Sept. 1980)
	2,870,477	Aug. 22, 2002 / Aug. 3, 2004	Class 38: **Telecommunication services, namely, electronic transmission of data and images via computer networks**; electronic mail services; providing on-line electronic bulletin boards for transmission of messages among computer users in the fields of business, creative design, education, computers, information technology, word processing, database management, entertainment, electronic commerce and telecommunications; telecommunications consultation; delivery of messages by electronic transmission; electronic transmission of data and information by computer, radio, mail, providing Internet access (first use Apr. 9, 2004)
	3,298,028	Aug. 2, 2006 / Sept. 25, 2007	Class 41: **Education and training services, namely, conducting classes, workshops, conferences and seminars in the field of computers, computer software, online services, information technology, internet website design, video products and consumer electronics**; arranging of exhibitions, seminars and conferences; arranging professional workshop and training courses; computer education training services; training in the use and operation of computers and computer software; **providing a website for the uploading, sharing, viewing and posting of photographs, digital images, movies, videos, online journals**, namely web blogs in general interest fields, and other related multimedia entertainment materials over a global computer network; providing fitness and exercise facilities; Physical fitness consultation and instruction; providing on-line publications in the nature of newsletters in the field of computers and education; providing information in the field of education via the internet; providing information in the field of entertainment via the Internet concerning movies, music, videos, television, celebrities, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, current events (first use Mar. 1, 1981)

TRADEMARK	REG. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
	3,679,056	Jan. 13, 2009 / Sept. 8, 2009	Class 9: Computers; computer hardware; computer peripherals; handheld computers; **handheld mobile digital electronic devices for recording, organizing, transmitting, manipulating, and reviewing text, data, image, audio, and audiovisual files, for the sending and receiving of telephone calls, electronic mail, and other digital data, for use as a** digital format audio player, handheld computer, personal digital assistant, electronic organizer, electronic notepad, **camera**, and global positioning system (GPS) electronic navigation device; digital audio and video recorders and players; personal digital assistants; electronic organizers; **cameras**; telephones; mobile phones; satellite navigational systems, namely, global positioning systems (GPS); electronic navigational devices, namely, global positioning satellite (GPS) based navigation receivers; computer game machines for use with external display screens, monitors, or televisions; a full line of accessories and parts for the aforementioned goods; stands, covers, cases, holsters, power adaptors, and wired and wireless remote controls for the aforementioned goods; computer memory hardware; computer disc drives; optical disc drives; computer networking hardware; computer monitors; flat panel display monitors; computer keyboards; computer cables; modems; computer mice; electronic docking stations; set top boxes; batteries; battery chargers; electrical connectors, wires, cables, and adaptors; devices for hands-free use; headphones; earphones; ear buds; audio speakers; microphones; and headsets; a full line of computer software for business, home, education, and developer use; user manuals for use with, and sold as a unit with, the aforementioned goods; downloadable audio and video files, movies, ring tones, video games, television programs, pod casts and audio books via the internet and wireless devices featuring music, movies, videos, television, celebrities, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, current events and topics of general interest (first use Jan. 31, 1977)
APPLE TV	3,359,045	Apr. 9, 2007 / Dec. 25, 2007	Class 9: Computer hardware; computer networking hardware; set top boxes; **digital electronic devices for recording, organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio and video files; computer software for use in organizing, transmitting, receiving, manipulating, playing and reviewing text, data,**

TRADEMARK	REG. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
			image, audio, and video files; computer hardware and computer software for the reproduction, processing and streaming of audio, video and multimedia content; **computer hardware and software for controlling the operation of audio and video devices and for viewing, searching and/or playing audio, video, television, movies, photographs and other digital images, and other multimedia content** (first use Mar. 21, 2007)
	3,359,157	Apr. 11, 2007 / Dec. 25, 2007	Class 9: Computer hardware; computer networking hardware; set top boxes; **digital electronic devices for recording, organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio and video files; computer software for use in organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio, and video files**; computer hardware and computer software for the reproduction, processing and streaming of audio, video and multimedia content; **computer hardware and software for controlling the operation of audio and video devices and for viewing, searching and/or playing audio, video, television, movies, photographs and other digital images, and other multimedia content** (first use Mar. 21, 2007)
APPLE STORE	3,710,912	Feb. 4, 2008 / Nov. 17, 2009	Class 41: **Education and training services, namely, conducting classes, workshops, and seminars in the field of** computers, computer software, online services, information technology, internet website design, music, **photography and video products and consumer electronics**; arranging professional workshop and training courses; computer education training services; training in the use and operation of computers, computer software and consumer electronics; entertainment services, namely, providing a facility for live concerts and special events in the nature of live musical performances; technical consulting in the field of consumer electronics, namely, audio, audiovisual and home and portable entertainment systems and devices; consulting services in the field of selection, implementation and use of computer hardware, computer software and consumer electronic systems for others, namely, audio, audiovisual and home and portable entertainment systems and devices (first used May 19, 2001)
	3,746,840	Dec. 15, 2007 / Feb. 9, 2010	Class 9: **Handheld mobile digital electronic devices for the sending and receiving of** telephone calls, electronic mail, **and other digital data, for use as a** digital format audio player, and

TRADEMARK	REG. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
			for use as a handheld computer, personal digital assistant, electronic organizer, electronic notepad, and **camera (first use June 29, 2007)**

Copies of the registration certificates and printouts from the United States Patent and Trademark Office online database for the above-identified registrations are annexed as **Exhibit 6**.

12. The above-identified registrations are valid and in full force and effect. Indeed, affidavits have been filed pursuant to Sections 8 and 15 of the Lanham Act for each of Registration Nos. 1,078,312, 1,114,431, 2,693,317, 2,753,069, 2,870,477, 3,038,073, 3,298,028, 3,359,045, 3,359,157, 3,679,056, 3,710,912, 3,746,840, and 3,928,818, rendering such registrations incontestable.

13. Apple has long offered photography and photography-related services and goods. Apple's famous iPhone device is well-known for its photographic capabilities, which Apple has extensively promoted including through its "Shot on iPhone" worldwide advertising campaign featuring photos taken with iPhone devices. In light of the tremendous success of the campaign and interest in iPhone photography, Apple launched an Instagram account, inviting followers to use the hashtag #ShotoniPhone to share their own iPhone photography.

14. Apple also offers software for editing, organizing, and sharing digital photographs. Information about certain of Apple's photography software products is available at Apple's website at https://www.apple.com/macos/photos/, a true and correct printout of which is attached as **Exhibit 7**

15. To help Apple iPhone device users further enhance their photography skills, Apple features at its Apple Store retail locations "Photo Walks" and "Photo Lab" hands-on sessions, providing instruction on how to use Apple's iPhone device to take portraits and how to create stunning shots. Information about upcoming "Photo Walks" and "Photo Lab" sessions is

available on Apple's website at https://www.apple.com/today/event/photo-walks-street-style-photography-6328668556158672225/, https://www.apple.com/today/program/photo-walks-sessions/, and https://www.apple.com/today/program/photo-lab-events-sessions/, true and correct printouts of which are attached as **Exhibit 8**.

16. Apple also provides on its website information about how to use Apple's iPhone device to take great photos, including videos providing instruction on "How to shoot with Portrait Lighting," "How to edit Portrait Lighting effects," and "How to shoot a great portrait." *See* https://www.apple.com/iphone/photography-how-to/, a true and correct printout of which is attached as **Exhibit 9**.

17. Through Apple's Photos software application and iPhoto for Mac software application, users of Apple devices can edit and share their photos, and through Apple's digital photo printing services, users can also use their photos to create a variety of print products, including prints of various sizes, photo greeting cards, personalized calendars, and photo books. Additional information on Apple's digital photo printing services is available on Apple's website at https://www.apple.com/shop/help/print_products and https://support.apple.com/en-us/HT201281, true and correct printouts of which are attached as **Exhibit 10**.

18. Notwithstanding Apple's prior rights, and well after Apple's Apple Marks became distinctive and/or famous, on January 5, 2017, Laura Novak ("Applicant") filed Application Serial No. 87/290,054 to register the APPLE BRANCH mark in connection with "Photography; Photography services; Portrait photography," in International Class 41 ("Applicant's Services").

19. Apple is timely filing this Notice of Opposition.

20. There is no issue as to priority. Apple began using the Apple Marks in commerce at least as early as 1977, well prior to the January 5, 2017 filing date of Applicant's application and the April 11, 2013 claimed date of first use.

21. Consumers encountering Applicant's Mark, particularly in connection with Applicant's Services, are likely to associate the mark with Apple. Applicant's APPLE BRANCH mark is highly similar visually and aurally to, and creates a highly similar commercial impression as, Apple's famous APPLE mark. Indeed, Applicant's APPLE BRANCH mark incorporates Apple's famous APPLE mark in its entirety, merely adding the subordinate term "BRANCH" to the end, which is not sufficient to distinguish it from the APPLE mark. Rather, consumers are likely to assume that Applicant's APPLE BRANCH mark represents a "branch," i.e., division, of Apple and is thus an extension of the APPLE brand.

22. Since long before Applicant's filing date, Apple has offered under its Apple Marks services and goods that are highly related and complementary to Applicant's Services. For example, Apple has long offered, and owns registrations for its Apple Marks for, photo- and image-related services, including its digital printing and multimedia publishing services. *See, e.g.*, Reg. Nos. 3,038,073 & 2,693,317 (for "electronic recording of photographic images; enlarging of photographic prints; photographic film printing; photographic image processing; photographic printing; photographic reproduction; transfer of photographs on to compact disc ; on-line processing, developing and delivery of digital images; on-line printing of digital images onto photographic paper, photographic books or merchandise; advisory and consultancy services relating to all the aforesaid"); Reg. No. 4,088,195 (for "digital video, audio and multimedia publishing services"); *see also* Reg. No. 3,298,028 (for "providing a website for the uploading, sharing, viewing and posting of photographs, digital images"); Reg. No. 2,753,069

(for "computer services, namely, displaying the images of others on a computer server"); Reg. No. 2,870,477 (for "Telecommunication services, namely, electronic transmission of data and images via computer networks"). Moreover, Apple owns registrations for its Apple Marks covering educational services including training in the use of consumer electronics (*see* Reg. Nos. 4,088,195, 4,088,195 & 3,710,912), and among Apple's training services are those related to photography, namely the use of Apple devices for taking photos and portraits. All of these photo- and image-related services are highly related to Applicant's "photography; photography services; portrait photography" services.

23. Apple has also long used and owns numerous registrations for its Apple Marks for various goods related to photography. As noted above, Apple is extraordinarily famous for its iPhone device, which features a camera used for photography and also features Apple's Photos software application that allows the user to easily edit, organize, share, and print photos. *See, e.g.*, Reg. Nos. 3,928,818 (for "cameras," "portable and handheld digital electronic devices for recording, organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio and video files," and "computer software for use in organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio, and video files"); Reg. No. 3,746,840 (for Handheld mobile digital electronic devices … for use as a … camera"). Similarly, Apple offers photo-editing software for its MAC computers, including its iPhoto for macOS and Photo Booth software applications. Because Apple's devices and software covered by its Apple Marks registrations are in fact used in connection with photography services, Applicant's Services are highly related and complementary to Apple's registered goods.

24. In light of the fame of the Apple Marks in connection with highly related and complementary services and goods, consumers encountering Applicant's Mark, which is visually

and aurally highly similar to Apple's famous APPLE mark and evokes a commercial impression highly similar to that of the Apple Marks, would be likely to believe Applicant's Services offered under Applicant's Mark are associated with or approved, endorsed, or provided by Apple.

25. Lending further support to a finding of a likelihood of consumer confusion is the fact that Applicant's Services are not limited to any particular channel of trade and therefore may be presumed to travel through the same channels of trade as the services and goods covered by Apple's prior registrations. Consumers, upon seeing Applicant's Mark used in connection with Applicant's Services, are likely to be confused as to Apple's approval of, or affiliation or association with, those services.

26. Apple would be damaged by the registration of Applicant's Mark in connection with Applicant's Services because Applicant's Mark so closely resembles the Apple Marks as to be likely to cause confusion, mistake, or deception in the minds of consumers as to the origin or source of Applicant's Services or the affiliation between Applicant and Apple, in violation of Section 2(d) of the Lanham Act, 15 U.S.C. § 1052(d). Furthermore, if consumers have complaints about Applicant's Services offered under Applicant's Mark (such as inferior quality or defects) and believe those services are associated with Apple, Apple would suffer injury to its reputation.

27. Apple also would be damaged by registration of Applicant's Mark because the mark is likely to cause dilution of the distinctiveness of the famous Apple Marks by eroding consumers' exclusive identification of the Apple Marks with Apple, and by otherwise lessening the capacity of the Apple Marks to identify and distinguish Apple's services and goods, in violation of Section 43(c)(1) of the Lanham Act, 15 U.S.C. § 1125(c)(1).

28. Specifically, Applicant's Mark is likely to cause dilution by blurring of the famous Apple Marks based on a number of relevant considerations including, without limitation, the following:

(a) Applicant's Mark is highly similar in appearance, sound, meaning, and commercial impression to Apple's famous Apple Marks;

(b) The Apple Marks are inherently distinctive in relation to Apple's goods and services and, due to Apple's extensive use and promotion, the Apple Marks also became famous prior to the filing date of Applicant's use-based application and any claimed first use;

(c) Apple has engaged in substantially exclusive use of the Apple Marks; and

(d) As detailed above at paragraphs 3 through 10, the Apple Marks are famous and widely recognized and have been so long before the filing date of Applicant's use-based application and any claimed first use.

29. If Applicant is granted the registration herein opposed, Applicant would thereby obtain a *prima facie* exclusive right to use Applicant's Mark in connection with Applicant's Services. Such registration would be a source of damage and injury to Apple.

WHEREFORE, Apple requests that this opposition be sustained and that the registration of Application Serial No. 87/290,054 in connection with the Applicant's Services be denied.

The opposition fee in the amount of $400.00 for an opposition in one class is filed herewith. If for any reason this amount is insufficient, it is requested that Apple's attorneys' Deposit Account No. 20-1430 be charged with any deficiency. This paper is filed electronically.

Dated: November 6, 2017

Respectfully submitted,

KILPATRICK TOWNSEND & STOCKTON LLP

By: /s/ Joseph Petersen

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Attorneys for Opposer Apple Inc.

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

In the Matter of Application Serial No. **87/290,054**
For the mark: **APPLE BRANCH**
Filed: Jan. 05, 2017
Published: May 9, 2017

APPLE INC.,	:	
	:	Opposition No.
Opposer,	:	
	:	
v.	:	**NOTICE OF OPPOSITION**
	:	
Laura Novak,	:	
	:	
	:	
Applicant.	:	

CERTIFICATE OF TRANSMITTAL

I hereby certify that a true copy of the foregoing NOTICE OF OPPOSITION is being filed electronically with the TTAB via ESTTA on this day, November 6, 2017.

/s/Alberto Garcia
Kilpatrick Townsend & Stockton LLP

UNITED STATES PATENT AND TRADEMARK OFFICE
Trademark Trial and Appeal Board
P.O. Box 1451
Alexandria, VA 22313-1451
General Contact Number: 571-272-8500

AM

Mailed: February 13, 2018

Opposition No. 91237650

Apple Inc.

v.

Laura Novak

By the Trademark Trial and Appeal Board:

On December 26, 2017, the Board issued a notice of default to Applicant because no answer had been filed.

No response to the notice of default has been filed.

Accordingly, judgment by default is hereby entered against Applicant, the opposition is sustained, and registration to Applicant is refused. *See* Fed. R. Civ. P. 55(b), and Trademark Rule 2.106(a).

Trademark Trial and Appeal Board Electronic Filing System. http://estta.uspto.gov

ESTTA Tracking number: **ESTTA835184**

Filing date: **07/24/2017**

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

Notice of Opposition

Notice is hereby given that the following party opposes registration of the indicated application.

Opposer Information

Name	Apple Inc.
Granted to Date of previous extension	07/23/2017
Address	1 Infinite Loop Cupertino, CA 95014 UNITED STATES

Attorney information	Robert N. Potter Kilpatrick Townsend & Stockton LLP 1114 Avenue of the Americas, 21st Floor New York, NY 10036 UNITED STATES Email: jpetersen@ktslaw.com, CYee@kilpatricktownsend.com, agarcia@ktslaw.com, tmadmin@ktslaw.com, RPotter@kilpatricktownsend.com Phone: 212-775-8700

Applicant Information

Application No	87149763	Publication date	01/24/2017
Opposition Filing Date	07/24/2017	Opposition Period Ends	07/23/2017
Applicant	OEG Building Material 395 Route 34 Matawan, NJ 07747 UNITED STATES		

Goods/Services Affected by Opposition

Class 006. First Use: 2016/01/01 First Use In Commerce: 2016/07/31
All goods and services in the class are opposed, namely: Joists of iron or steel; Joists of metal; Metal joists

Grounds for Opposition

Priority and likelihood of confusion	Trademark Act Section 2(d)
Dilution by blurring	Trademark Act Sections 2 and 43(c)

Marks Cited by Opposer as Basis for Opposition

U.S. Registration No.	1114431	Application Date	03/20/1978
Registration Date	03/06/1979	Foreign Priority Date	NONE

Word Mark	NONE
Design Mark	
Description of Mark	THE MARK CONSISTS OF A SILHOUETTE OF ANAPPLE WITH A BITE REMOVED.
Goods/Services	Class 009. First use: First Use: 1977/01/00 First Use In Commerce: 1977/01/00 COMPUTERS AND COMPUTER PROGRAMS RECORDED ON PAPER AND TAPE

U.S. Registration No.	2715578	Application Date	07/01/2002
Registration Date	05/13/2003	Foreign Priority Date	NONE
Word Mark	NONE		

Design Mark	
Description of Mark	NONE
Goods/Services	Class 009. First use: First Use: 1977/01/01 First Use In Commerce: 1977/01/01 Computers hardware; computer hardware, namely, server, desktop, laptop, notebook and subnotebook computers; hand held and mobile computers; computer [terminals and] monitors; personal digital assistants; portable digital audio players; electronic organizers; computer keyboards, cables, [modems;] audio speakers; computer video control devices, namely, computer mice, [trackballs, joysticks andgamepads;] a full line of computer software for business, home, education, anddeveloper use; computer programs for personal information management; database management software; [character recognition software; telephony management software;] electronic mail and messaging software; [telecommunications software, namely, for paging;] database synchronization software; computer programs for accessing, browsing and searching online databases; operating system software; application development tool programs; blank computer storage media; fonts, typefaces, type designs and symbols recorded onmagnetic media; computer software for use in providing multiple user access to a global computer information network for searching, retrieving, transferring, manipulating and disseminating a wide range of information; computer software foruse as a programming interface; computer software for use in network server sharing; local and wide area networking software; computer software for matching, correction, and reproduction of color; computer software for use in digital videoand audio editing; computer software for use in enhancing text and graphics; computer software for use in font justification and font quality; computer software for use to navigate and search a global computer information network, as well as to organize and summarize the information retrieved; computer software for use in word processing and database management; word processing software incorporating text, spreadsheets, still and moving images, sounds and clip art; computer software for use in authoring, downloading, transmitting, receiving, editing, extracting, encoding, decoding, playing, storing and organizing audio, video, still images and other digital data; computer software for analyzing and troubleshooting other computer software; children'seducational software; computer game software; Computer graphics software; [Computer search engine software;] Web sitedevelopment software; computer program which provides remote viewing, remote control, communications and software distribution within personal computer systemsand across computer network;

	computer programs for file maintenance and data recovery; computer peripherals; instructional manuals packaged in association withthe above

U.S. Registration No.	3084491	Application Date	04/26/2004
Registration Date	04/25/2006	Foreign Priority Date	11/04/2003
Word Mark	NONE		
Design Mark			
Description of Mark	NONE		
Goods/Services	Class 009. First use: First Use: 0 First Use In Commerce: 0 electronic apparatus and software therefor for downloading, transmitting, receiving, playing, storing and organizing audio, video and navigation data for use in automobiles [, railway cars][and engines,] [ships and planes]; sound effect generators and instruments comprised of computer hardware and software Class 012. First use: First Use: 0 First Use In Commerce: 0 [automobiles] Class 015. First use: First Use: 0 First Use In Commerce: 0 Electric and electronic musical instruments; musical instruments adapted to programmed system sequences; electronic pianos, electronic keyboard instruments; electric or electronic percussion or drum systems comprised of computer hardware and software; music and sound synthesizers; electronic tone generators; musical instruments controlled by computer software		

U.S. Registration No.	2657931	Application Date	08/24/2000
Registration Date	12/10/2002	Foreign Priority Date	NONE
Word Mark	NONE		

Design Mark	
Description of Mark	NONE
Goods/Services	Class 016. First use: First Use: 1979/01/06 First Use In Commerce: 1979/01/06 Printed materials and publications, namely, user manuals, [series of books,] booklets, brochures, [data sheets, white papers,] [newsletters, catalogs,] pamphlets, [periodicals and magazines,]all in the fields of business, creat-ivedesign, computers, information technology, word processing, database man-agement, multimedia, entertainment, [electronic commerce] and telecommunic-ations; [stationery,] pens and pencils, [clipboards,] [posters,] [memo pads,] binders

U.S. Registration No.	2693317	Application Date	07/18/2002
Registration Date	03/04/2003	Foreign Priority Date	02/26/2002
Word Mark	NONE		

Design Mark	
Description of Mark	The mark consists of the design of an apple with a bite removed.
Goods/Services	Class 040. First use: First Use: 2002/01/07 First Use In Commerce: 2002/01/07 [Treatment of materials, namely, developing of photographic film;] electronicrecording of photographic images; enlarging of photographic prints;[photographic film developing;] photographic film printing; photographic image processing;photographic printing; photographic reproduction; transfer of photographs on tocompact disc; [or video tape;] on-lineprocessing, developing and delivery of digital images; on-line printing of digital images onto photographic paper or merchandise; advisory and consultancy services relating to all the aforesaid

U.S. Registration No.	2690881	Application Date	07/18/2002
Registration Date	02/25/2003	Foreign Priority Date	02/26/2002
Word Mark	NONE		

Design Mark	
Description of Mark	The mark consists of the design of an apple with a bite removed.
Goods/Services	Class 037. First use: First Use: 1982/10/25 First Use In Commerce: 1982/10/25 computer installation services; computer maintenance services; computer repair services; advisory and consultancy services relating to all the aforesaid

U.S. Registration No.	3679056	Application Date	01/13/2009
Registration Date	09/08/2009	Foreign Priority Date	NONE
Word Mark	NONE		
Design Mark			

Description of Mark	The mark consists of the design of an apple with a bite removed.
Goods/Services	Class 009. First use: First Use: 1977/01/31 First Use In Commerce: 1977/01/31 Computers; computer hardware; computer peripherals; handheld computers; handheld mobile digital electronic devices for recording, organizing, transmitting, manipulating, and reviewing text, data, image, audio, and audiovisual files, for the sending and receiving of telephone calls, electronic mail, and other digital data, for use as a digital format audio player, handheld computer, personal digital assistant, electronic organizer, electronic notepad, camera, and global positioning system (GPS) electronic navigation device; digital audio and video recorders and players; personal digital assistants; electronic organizers; cameras; telephones; mobile phones; satellite navigational systems, namely, global positioning systems (GPS); electronic navigational devices, namely, global positioning satellite (GPS) based navigation receivers; computer game machines for use with external display screens, monitors, or televisions; a full line of accessories and parts for the aforementioned goods; stands, covers, cases, holsters, power adaptors, and wired and wireless remote controls for the aforementioned goods; computer memory hardware; computer disc drives; optical disc drives; computer networking hardware; computer monitors; flat panel display monitors; computer keyboards; computer cables; modems; computer mice; electronic docking stations; set top boxes; batteries; battery chargers; electrical connectors, wires, cables, and adaptors; devices for hands-free use; headphones; earphones; ear buds; audio speakers; microphones; and headsets; a full line of computer software for business, home, education, and developer use; user manuals for use with, and sold as a unitwith, the aforementioned goods; downloadable audio and video files, movies, ring tones, video games, television programs, pod casts and audio books via the internet and wireless devices featuring music, movies, videos, television, celebrities, sports, news, history, science, politics, comedy, children's entertainment,animation, culture, current events and topics of general interest

U.S. Registration No.	2753069	Application Date	07/23/2002
Registration Date	08/19/2003	Foreign Priority Date	NONE
Word Mark	NONE		

Design Mark	
Description of Mark	The mark consists of the design of an apple with a bite removed.
Goods/Services	Class 042. First use: First Use: 1980/09/00 First Use In Commerce: 1980/09/00 [Application service provider (ASP), namely, hosting computer software applications of others;]computer services, namely, displaying the [web sites and] images of others on a computer server; computer diagnostic services; installation of computer software; updating of computer software; maintenance of computer software; computer hardware development; integration of computer systems and networks; monitoring the computer systems of others for technical purposes and providing back-up computer programs and facilities; computer consultation, design, and testing services; consulting services inthe field of design, selection, implementation and use of computer hardware andsoftware systems for others; computer data recovery; computer programming for others; research and development of computer hardware and software; website design, creation [and hosting services] ; computer services, namely, designing [and implementing] web sites for others; computer services, namely, providing search engines for obtaining data on a global computer network; providing use of on-line non-downloadable software for communications via local or global communications networks, including the Internet, intranets, and extranets; computer consultation, namely, analyzing data to detect, eradicate, and prevent the occurrence of computer viruses; computer consultation, namely, services relating to the protection of computer hardware, computer software, computer networks and computer systems against computer viruses, attacks, or failures; computer consultation, namely, services for optimizing the performance and functionality of computer software and communications networks; technical support services, namely, troubleshooting of computers, computer software, telecommunications, and the Internet systems; leasing of computers, computer peripherals and computer software; leasing computer facilities; providing information in a wide variety of fields over computer networks and global communication networks; computer services, namely, creating indexes of information, web sites and other information sources available on computer networks; providing information concerning a wide range of text, electronic documents, databases, graphics and audiovisual information

U.S. Registration No.	2926853	Application Date	08/16/2002

Registration Date	02/15/2005	Foreign Priority Date	02/26/2002
Word Mark	NONE		
Design Mark			
Description of Mark	The mark consists of the design of an apple with a bite removed.		
Goods/Services	Class 035. First use: First Use: 1983/00/00 First Use In Commerce: 1983/00/00 analysis and consultation in the field of business information management, namely, the selection, adoption and operation of computers and computer information management systems; providing information in the fields of business and commerceover computer networks and global communication networks; business services, namely, providing computer databases regarding the purchase and sale of a wide variety of products and services of others;business services, namely, dissemination of advertising for others via computernetworks and global communication networks; retail store services featuring computers, computer software, computer peripherals and consumer electronics, and demonstration of products relating thereto; online retail store services provided via computer networks and global communication networks featuring computers, computer software, computer peripherals andconsumer electronics, and demonstrationof products relating thereto Class 039. First use: First Use: 1985/00/00 First Use In Commerce: 1985/00/00 computerized data storage services; data storage relating to business		

U.S. Registration No.	2870477	Application Date	08/22/2002
Registration Date	08/03/2004	Foreign Priority Date	NONE
Word Mark	NONE		

Design Mark	
Description of Mark	The mark consists of the design of an apple with a bite removed.
Goods/Services	Class 038. First use: First Use: 1994/04/09 First Use In Commerce: 1994/04/09 Telecommunication services, namely, electronic transmission of data and images via computer networks; electronic mail services; providing on-line electronic bulletin boards for transmission of messages among computer users in the fields ofbusiness, creative design, education, computers, information technology, word processing, database management, entertainment, electronic commerce and telecommunications; telecommunications consultation; delivery of messages by electronic transmission; electronic transmission of data and information by computer, radio,mail, providing Internet access

U.S. Registration No.	2820066	Application Date	05/29/2003
Registration Date	03/02/2004	Foreign Priority Date	NONE
Word Mark	NONE		

Design Mark	
Description of Mark	The mark consists of the design of an apple with a bite removed.
Goods/Services	Class 036. First use: First Use: 1983/07/00 First Use In Commerce: 1983/07/00 Consumer lending services; retail credit services; retail credit services for the purchase of computers, computer software, consumer electronics and related accessories; providing information in the fields of investment and finance over computer networks and global communicationnetworks; financial services, namely, installment loans, lease-purchase financing and loans, and loan financing

U.S. Registration No.	3298028	Application Date	08/02/2006
Registration Date	09/25/2007	Foreign Priority Date	NONE
Word Mark	NONE		

Design Mark	
Description of Mark	NONE
Goods/Services	Class 035. First use: First Use: 1981/03/01 First Use In Commerce: 1981/03/01 Arranging and conducting trade shows, and trade show expositions and exhibitions in the fields of computers, computer software, online services, information technology, and consumer electronics Class 041. First use: First Use: 1981/03/01 First Use In Commerce: 1981/03/01 Education and training services, namely, conducting classes, workshops, conferences and seminars in the field of computers, computer software, online services,information technology, internet website design, video products and consumer electronics; arranging of exhibitions, seminars and conferences; arranging professional workshop and training courses; computer education training services; training in the use and operation of computers and computer software; providing a website for the uploading, sharing, viewingand posting of photographs, digital images, movies, videos, online journals, namely web blogs in general interest fields, and other related multimedia entertainment materials over a global computer network; providing fitness and exercise facilities; Physical fitness consultationand instruction; providing on-line publications in the nature of newsletters inthe field of computers and education; providing information in the field of education via the internet; providing information in the field of entertainment viathe Internet concerning movies, music, videos, television, celebrities, sports,news, history, science, politics, comedy, children's entertainment, animation, culture, current events

U.S. Registration No.	4206562	Application Date	08/31/2010
Registration Date	09/11/2012	Foreign Priority Date	NONE
Word Mark	NONE		

Design Mark	
Description of Mark	The mark consists of the design of an apple with a bite removed.
Goods/Services	Class 045. First use: First Use: 2010/09/01 First Use In Commerce: 2010/09/01 Personal and social services rendered by others to meet the needs of individuals, namely, online social networking and introduction services; online social networking services, namely, facilitating social interaction among individuals, social introductions, and for finding persons with particular hobbies, interests and backgrounds; providing a social networking website for entertainment purposes;security services for the protection ofproperty, namely, monitoring of computerized data for security purposes

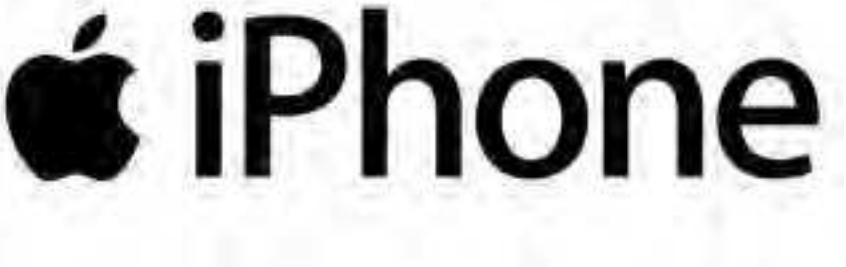
U.S. Registration No.	4885796	Application Date	06/10/2015
Registration Date	01/12/2016	Foreign Priority Date	NONE
Word Mark	NONE		

Design Mark	
Description of Mark	The mark consists of the design of an apple with a bite removed.
Goods/Services	Class 014. First use: First Use: 2014/09/09 First Use In Commerce: 2015/04/10 Horological and chronometric instruments; watches; timepieces; chronographs foruse as timepieces; chronometers; watchstraps; watch bands; cases for watches, and horological and chronometric instruments; parts for watches, and horological and chronometric instruments

U.S. Registration No.	3359157	Application Date	04/11/2007
Registration Date	12/25/2007	Foreign Priority Date	NONE
Word Mark	TV		
Design Mark			
Description of Mark	The mark consists of a design of an apple with a bite removed.		
Goods/Services	Class 009. First use: First Use: 2007/03/21 First Use In Commerce: 2007/03/21 Computer hardware; computer networking hardware; set top boxes; digital electronic devices for recording, organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio and video files; computer software for use in organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio, and video files; computer hardware and com-		

	puter software for the reproduction, processing and streaming of audio, video and multimedia content; computer hardware and software for controlling the operation of audio and video devices and for viewing, searching and/or playing audio, video, television, movies, photographs and other digital images, and other multimedia content

U.S. Registration No.	4425780	Application Date	12/15/2007
Registration Date	10/29/2013	Foreign Priority Date	06/22/2007
Word Mark	IPHONE		
Design Mark			
Description of Mark	The mark consists of a design of an apple with a bite removed.		
Goods/Services	Class 009. First use: First Use: 2007/06/29 First Use In Commerce: 2007/06/29 Computer gaming machines, videophones, and computer peripherals		

U.S. Registration No.	3746840	Application Date	12/15/2007
Registration Date	02/09/2010	Foreign Priority Date	06/22/2007
Word Mark	IPHONE		
Design Mark			
Description of Mark	The mark consists of a design of an apple with a bite removed.		
Goods/Services	Class 009. First use: First Use: 2007/06/29 First Use In Commerce: 2007/06/29 Handheld mobile digital electronic devices for the sending and receiving of telephone calls, electronic mail, and otherdigital data, for use as a digital format audio player, and for use as a handheld computer, personal digital assistant,electronic organizer, electronic notepad, and camera Class 028. First use: First Use: 2007/06/29 First Use In Commerce: 2007/06/29 Handheld unit for playing electronic games Class 038. First use: First Use: 2007/06/29 First Use In Commerce: 2007/06/29 Telecommunication access services; communication by computer; transmission		

	of data and of information by electronic means; provision of telecommunications connections to computer databases and the Internet; electronic transmission of streamed and downloadable audio and video files via computer and other communicationsnetworks; delivery of messages by electronic transmission; provision of telecommunications connections to electronic communications networks, for transmission or reception of audio, video or multimedia content

U.S. Registration No.	4929159	Application Date	06/15/2015
Registration Date	03/29/2016	Foreign Priority Date	NONE
Word Mark	MUSIC		
Design Mark			
Description of Mark	The mark consists of the design of an apple with a bite removed and the word "MUSIC".		
Goods/Services	Class 045. First use: First Use: 2015/06/08 First Use In Commerce: 2015/06/30 social networking services; providing asocial networking website		

U.S. Registration No.	5209941	Application Date	06/15/2015
Registration Date	05/23/2017	Foreign Priority Date	05/21/2015
Word Mark	MUSIC		
Design Mark			
Description of Mark	The mark consists of the design of an apple with a bite removed and the word "MUSIC".		
Goods/Services	Class 038. First use: First Use: 2015/06/08 First Use In Commerce: 2015/06/30 Broadcasting and transmission of voice,data, images, music, audio, video, multimedia, television, and radio by means of telecommunications networks; broadcastand transmission of streamed music, audio, video, and multimedia content by means of telecommunications networks; transfer of music, audio, video, and multimedia to matched users by means of telecommunications networks; providing access towebsites, databases, electronic bulletin boards, online forums, directories, music, and audio and video content programs on the Internet by means of telecommunications networks		

U.S. Registration No.	5110262	Application Date	09/12/2014
Registration Date	12/27/2016	Foreign Priority Date	06/23/2014
Word Mark	PAY		

Design Mark	
Description of Mark	The mark consists of the design of an apple with a bite removed and the word "PAY".
Goods/Services	Class 036. First use: First Use: 2014/09/09 First Use In Commerce: 2014/10/20 Financial services, namely, providing electronic processing, credit card verification and facilitating of credit card transactions and electronic mobile payments via mobile devices, and contactless transactions with retailers, merchants, and vendors via mobile and wearable devices; bill payment services; financial transaction services, namely, providing secure commercial transactions; debit and credit card services; electronic payment services involving electronic processingand subsequent transmission of bill payment data

U.S. Registration No.	4783440	Application Date	09/10/2014
Registration Date	07/28/2015	Foreign Priority Date	07/24/2014
Word Mark	WATCH		
Design Mark			
Description of Mark	The mark consists of the design of an apple with a bite removed and the word "WATCH".		
Goods/Services	Class 014. First use: First Use: 2014/09/09 First Use In Commerce: 2015/04/10 Horological and chronometric instruments; watches; timepieces; chronographs foruse as timepieces; chronometers; watchstraps; watch bands; cases for watches, and horological and chronometric instruments; parts for watches, and horological and chronometric instruments		

U.S. Registration No.	5161497	Application Date	09/10/2014
Registration Date	03/14/2017	Foreign Priority Date	07/24/2014
Word Mark	WATCH		

Design Mark	
Description of Mark	The mark consists of the design of an apple with a bite removed and the word "WATCH".
Goods/Services	Class 010. First use: First Use: 2014/09/09 First Use In Commerce: 2015/04/10 General wellness instruments, namely, health, fitness, exercise, and wellness sensors, monitors and displays sold as a unit in the form of a wrist-wearable computerized device for measuring, displaying, tracking, monitoring, storing, and transmitting biometric data, heart rate, body movement, and calories burned; general wellness apparatus and devices sold as a unit in the form of a wrist-wearable computerized device to measure, display, track, monitor, store, and transmit biometric data, heart rate, body movement, and calories burned

U.S. Registration No.	4852670	Application Date	01/23/2015
Registration Date	11/10/2015	Foreign Priority Date	07/24/2014
Word Mark	WATCH EDITION		
Design Mark			
Description of Mark	The mark consists of the design of an apple with a bite removed and the words "WATCH" and "EDITION'.		
Goods/Services	Class 014. First use: First Use: 2014/09/09 First Use In Commerce: 2015/04/10 Horological and chronometric instruments; watches; timepieces; chronographs foruse as timepieces; chronometers; watchstraps; watch bands; cases for watches, and horological and chronometric instruments; parts for watches, and horological and chronometric instruments		

U.S. Registration No.	4819882	Application Date	01/23/2015
Registration Date	09/22/2015	Foreign Priority Date	07/24/2014
Word Mark	WATCH SPORT		
Design Mark			
Description of Mark	The mark consists of the design of an apple with a bite removed and the words "WATCH" and "SPORT".		

Goods/Services	Class 014. First use: First Use: 2014/09/09 First Use In Commerce: 2015/04/10 Horological and chronometric instruments; watches; timepieces; chronographs foruse as timepieces; chronometers; watchstraps; watch bands; cases for watches, and horological and chronometric instruments; parts for watches, and horological and chronometric instruments

Attachments	73162799#TMSN.png(bytes) 76426501#TMSN.png(bytes) 78408365#TMSN.png(bytes) 76117498#TMSN.png(bytes) 76432525#TMSN.png(bytes) 76432531#TMSN.png(bytes) 77648705#TMSN.png(bytes) 78146716#TMSN.png(bytes) 78155188#TMSN.png(bytes) 78157042#TMSN.png(bytes) 78255986#TMSN.png(bytes) 78943482#TMSN.png(bytes) 85120250#TMSN.png(bytes) 86658546#TMSN.png(bytes) 77154348#TMSN.png(bytes) 77353055#TMSN.png(bytes) 77976400#TMSN.png(bytes) 86662587#TMSN.png(bytes) 86663019#TMSN.png(bytes) 86393745#TMSN.png(bytes) 86390853#TMSN.png(bytes) 86390818#TMSN.png(bytes) 86512795#TMSN.png(bytes) 86512876#TMSN.png(bytes) Notice of Opposition - NOO - BIG APPLE JOIST with Apple Design.pdf(156690 bytes) Notice of Opposition -NOO- BIG APPLE JOIST with Apple Design - EXHIBITS - Part 1.pdf(4982305 bytes) Notice of Opposition -NOO- BIG APPLE JOIST with Apple Design - EXHIBITS - Part 2.pdf(4931321 bytes) Notice of Opposition -NOO- BIG APPLE JOIST with Apple Design - EXHIBITS - Part 3.pdf(1839889 bytes) Notice of Opposition -NOO- BIG APPLE JOIST with Apple Design - EXHIBITS - Part 4.pdf(2327524 bytes)

Signature	/Robert N. Potter/
Name	Robert N. Potter
Date	07/24/2017

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

In the Matter of Application Serial No. **87/149,763**

For the mark:

Filed: August 24, 2016
Published: January 24, 2017

APPLE INC.,	:	
	:	Opposition No.
Opposer,	:	
	:	
v.	:	**NOTICE OF OPPOSITION**
	:	
OEG BUILDING MATERIAL,	:	
	:	
	:	
Applicant.	:	

APPLE INC. ("Opposer" or "Apple"), a corporation organized and existing under the laws of California with a principal place of business at 1 Infinite Loop, Cupertino, California 95014, believes that it will be damaged by the issuance of a registration for the mark shown in Application Serial No. 87/149,763 (the "BIG APPLE JOIST Mark" or "Applicant's Mark") for the goods identified in Class 6 and hereby opposes the same.

As grounds for its opposition, Apple alleges as follows, with knowledge concerning its own acts, and on information and belief as to all other matters:

1. Apple is the world-famous designer, manufacturer, and distributor of personal computers, mobile communication and media devices, digital media players, and many other goods and services, and Apple's APPLE brand is one of the best known brands in the world.

Apple designs, manufactures, and/or markets in interstate and international commerce a broad line of technology-related goods and services.

2. Since at least as early as 1977, Apple has extensively promoted, marketed, advertised, distributed, and sold goods and services in connection with a family of trademarks consisting, in whole or in part, of the Apple Logo (shown below) depicting a stylized apple with a detached leaf, or the word APPLE (collectively, the "Apple Marks").

3. Apple's family of Apple Marks are distinctive, arbitrary and fanciful marks that have achieved an extraordinary level of fame and consumer recognition. As a result of Apple's extensive advertising, promotion, and use of the Apple Marks in connection with a variety of goods and services, the Apple Marks have acquired enormous goodwill, and have come to be identified immediately with Apple as the source of its goods and services.

4. The Apple Marks are famous under the Lanham Act, specifically 15 U.S.C. § 1125 *et seq*., and are among the most valuable trademarks in the world. The extraordinary level of fame and consumer recognition that the Apple Marks currently enjoy cannot be seriously disputed.

5. For many years, Apple's APPLE brand (including the Apple Logo) has consistently been recognized as one of the world's most famous brands. In May 2017, *Forbes* magazine ranked the APPLE brand as the world's most valuable brand for the seventh year in a row, with an estimated valuation of $170 billion, 67% more than second-ranked Google.

Attached as **Exhibit 1** are printouts of *Forbes* magazine's articles regarding its list of the most valuable brands from 2017, 2016, 2015, 2014, 2013, 2012, and 2011, obtained from its website.

6. In 2017, for the sixth consecutive year, Apple won the *Harris Interactive* "Brand of the Year" award in the tablet computer category, beating out its competitors. Apple was also named the #1 brand in the categories of smart watch and smart phone, and #2 in computer manufacturers. Attached as **Exhibit 2** is a printout of the *Harris Interactive* report obtained from the website at http://www.theharrispoll.com/equitrend-rankings/2017.

7. In addition, Interbrand has consistently recognized Apple's APPLE brand in the top 50 of the world's most valuable brands, increasing in value each year. In 2013, Interbrand named the APPLE brand the most valuable brand in the world, and it has maintained the top position for the 2014, 2015, and 2016 rankings. Apple's rise to the number one position followed a jump from 8th (2011) to 2nd (2012), with the biggest growth in estimated brand value in Interbrand's 2012 rankings: 129%. Previously, the APPLE brand rose nine spots in Interbrand's rankings—from 17th (2010) to 8th (2011)—and increased in estimated brand value by 58%. Attached as **Exhibit 3** are copies of relevant pages of Interbrand's "Best Global Brands" rankings, in reverse chronological order from 2016 through 2010. Interbrand has given the APPLE brand the following rankings and U.S. dollar values over the past seven years:

i. 2016: valuing the APPLE brand as the most valuable brand in the world, with an estimated brand worth of U.S. $178.12 billion.

ii. 2015: valuing the APPLE brand as the most valuable brand in the world, with an estimated brand worth of U.S. $170.28 billion.

iii. 2014: valuing the APPLE brand as the most valuable brand in the world, with an estimated brand worth of U.S. $118.86 billion.

iv. 2013: valuing the APPLE brand as the most valuable brand in the world, with an estimated brand worth of U.S. $98.316 billion.

v. 2012: valuing the APPLE brand as the 2nd most valuable brand in the world, with an estimated brand worth of U.S. $76.568 billion.

vi. 2011: valuing the APPLE brand as the 8th most valuable brand in the world, with an estimated brand worth of U.S. $33.492 billion.

vii. 2010: valuing the APPLE brand as the 17th most valuable brand in the world, with an estimated brand worth of U.S. $21.143 billion.

8. Over the past nine years, Millward Brown Optimor ("MBO"), a leading market research and brand valuation and management company, has found APPLE to be one of the world's top brands in its "Brandz™ Top 100 Most Valuable Global Brands," an annual assessment of the 100 most valuable brands in the world. In MBO's 2017 rankings, Apple's APPLE brand was ranked the second most valuable brand in the world with a value of $234.67 billion. In the 2016 rankings, Apple's APPLE brand was also ranked the second most valuable brand in the world with a value of $228.5 billion. In 2015, MBO named Apple the world's most valuable brand, a rank it also held in 2011, 2012, and 2013. Apple's APPLE brand ranked 2nd in 2014, 3rd in 2010, 6th in 2009, and 7th in 2008, clearly demonstrating that the APPLE brand has been recognized as one of the world's most valuable brands for nearly a decade. Attached as **Exhibit 4** are copies of relevant pages of MBO's rankings in reverse chronological order from 2017 through 2008.

9. Apple also has been widely recognized as an extremely valuable, innovative, and admired company. Each year since 2006, *Fortune Magazine* has published its list of "Most Admired Companies." Apple has featured prominently in these rankings each year, and for nine years in a row from 2009 to 2017, it was named the "World's Most Admired Company" for the year. Before 2009, *Fortune Magazine*'s list was limited to "America's Most Admired Companies," and Apple also topped this list in 2008. Attached as **Exhibit 5** are true and correct

copies of printouts of relevant pages of *Fortune Magazine*'s "Most Admired Companies" rankings in reverse chronological order from 2016 through 2008.

10. Apple is the owner of numerous United States registrations on the Principal Register for the Apple Marks, including, without limitation, the following registrations:

TRADEMARK	REG./APP. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
	1,114,431	March 20, 1978/ March 6, 1979	Class 9: Computers and computer programs recorded on paper and tape. (January 1977)
	2,715,578	July 1, 2002 / May 13, 2003	Class 9: Computers hardware; computer hardware, namely, server, desktop, laptop, notebook and subnotebook computers; hand held and mobile computers; computer monitors; personal digital assistants; portable digital audio players; electronic organizers; computer keyboards, cables, audio speakers; computer video control devices, namely, computer mice, a full line of computer software for business, home, education, and developer use; computer programs for personal information management; database management software; electronic mail and messaging software; database synchronization software; computer programs for accessing, browsing and searching online databases; operating system software; application development tool programs; blank computer storage media; fonts, typefaces, type designs and symbols recorded on magnetic media; computer software for use in providing multiple user access to a global computer information network for searching, retrieving, transferring, manipulating and disseminating a wide range of information; computer software for use as a programming interface; computer software for use in network server sharing; local and wide area networking software; computer software for matching, correction, and reproduction of color; computer software for use in digital video and audio editing; computer software for use in enhancing text and graphics; computer software for use in font justification and font quality; computer software for use to navigate and search a global computer information network, as well as to organize and summarize the information retrieved; computer software for use in word processing and database management; word processing software incorporating text, spreadsheets, still and moving

TRADEMARK	REG./APP. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
			images, sounds and clip art; computer software for use in authoring, downloading, transmitting, receiving, editing, extracting, encoding, decoding, playing, storing and organizing audio, video, still images and other digital data; computer software for analyzing and troubleshooting other computer software; children's educational software; computer game software; Computer graphics software; Web site development software; computer program which provides remote viewing, remote control, communications and software distribution within personal computer systems and across computer network; computer programs for file maintenance and data recovery; computer peripherals; instructional manuals packaged in association with the above (first used Jan. 1, 1977)
	3,084,491	April 26, 2004 / April 25, 2006	Class 9: electronic apparatus and software therefor for downloading, transmitting, receiving, playing, storing and organizing audio, video and navigation data for use in automobiles; sound effect generators and instructions comprised of computer hardware and software Class 15: Electric and electronic musical instruments; musical instruments adapted to programmed system sequences; electronic pianos, electronic keyboard instruments; electric or electronic percussion or drum systems comprised of computer hardware and software; music and sound synthesizers; electronic tone generators; musical instruments controlled by computer software
	2,657,931	Aug. 24, 2000 / Dec. 10, 2002	Class 16: Printed materials and publications, namely, user manuals, [series of books,] booklets, brochures, [data sheets, white papers,] [newsletters, catalogs,] pamphlets, [periodicals and magazines,] all in the fields of business, creative design, computers, information technology, word processing, database management, multimedia, entertainment, [electronic commerce] and telecommunications; [stationery,] pens and pencils, [clipboards,] [posters,] [memo pads,] binders (first used Jan. 6, 1979)
	2,693,317	Jul. 18, 2002 / Mar. 4, 2003	Class 40: [Treatment of materials, namely, developing of photographic film;] electronic recording of photographic images; enlarging of photographic prints;[photographic film developing;] photographic film printing; photographic image processing; photographic printing; photographic reproduction; transfer of photographs on to compact disc; [or video tape;] on-line processing, developing and delivery of digital images; on-line printing of digital images

TRADEMARK	REG./APP. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
			onto photographic paper or merchandise; advisory and consultancy services relating to all the aforesaid (first used Jan. 7, 2002)
	2,690,881	Jul. 18, 2002 / Feb. 25, 2003	Class 37: computer installation services; computer maintenance services; computer repair services; advisory and consultancy services relating to all the aforesaid (first used Oct. 25, 1982)
	3,679,056	Jan. 13, 2009 / Sep. 8, 2009	Class 9: Computers; computer hardware; computer peripherals; handheld computers; handheld mobile digital electronic devices for recording, organizing, transmitting, manipulating, and reviewing text, data, image, audio, and audiovisual files, for the sending and receiving of telephone calls, electronic mail, and other digital data, for use as a digital format audio player, handheld computer, personal digital assistant, electronic organizer, electronic notepad, camera, and global positioning system (GPS) electronic navigation device; digital audio and video recorders and players; personal digital assistants; electronic organizers; cameras; telephones; mobile phones; satellite navigational systems, namely, global positioning systems (GPS); electronic navigational devices, namely, global positioning satellite (GPS) based navigation receivers; computer game machines for use with external display screens, monitors, or televisions; a full line of accessories and parts for the aforementioned goods; stands, covers, cases, holsters, power adaptors, and wired and wireless remote controls for the aforementioned goods; computer memory hardware; computer disc drives; optical disc drives; computer networking hardware; computer monitors; flat panel display monitors; computer keyboards; computer cables; modems; computer mice; electronic docking stations; set top boxes; batteries; battery chargers; electrical connectors, wires, cables, and adaptors; devices for hands-free use; headphones; earphones; ear buds; audio speakers; microphones; and headsets; a full line of computer software for business, home, education, and developer use; user manuals for use with, and sold as a unit with, the aforementioned goods; downloadable audio and video files, movies, ring tones, video games, television programs, pod casts and audio books via the internet and wireless devices featuring music, movies, videos, television, celebrities, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, current events and topics of general interest (first used Jan. 31, 1977)

TRADEMARK	REG./APP. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
	2,753,069	Jul. 23, 2002 / Aug. 19, 2003	Class 42: [Application service provider (ASP), namely, hosting computer software applications of others;]computer services, namely, displaying the [web sites and] images of others on a computer server; computer diagnostic services; installation of computer software; updating of computer software; maintenance of computer software; computer hardware development; integration of computer systems and networks; monitoring the computer systems of others for technical purposes and providing back-up computer programs and facilities; computer consultation, design, and testing services; consulting services in the field of design, selection, implementation and use of computer hardware and software systems for others; computer data recovery; computer programming for others; research and development of computer hardware and software; website design, creation [and hosting services] ; computer services, namely, designing [and implementing] web sites for others; computer services, namely, providing search engines for obtaining data on a global computer network; providing use of on-line non-downloadable software for communications via local or global communications networks, including the Internet, intranets, and extranets; computer consultation, namely, analyzing data to detect, eradicate, and prevent the occurrence of computer viruses; computer consultation, namely, services relating to the protection of computer hardware, computer software, computer networks and computer systems against computer viruses, attacks, or failures; computer consultation, namely, services for optimizing the performance and functionality of computer software and communications networks; technical support services, namely, troubleshooting of computers, computer software, telecommunications, and the Internet systems; leasing of computers, computer peripherals and computer software; leasing computer facilities; providing information in a wide variety of fields over computer networks and global communication networks; computer services, namely, creating indexes of information, web sites and other information sources available on computer networks; providing information concerning a wide range of text, electronic documents, databases, graphics and audiovisual information (first used Sep. 1980)

TRADEMARK	REG./APP. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
	2,926,853	Aug. 16, 2002 / Feb. 15, 2005	Class 35: analysis and consultation in the field of business information management, namely, the selection, adoption and operation of computers and computer information management systems; providing information in the fields of business and commerce over computer networks and global communication networks; business services, namely, providing computer databases regarding the purchase and sale of a wide variety of products and services of others; business services, namely, dissemination of advertising for others via computer networks and global communication networks; retail store services featuring computers, computer software, computer peripherals and consumer electronics, and demonstration of products relating thereto; online retail store services provided via computer networks and global communication networks featuring computers, computer software, computer peripherals and consumer electronics, and demonstration of products relating thereto (first used 1983) Class 39: computerized data storage services; data storage relating to business (first used 1985)
	2,870,477	Aug. 22, 2002 / Aug. 3, 2004	Class 38: Telecommunication services, namely, electronic transmission of data and images via computer networks; electronic mail services; providing on-line electronic bulletin boards for transmission of messages among computer users in the fields of business, creative design, education, computers, information technology, word processing, database management, entertainment, electronic commerce and telecommunications; telecommunications consultation; delivery of messages by electronic transmission; electronic transmission of data and information by computer, radio, mail, providing Internet access (first used Apr. 9, 1994)
	2,820,066	May 29, 2003 / Mar. 2, 2004	Class 36: Consumer lending services; retail credit services; retail credit services for the purchase of computers, computer software, consumer electronics and related accessories; providing information in the fields of investment and finance over computer networks and global communication networks; financial services, namely, installment loans, lease-purchase financing and loans, and loan financing (first used Jul. 1983)

TRADEMARK	REG./APP. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
	3,298,028	Aug. 02, 2006 / Sep. 25, 2007	Class 35: Arranging and conducting trade shows, and trade show expositions and exhibitions in the fields of computers, computer software, online services, information technology, and consumer electronics (first used Mar. 1 1981) Class 41: Education and training services, namely, conducting classes, workshops, conferences and seminars in the field of computers, computer software, online services, information technology, internet website design, video products and consumer electronics; arranging of exhibitions, seminars and conferences; arranging professional workshop and training courses; computer education training services; training in the use and operation of computers and computer software; providing a website for the uploading, sharing, viewing and posting of photographs, digital images, movies, videos, online journals, namely web blogs in general interest fields, and other related multimedia entertainment materials over a global computer network; providing fitness and exercise facilities; Physical fitness consultation and instruction; providing on-line publications in the nature of newsletters in the field of computers and education; providing information in the field of education via the internet; providing information in the field of entertainment via the Internet concerning movies, music, videos, television, celebrities, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, current events (first used Mar. 1, 1981)
	4,206,562	Aug. 31, 2010 / Sep. 11, 2012	Class 45: Personal and social services rendered by others to meet the needs of individuals, namely, online social networking and introduction services; online social networking services, namely, facilitating social interaction among individuals, social introductions, and for finding persons with particular hobbies, interests and backgrounds; providing a social networking website for entertainment purposes; security services for the protection of property, namely, monitoring of computerized data for security purposes (first used Sep. 1, 2010)
	4,885,796	Jun. 10, 2015 / Jan. 12, 2016	Class 14: Horological and chronometric instruments; watches; timepieces; chronographs for use as timepieces; chronometers; watchstraps; watch bands; cases for watches, and horological and chronometric instruments; parts for watches, and horological and chronometric instruments (first used Sep. 9, 2014)

TRADEMARK	REG./APP. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
tv	3,359,157	Apr. 11, 2007 / Dec. 25, 2007	Class 9: Computer hardware; computer networking hardware; set top boxes; digital electronic devices for recording, organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio and video files; computer software for use in organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio, and video files; computer hardware and computer software for the reproduction, processing and streaming of audio, video and multimedia content; computer hardware and software for controlling the operation of audio and video devices and for viewing, searching and/or playing audio, video, television, movies, photographs and other digital images, and other multimedia content (first used Mar. 21, 2007)
iPhone	4,425,780	Dec. 15, 2007 / Oct. 29, 2013	Class 9: Computer gaming machines, videophones, and computer peripherals (first used Jun. 29, 2007)
iPhone	3,746,840	Dec. 15, 2007 / Feb. 09, 2010	Class 9: Handheld mobile digital electronic devices for the sending and receiving of telephone calls, electronic mail, and other digital data, for use as a digital format audio player, and for use as a handheld computer, personal digital assistant, electronic organizer, electronic notepad, and camera (first used Jun. 29, 2007) Class 28: Handheld unit for playing electronic games (first used Jun. 29, 2007) Class 38: Telecommunication access services; communication by computer; transmission of data and of information by electronic means; provision of telecommunications connections to computer databases and the Internet; electronic transmission of streamed and downloadable audio and video files via computer and other communications networks; delivery of messages by electronic transmission; provision of telecommunications connections to electronic communications networks, for transmission or reception of audio, video or multimedia content (first used Jun. 29, 2007)
MUSIC	4,929,159	Jun. 15, 2015 / Mar. 29, 2016	Class 45: social networking services; providing a social networking website (first used Jun. 8, 2015)
MUSIC	5,209,941	Jun. 15, 2015 / May 23, 2017	Class 38: Broadcasting and transmission of voice, data, images, music, audio, video, multimedia, television, and radio by means of telecommunications networks; broadcast and

TRADEMARK	REG./APP. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
			transmission of streamed music, audio, video, and multimedia content by means of telecommunications networks; transfer of music, audio, video, and multimedia to matched users by means of telecommunications networks; providing access to websites, databases, electronic bulletin boards, online forums, directories, music, and audio and video content programs on the Internet by means of telecommunications networks (first used Jun. 8, 2015)
Pay	5,110,262	Sep. 12, 2014 / Dec. 27, 2016	Class 36: Financial services, namely, providing electronic processing, credit card verification and facilitating of credit card transactions and electronic mobile payments via mobile devices, and contactless transactions with retailers, merchants, and vendors via mobile and wearable devices; bill payment services; financial transaction services, namely, providing secure commercial transactions; debit and credit card services; electronic payment services involving electronic processing and subsequent transmission of bill payment data (first used Sep. 9, 2014)
WATCH	4,783,440	Sep. 10, 2014 / Jul. 28, 2015	Class 14: Horological and chronometric instruments; watches; timepieces; chronographs for use as timepieces; chronometers; watchstraps; watch bands; cases for watches, and horological and chronometric instruments; parts for watches, and horological and chronometric instruments (first used Sep. 9, 2014)
WATCH	5,161,497	Sep. 10, 2014 / Mar. 14, 2017	Class 10: General wellness instruments, namely, health, fitness, exercise, and wellness sensors, monitors and displays sold as a unit in the form of a wrist-wearable computerized device for measuring, displaying, tracking, monitoring, storing, and transmitting biometric data, heart rate, body movement, and calories burned; general wellness apparatus and devices sold as a unit in the form of a wrist-wearable computerized device to measure, display, track, monitor, store, and transmit biometric data, heart rate, body movement, and calories burned (first used Sept. 9, 2014)
WATCH EDITION	4,852,670	Jan. 23, 2015 / Nov. 10, 2015	Class 14: Horological and chronometric instruments; watches; timepieces; chronographs for use as timepieces; chronometers; watchstraps; watch bands; cases for watches, and horological and chronometric instruments; parts for watches, and horological and chronometric instruments (first used Sept. 9, 2014)
WATCH SPORT	4,819,882	Jan. 23, 2015 / Sep. 22, 2015	Class 14: Horological and chronometric instruments; watches; timepieces; chronographs for use as timepieces; chronometers; watchstraps; watch bands; cases for watches, and horological and chronometric instruments; parts for watches,

TRADEMARK	REG./APP. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
			and horological and chronometric instruments (first used Sep. 9, 2014)

Copies of the registration certificates and print-outs from the United States Patent and Trademark Office online database for the above-identified registrations are annexed as **Exhibit 6**.

11. The above-identified registrations are valid and in full force and effect. Indeed, affidavits have been filed and accepted pursuant to Sections 8 and 15 of the Lanham Act for Registration Nos. 1,114,431, 2,715,578, 3,084,491, 2,657,931, 2,693,317, 2,69,0881, 3,679,056, 2,753,069, 2,926,853, 2,870,477, 2,820,066, 3,298,028, 3,359,157, and 3,746,840, rendering such registrations incontestable.

12. Notwithstanding Apple's prior rights, and well after Apple's Apple Marks became distinctive and/or famous, on August 24, 2016, OEG Building Material ("Applicant") filed Application Serial No. 87/149,763 to register the BIG APPLE JOIST Mark, depicted below, for "Joists of iron or steel; Joists of metal; Metal joists" in Class 6 (the "Opposed Goods"):

13. Apple is timely filing this Notice of Opposition.

14. There is no issue as to priority. Apple's began using the Apple Marks in commerce at least as early as 1976, well prior to the August 24, 2016 filing date of Applicant's application and any claimed use of Applicant's Mark in commerce by Applicant.

15. Apple will be damaged by registration of Applicant's Mark because the mark is likely to cause dilution of the distinctiveness of the famous Apple Logo by eroding consumers' exclusive identification of the Apple Logo with Apple, and by otherwise lessening the capacity

of Apple's Apple Logo to identify and distinguish the goods and services of Apple, in violation of Section 43(c) of the Lanham Act, 15 U.S.C. § 1125(c).

16. Specifically, Applicant's Mark is likely to cause dilution by blurring of the famous Apple Logo based on a number of relevant considerations including, without limitation, the following:

(a) Applicant's Mark is similar to the Apple Marks in that it is dominated by an apple graphic that is strikingly similar to the famous Apple Logo, including a silhouette that is identical to the Apple Logo with the bite mark filled in and an identical detached leaf element, and also contains the word "apple," along with additional terms that are insufficient to distinguish the marks;

(b) The Apple Logo is inherently distinctive in relation to Apple's goods and services, and—due to Apple's extensive use and promotion—the Apple Logo also acquired further distinctiveness prior to Applicant's filing date, priority date, and any claimed use of Applicant's Mark;

(c) Apple has engaged in substantially exclusive use of the Apple Logo; and

(d) The Apple Logo is famous and widely recognized by the general consuming public and has been famous since long before Applicant's filing date, priority date, and any claimed use of Applicant's Mark.

17. Apple will also be damaged by registration of Applicant's Mark because consumers encountering Applicant's Mark are likely to associate the mark with Apple and its Apple Marks.

18. Specifically, the dominant element of Applicant's Mark is an apple graphic that, visually and conceptually, is extremely similar to Apple's famous Apple Logo. Not only does

Applicant's apple graphic share the same overall shape and silhouette as the Apple Logo (with the bite mark filled in), but it also incorporates a detached leaf element that is identical to and/or highly evocative of the hallmark detached leaf element in Apple's famous Apple Logo. The mark also includes the word "apple," furthering the association between Applicant's Mark and the famous Apple Marks. The additional words in Applicant's Mark are not sufficient to distinguish Applicant's Mark from the Apple Marks, as Applicant's apple graphic dominates the overall commercial impression of Applicant's Mark.

19. In light of the striking similarities between the Apple Logo and the dominant apple element in Applicant's Mark, the use of the word "apple" in Applicant's Mark, and the extraordinary fame of Apple's Apple Marks, consumers encountering Applicant's Mark in commerce are likely to conclude erroneously that the Opposed Goods are associated with, or approved, endorsed, or provided by Apple.

20. Accordingly, Apple will be damaged by the registration of Applicant's Mark because Applicant's Mark so closely resembles the Apple Marks as to be likely to cause confusion, mistake, or deception in the minds of consumers as to the origin or source of the Opposed Goods or the affiliation between Applicant and Apple in violation of Section 2(d) of the Lanham Act, 15 U.S.C. § 1052(d). Furthermore, any objection complained of in connection with the Opposed Goods marketed under Applicant's Mark would necessarily reflect upon and seriously injure the reputation that Apple has established for its goods and services.

21. If Applicant is granted the registration herein opposed, it would thereby obtain a *prima facie* exclusive right to the use of Applicant's Mark in connection with the Opposed Goods. Such registration would be a source of damage and injury to Apple.

WHEREFORE, Apple requests that this opposition be sustained and that the registration

of Application Serial No. 87/149,763 in connection with the Opposed Goods be denied.

The opposition fee in the amount of $400.00 for an opposition in one class is filed herewith. If for any reason this amount is insufficient, it is requested that Apple's attorneys' Deposit Account No. 20-1430 be charged with any deficiency. This paper is filed electronically.

Dated: July 24, 2017

Respectfully submitted,

KILPATRICK TOWNSEND & STOCKTON LLP

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Attorneys for Opposer Apple Inc.

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

In the Matter of Application Serial No. **87/149,763**

For the mark:

Filed: August 24, 2016
Published: January 24, 2017

APPLE INC.,	:	
	:	Opposition No.
Opposer,	:	
	:	
v.	:	**NOTICE OF OPPOSITION**
	:	
OEG BUILDING MATERIAL,	:	
	:	
	:	
Applicant.	:	

CERTIFICATE OF TRANSMITTAL

I hereby certify that a true copy of the foregoing NOTICE OF OPPOSITION is being filed electronically with the TTAB via ESTTA on this day, July 24, 2017

/s/Alberto Garcia
Kilpatrick Townsend & Stockton LLP

UNITED STATES PATENT AND TRADEMARK OFFICE
Trademark Trial and Appeal Board
P.O. Box 1451
Alexandria, VA 22313-1451
General Contact Number: 571-272-8500

RA

Mailed: November 6, 2017

Opposition No. 91235737

Apple Inc.

v.

OEG Building Material

By the Trademark Trial and Appeal Board:

On September 13, 2017, the Board issued a notice of default to Applicant because no answer had been filed.

No response to the notice of default has been filed.

Accordingly, judgment by default is hereby entered against Applicant, the opposition is sustained, and registration to Applicant is refused. *See* Fed. R. Civ. P. 55(b), and Trademark Rule 2.106(a).

ESTTA Tracking number: **ESTTA830080**

Filing date: **06/28/2017**

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

Notice of Opposition

Notice is hereby given that the following party opposes registration of the indicated application.

Opposer Information

Name	Apple Inc.
Granted to Date of previous extension	06/28/2017
Address	1 Infinite Loop Cupertino, CA 95014 UNITED STATES

Attorney information	Joseph Petersen Kilpatrick Townsend & Stockton LLP 1080 Marsh Road Menlo Park, CA 94025 UNITED STATES Email: jpetersen@ktslaw.com, cgenteman@kilpatricktownsend.com, agarcia@ktslaw.com, tmadmin@ktslaw.com Phone: 650-326-2400

Applicant Information

Application No	87183062	Publication date	02/28/2017
Opposition Filing Date	06/28/2017	Opposition Period Ends	06/28/2017
Applicant	Apple to Oyster LLC PO Box 2645 Denver, CO 80201 UNITED STATES		

Goods/Services Affected by Opposition

Class 035. First Use: 0 First Use In Commerce: 0
All goods and services in the class are opposed, namely: Comparison shopping services; Analyzingand compiling business data for market research purposes; Analyzing and compiling business data for determining the perceived image of a product; Business dataanalysis services in the field of consumer products; Compilation of informationinto computer databases; Data processing services in the field of consumer products; Information and data compiling andanalyzing relating to business management; Marketing the goods and services of others; Online business research services that allow users to share opinions with a marketing research company related to everyday consumer products and services; Price comparison services; Promoting the goods and services of others by providing a website featuring coupons, rebates, price-comparison information, product reviews, links to the retail websites of others, and discount information; Providing a web site featuring the ratings,reviews and recommendations on productsand services for commercial purposes posted by users; Providing a website for users with specific informed recommendations of specific consumer products and services validated by the users' inputted preferences and social network; Shoppingfacilitation services, namely, providing an online comparison-shopping search engine for obtaining purchasing information; Systemization of information into computer databases; Updating and mainten-

ance of data in computer databases

Grounds for Opposition

Priority and likelihood of confusion	Trademark Act Section 2(d)
Dilution by blurring	Trademark Act Sections 2 and 43(c)

Marks Cited by Opposer as Basis for Opposition

U.S. Registration No.	2462798	Application Date	11/23/1999
Registration Date	06/19/2001	Foreign Priority Date	NONE
Word Mark	APPLE STORE		
Design Mark			
Description of Mark	NONE		
Goods/Services	Class 035. First use: First Use: 1997/11/01 First Use In Commerce: 1997/11/01 online retail store services provided via a global computer network featuring computers, computer hardware, computer systems, computer software, computer peripherals and accessories		

U.S. Registration No.	2683410	Application Date	04/25/2002
Registration Date	02/04/2003	Foreign Priority Date	NONE
Word Mark	APPLE STORE		
Design Mark			
Description of Mark	NONE		
Goods/Services	Class 035. First use: First Use: 1997/11/01 First Use In Commerce: 1997/11/01 Retail store services featuring computers, computer software, computer peripherals and consumer electronics, and demonstration of products relating thereto; online retail store services provided via a global computer network featuring computers, computer software, computer peripherals and consumer electronics, and demonstration of products relating thereto		

U.S. Registration No.	2424976	Application Date	11/23/1999
Registration Date	01/30/2001	Foreign Priority	NONE

		Date	
Word Mark	THE APPLE STORE		
Design Mark	THE APPLE STORE		
Description of Mark	NONE		
Goods/Services	Class 035. First use: First Use: 1997/11/00 First Use In Commerce: 1997/11/00 online retail store services provided via a global computer network featuring computers, computer hardware, computer systems, computer software, computer peripherals and accessories		

U.S. Registration No.	1895326	Application Date	05/23/1994
Registration Date	05/23/1995	Foreign Priority Date	NONE
Word Mark	APPLE		
Design Mark			
Description of Mark	NONE		
Goods/Services	Class 036. First use: First Use: 1983/07/00 First Use In Commerce: 1983/07/00 extension of retail credit services forthe purchase of computers and related accessories		

U.S. Registration No.	2079765	Application Date	04/07/1995
Registration Date	07/15/1997	Foreign Priority Date	NONE
Word Mark	APPLE		
Design Mark			
Description of Mark	NONE		
Goods/Services	Class 038. First use: First Use: 1994/04/09 First Use In Commerce: 1994/04/09 communication filed by computer, namely, electronic transmission of data and documents via computer, delivery of messages by electronic transmission		

U.S. Registration No.	3621571	Application Date	02/05/2008
Registration Date	05/19/2009	Foreign Priority Date	NONE
Word Mark	APPLE		

Design Mark	APPLE
Description of Mark	NONE
Goods/Services	Class 028. First use: First Use: 0 First Use In Commerce: 0 Toys, games and playthings, namely, hand-held units for playing electronic games; hand-held units for playing video games; stand alone video game machines; electronic games other than those adapted for use with television receivers only; LCD game machines; electronic educationalgame machines for children; toys, namely, battery-powered computer games with display screens which feature animation and sound effects

U.S. Registration No.	2808567	Application Date	10/02/2002
Registration Date	01/27/2004	Foreign Priority Date	NONE
Word Mark	APPLE		
Design Mark			
Description of Mark	NONE		
Goods/Services	Class 042. First use: First Use: 1980/09/00 First Use In Commerce: 1980/09/00 COMPUTER CONSULTATION, DESIGN, TESTING,RESEARCH AND ADVISORY SERVICES; RESEARCH AND DEVELOPMENT OF COMPUTER HARDWARE AND SOFTWARE; MAINTENANCE AND REPAIR OF COMPUTER SOFTWARE APPLICATIONS; UPDATING OF COMPUTER SOFTWARE; COMPUTER PROGRAMMING SERVICES; PROVIDING INFORMATION CONCERNING COMPUTERS AND COMPUTER SOFTWARE OVER COMPUTER NETWORKS AND GLOBAL COMMUNICATION NETWORKS; [COMPUTER SERVICES, NAMELY, HOSTING WEB SITES AND PROVIDING WEBSITE OPERATION AND MANAGEMENT SERVICES TO OTHERS;] COMPUTER SERVICES, NAMELY, PROVIDING SEARCH ENGINES FOR OBTAINING DATA ON COMPUTER NETWORKS AND GLOBAL COMMUNICATION NETWORKS; LEASING OF COMPUTERS, COMPUTER PERIPHERALS AND COMPUTER SOFTWARE		

U.S. Registration No.	4913886	Application Date	08/31/2010
Registration Date	03/08/2016	Foreign Priority Date	NONE
Word Mark	APPLE		

Design Mark	APPLE
Description of Mark	NONE
Goods/Services	Class 045. First use: First Use: 2011/10/13 First Use In Commerce: 2011/10/13 Personal and social services rendered by others to meet the needs of individuals, namely, online social networking and introduction services; online social networking services, namely, facilitating social interaction among individuals, social introductions, and for finding persons with particular hobbies, interests and backgrounds; providing a social networking website for entertainment purposes;security services for the protection ofproperty, namely, monitoring of computerized data for security purposes

U.S. Registration No.	3710912	Application Date	02/04/2008
Registration Date	11/17/2009	Foreign Priority Date	NONE
Word Mark	APPLE STORE		
Design Mark	APPLE STORE		
Description of Mark	NONE		
Goods/Services	Class 037. First use: First Use: 2001/05/19 First Use In Commerce: 2001/05/19 Maintenance, installation and repair ofcomputer hardware, computer peripheralsand consumer electronic devices Class 038. First use: First Use: 2007/06/29 First Use In Commerce: 2007/06/29 Technical consulting in the field of consumer electronics, namely, telephones, cellular telephones and wireless telecommunications devices; consulting servicesin the field of selection, implementation and use of consumer electronic systems for others, namely, telecommunicationssystems featuring telephones, cellular telephones and wireless telecommunications devices Class 041. First use: First Use: 2001/05/19 First Use In Commerce: 2001/05/19 Education and training services, namely, conducting classes, workshops, and seminars in the field of computers, computer software, online services, informationtechnology, internet website design, music, photography and video products and consumer electronics; arranging professional workshop and training		

	courses; computer education training services; training in the use and operation of computers, computer software and consumer electronics; entertainment services, namely, providing a facility for live concerts andspecial events in the nature of live musical performances; technical consultingin the field of consumer electronics, namely, audio, audiovisual and home and portable entertainment systems and devices; consulting services in the field of selection, implementation and use of computer hardware, computer software and consumer electronic systems for others, namely, audio, audiovisual and home and portable entertainment systems and devices Class 042. First use: First Use: 2001/05/19 First Use In Commerce: 2001/05/19 Technical support services, namely, troubleshooting computer hardware, computerperipheral, computer software and consumer electronic devices; installation, updating, maintenance and repair of computer software; technical consulting in thefield of computers and computer-based consumer electronics; computer and consumer electronic diagnostic services; consulting services in the field of selection, implementation and use of computer hardware, computer software and computer-based consumer electronic systems for others; computer data recovery; consulting services in the field of selection, implementation and use of computer hardware and computer software for the operation of consumer electronic systems for othersin the nature of audio, audiovisual andhome and portable entertainment systemsand devices

U.S. Registration No.	3634113	Application Date	06/16/2008
Registration Date	06/09/2009	Foreign Priority Date	NONE
Word Mark	APPLECARE		
Design Mark	APPLECARE		
Description of Mark	NONE		
Goods/Services	Class 037. First use: First Use: 1982/10/25 First Use In Commerce: 1982/10/25 Maintenance, repair, updating and installation services for computer hardware, computer peripherals, computer networks and consumer electronic devices; consulting services in the field of physical maintenance of computer hardware, computerperipherals, computer networks and consumer electronic devices		

U.S. Registration No.	1078312	Application Date	03/25/1977
Registration Date	11/29/1977	Foreign Priority Date	NONE
Word Mark	APPLE		
Design Mark			
Description of Mark	NONE		

Goods/Services	Class 009. First use: First Use: 1976/04/00 First Use In Commerce: 1976/04/00 COMPUTERS AND COMPUTER PROGRAMS RECORDED ON PAPER AND TAPE

U.S. Registration No.	3928818	Application Date	05/03/2007
Registration Date	03/08/2011	Foreign Priority Date	NONE
Word Mark	APPLE		
Design Mark			
Description of Mark	NONE		
Goods/Services	Class 009. First use: First Use: 1976/04/01 First Use In Commerce: 1976/04/01 Computer hardware; computer hardware, namely, server, desktop, laptop and notebook computers; computer memory hardware;computer disc drives; optical disc drives; computer hardware, software and computer peripherals for communication between multiple computers and between computers and local and global computer networks; computer networking hardware; set top boxes; computer hardware and computer software for the reproduction, processing and streaming of audio, video and multimedia content; computer hardware and software for controlling the operation of audio and video devices and for viewing,searching and/or playing audio, video, television, movies, photographs and other digital images, and other multimedia content; computer monitors; liquid crystal displays; flat panel display monitors;computer keyboards, cables, modems; computer mice; electronic docking stations;stands specially designed for holding computer hardware and portable and handheld digital electronic devices; batteries; rechargeable batteries; battery chargers; battery packs; power adapters for computers; electrical connectors, wires, cables, and adaptors; wired and wireless remote controls for computers and portable and handheld digital electronic devices; headphones and earphones; stereo headphones; in-ear headphones; microphones;audio equipment for vehicles, namely, MP3 players; sound systems comprising remote controls, amplifiers, loudspeakers and components thereof; audio recorders; radio receivers; radio transmitters; personal digital assistants; portable digital audio and video players; electronic organizers; cameras; telephones; mobile phones; videophones; computer gaming machines, namely, stand-alone video gaming machines; handheld and mobile digital electronic devices for the sending and receiving of telephone calls, electronic mail and other digital media; MP3 and otherdigital format audio and video players;portable and handheld digital electronic devices for recording, organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio and video files; a full line of electronic and mechanical parts and fitting for portable and handheld digital electronic devices for recording, organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio and video files, namely, headphones, microphones, remote controls, batteries, battery chargers, devices for hands-free use, keyboards, adapters; parts and accessories for mobile telephones, namely, mobile telephone covers,		

	mobile telephone cases, mobile telephone covers madeof cloth or textile materials, mobile telephone batteries, mobile telephone battery chargers, headsets for mobile telephones, devices for hands-free use of mobile telephones; carrying cases, sacks, and bags, all for use with computers and portable and handheld digital electronicdevices; operating system programs; computer utility programs for computer operating systems; a full line of computer software for business, home, education, and developer use; computer software for use in organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio, and video files; computer programs for personal information management; database management software; character recognition software; electronic mail and messaging software; telecommunications software for connecting wireless devices, mobile telephones, handheld digital electronic devices, computers, laptop computers, computer network users, global computer networks; database synchronization software; computer programs for accessing, browsing and searching online databases; computer software to develop other computer software; computer software for use as a programming interface; computer software for use in network server sharing; local and widearea networking software; computer software for matching, correction, and reproduction of color; computer software for use in digital video and audio editing; computer software for use in enhancing text and graphics; computer software for use in font justification and font quality; computer software for use to navigate and search a global computer information network; computer software for use inword processing and database management; word processing software incorporatingtext, spreadsheets, still and moving images, sounds and clip art; computer software for use in authoring, downloading, transmitting, receiving, editing, extracting, encoding, decoding, playing, storing and organizing audio, video, still images and other digital media; computer software for analyzing and troubleshooting other computer software; computer graphics software; computer search engine software; website development software; computer software for remote viewing, remote control, communications and software distribution within personal computer systems and across computer networks; computer programs for file maintenance and data recovery; computer software for recording and organizing calendars and schedules, to-do lists, and contact information; computer software for clock and alarm clock functionality; computer softwareand prerecorded computer programs for personal information management; electronic mail and messaging software; computerprograms for accessing, browsing and searching online databases; computer software and firmware for operating system programs; blank computer storage media; user manuals in electronically readable, machine readable or computer readable form for use with, and sold as a unit with,all the aforementioned goods; instructional manuals packaged in association with the above

U.S. Registration No.	4088195	Application Date	03/22/2008
Registration Date	01/17/2012	Foreign Priority Date	09/28/2007
Word Mark	APPLE		
Design Mark			

Description of Mark	NONE
Goods/Services	Class 041. First use: First Use: 1981/03/01 First Use In Commerce: 1981/03/01 Education and training services, namely, arranging and conducting personal training, classes, workshops, conferences and seminars in the field of computers, computer software, online services, information technology, website design, and consumer electronics; arranging professional workshop and training courses; computer education training services; trainingin the use and operation of computers, computer software and consumer electronics; online journals, namely, blogs featuring general interest topics covering a wide variety of topics and subject matter; providing on-line publications in thenature of magazines, newsletter and journals in the field of computers, computer software and consumer electronics; providing information, podcasts and webcasts in the field of entertainment via the Internet concerning movies, music, videos, television, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, and current events; digital video, audio and multimedia publishing services; providing entertainment information regarding movies, music, videos, television, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, and current events; providing information, reviews and personalized recommendations of movies, music, videos, television, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, and current events in the field of entertainment; entertainment services, namely, production of live musical performances; entertainment services, namely, providing live musicalperformances online via a global computer network; rental of digital entertainment content in the nature of movies, music, videos, television, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, and current events, by means of communications networks, namely, provision of non-downloadable audio and audiovisual programs via an online video-on-demand service; providing a database of digital entertainment content in the nature of movies, music, videos, television, sports, news, history, science, politics, comedy,children's entertainment, animation, culture, and current events via electroniccommunication networks; entertainment services, namely, providing prerecorded audio and audiovisual content, information and commentary in the fields of music,concerts, videos, movies, television, books, news, sports, games and cultural events all via a global computer network

U.S. Registration No.	4009791	Application Date	06/16/2008
Registration Date	08/09/2011	Foreign Priority Date	NONE
Word Mark	APPLECARE		
Design Mark			
Description of Mark	NONE		
Goods/Services	Class 041. First use: First Use: 1992/12/31 First Use In Commerce: 1992/12/31		

	Education services, namely, providing classes, seminars and online educational programs and tutorials in the field of computer hardware, computer peripherals and computer software, and distribution of course material in connection therewith; training services in the field of computer hardware, computer peripherals andcomputer software; providing newsletters in the field of technical support services for computer software via e-mail toread

U.S. Registration No.	2926853	Application Date	08/16/2002
Registration Date	02/15/2005	Foreign Priority Date	02/26/2002
Word Mark	NONE		
Design Mark			
Description of Mark	The mark consists of the design of an apple with a bite removed.		
Goods/Services	Class 035. First use: First Use: 1983/00/00 First Use In Commerce: 1983/00/00 analysis and consultation in the field of business information management, namely, the selection, adoption and operation of computers and computer information management systems; providing information in the fields of business and commerceover computer networks and global communication networks; business services, namely, providing computer databases regarding the purchase and sale of a wide variety of products and services of others;business services, namely, dissemination of advertising for others via computernetworks and global communication networks; retail store services featuring computers, computer software, computer peripherals and consumer electronics, and demonstration of products relating thereto; online retail store services provided via computer networks and global communication networks featuring computers, computer software, computer peripherals andconsumer electronics, and demonstrationof products relating thereto Class 039. First use: First Use: 1985/00/00 First Use In Commerce: 1985/00/00 computerized data storage services; data storage relating to business		

U.S. Registration No.	3298028	Application Date	08/02/2006

Registration Date	09/25/2007	Foreign Priority Date	NONE
Word Mark	NONE		
Design Mark			
Description of Mark	NONE		
Goods/Services	Class 035. First use: First Use: 1981/03/01 First Use In Commerce: 1981/03/01 Arranging and conducting trade shows, and trade show expositions and exhibitions in the fields of computers, computer software, online services, information technology, and consumer electronics Class 041. First use: First Use: 1981/03/01 First Use In Commerce: 1981/03/01 Education and training services, namely, conducting classes, workshops, conferences and seminars in the field of computers, computer software, online services,information technology, internet website design, video products and consumer electronics; arranging of exhibitions, seminars and conferences; arranging professional workshop and training courses; computer education training services; training in the use and operation of computers and computer software; providing a website for the uploading, sharing, viewingand posting of photographs, digital images, movies, videos, online journals, namely web blogs in general interest fields, and other related multimedia entertainment materials over a global computer network; providing fitness and exercise facilities; Physical fitness consultationand instruction; providing on-line publications in the nature of newsletters inthe field of computers and education; providing information in the field of education via the internet; providing information in the field of entertainment viathe Internet concerning movies, music, videos, television, celebrities, sports,news, history, science, politics, comedy, children's entertainment, animation, culture, current events		

U.S. Registration No.	2753069	Application Date	07/23/2002
Registration Date	08/19/2003	Foreign Priority Date	NONE
Word Mark	NONE		

Design Mark	
Description of Mark	The mark consists of the design of an apple with a bite removed.
Goods/Services	Class 042. First use: First Use: 1980/09/00 First Use In Commerce: 1980/09/00 [Application service provider (ASP), namely, hosting computer software applications of others;]computer services, namely, displaying the [web sites and] images of others on a computer server; computer diagnostic services; installation of computer software; updating of computer software; maintenance of computer software; computer hardware development; integration of computer systems and networks; monitoring the computer systems of others for technical purposes and providing back-up computer programs and facilities; computer consultation, design, and testing services; consulting services inthe field of design, selection, implementation and use of computer hardware andsoftware systems for others; computer data recovery; computer programming for others; research and development of computer hardware and software; website design, creation [and hosting services] ; computer services, namely, designing [and implementing] web sites for others; computer services, namely, providing search engines for obtaining data on a global computer network; providing use of on-line non-downloadable software for communications via local or global communications networks, including the Internet, intranets, and extranets; computer consultation, namely, analyzing data to detect, eradicate, and prevent the occurrence of computer viruses; computer consultation, namely, services relating to the protection of computer hardware, computer software, computer networks and computer systems against computer viruses, attacks, or failures; computer consultation, namely, services for optimizing the performance and functionality of computer software and communications networks; technical support services, namely, troubleshooting of computers, computer software, telecommunications, and the Internet systems; leasing of computers, computer peripherals and computer software; leasing computer facilities; providing information in a wide variety of fields over computer networks and global communication networks; computer services, namely, creating indexes of information, web sites and other information sources available on computer networks; providing information concerning a wide range of text, electronic documents, databases, graphics and audiovisual information

U.S. Registration No.	4305923	Application Date	06/21/2011

Registration Date	03/19/2013	Foreign Priority Date	NONE
Word Mark	IAD		
Design Mark			
Description of Mark	The mark consists of a blue square withrounded corners with the word "iAd" in white in the upper portion and a partialimage of a white bitten apple with a detached leaf in the bottom portion. The lower section of the square is dark blue due to a shading effect.		
Goods/Services	Class 009. First use: First Use: 2011/04/04 First Use In Commerce: 2011/04/04 Computer software development tools; computer software for creating and transmitting advertisements Class 035. First use: First Use: 2010/04/08 First Use In Commerce: 2010/07/01 Advertising, marketing, and promotion services; advertising and marketing consultation, namely, providing assistance inthe development of creative and strategic advertising and marketing for others;providing business and commercial information in the field of marketing and advertising over computer networks and global communication networks; business services, namely, dissemination of advertising for others via computer networks and global communication networks Class 038. First use: First Use: 2010/04/08 First Use In Commerce: 2010/07/01 Electronic transmission and streaming of audio, audiovisual, digital media content, and media advertising communications via cellular telephone and cellular data services, the Internet, and global and local computer networks to computers, mobile telephones, tablet computers, digital media players, and other mobile digital devices		

U.S. Registration No.	1114431	Application Date	03/20/1978
Registration Date	03/06/1979	Foreign Priority Date	NONE
Word Mark	NONE		

Design Mark	
Description of Mark	THE MARK CONSISTS OF A SILHOUETTE OF ANAPPLE WITH A BITE RE-MOVED.
Goods/Services	Class 009. First use: First Use: 1977/01/00 First Use In Commerce: 1977/01/00 COMPUTERS AND COMPUTER PROGRAMS RECORDED ON PAPER AND TAPE

U.S. Registration No.	3679056	Application Date	01/13/2009
Registration Date	09/08/2009	Foreign Priority Date	NONE
Word Mark	NONE		
Design Mark			

Description of Mark	The mark consists of the design of an apple with a bite removed.
Goods/Services	Class 009. First use: First Use: 1977/01/31 First Use In Commerce: 1977/01/31 Computers; computer hardware; computer peripherals; handheld computers; handheld mobile digital electronic devices for recording, organizing, transmitting, manipulating, and reviewing text, data, image, audio, and audiovisual files, for the sending and receiving of telephone calls, electronic mail, and other digital data, for use as a digital format audio player, handheld computer, personal digital assistant, electronic organizer, electronic notepad, camera, and global positioning system (GPS) electronic navigation device; digital audio and video recorders and players; personal digital assistants; electronic organizers; cameras; telephones; mobile phones; satellite navigational systems, namely, global positioning systems (GPS); electronic navigational devices, namely, global positioning satellite (GPS) based navigation receivers; computer game machines for use with external display screens, monitors, or televisions; a full line of accessories and parts for the aforementioned goods; stands, covers, cases, holsters, power adaptors, and wired and wireless remote controls for the aforementioned goods; computer memory hardware; computer disc drives; optical disc drives; computer networking hardware; computer monitors; flat panel display monitors; computer keyboards; computer cables; modems; computer mice; electronic docking stations; set top boxes; batteries; battery chargers; electrical connectors, wires, cables, and adaptors; devices for hands-free use; headphones; earphones; ear buds; audio speakers; microphones; and headsets; a full line of computer software for business, home, education, and developer use; user manuals for use with, and sold as a unitwith, the aforementioned goods; downloadable audio and video files, movies, ring tones, video games, television programs, pod casts and audio books via the internet and wireless devices featuring music, movies, videos, television, celebrities, sports, news, history, science, politics, comedy, children's entertainment,animation, culture, current events and topics of general interest

U.S. Registration No.	2715578	Application Date	07/01/2002
Registration Date	05/13/2003	Foreign Priority Date	NONE
Word Mark	NONE		

Design Mark	
Description of Mark	NONE
Goods/Services	Class 009. First use: First Use: 1977/01/01 First Use In Commerce: 1977/01/01 Computers hardware; computer hardware, namely, server, desktop, laptop, notebook and subnotebook computers; hand held and mobile computers; computer [terminals and] monitors; personal digital assistants; portable digital audio players; electronic organizers; computer keyboards, cables, [modems;] audio speakers; computer video control devices, namely, computer mice, [trackballs, joysticks andgamepads;] a full line of computer software for business, home, education, anddeveloper use; computer programs for personal information management; database management software; [character recognition software; telephony management software;] electronic mail and messaging software; [telecommunications software, namely, for paging;] database synchronization software; computer programs for accessing, browsing and searching online databases; operating system software; application development tool programs; blank computer storage media; fonts, typefaces, type designs and symbols recorded onmagnetic media; computer software for use in providing multiple user access to a global computer information network for searching, retrieving, transferring, manipulating and disseminating a wide range of information; computer software foruse as a programming interface; computer software for use in network server sharing; local and wide area networking software; computer software for matching, correction, and reproduction of color; computer software for use in digital videoand audio editing; computer software for use in enhancing text and graphics; computer software for use in font justification and font quality; computer software for use to navigate and search a global computer information network, as well as to organize and summarize the information retrieved; computer software for use in word processing and database management; word processing software incorporating text, spreadsheets, still and moving images, sounds and clip art; computer software for use in authoring, downloading, transmitting, receiving, editing, extracting, encoding, decoding, playing, storing and organizing audio, video, still images and other digital data; computer software for analyzing and troubleshooting other computer software; children'seducational software; computer game software; Computer graphics software; [Computer search engine software;] Web sitedevelopment software; computer program which provides remote viewing, remote control, communications and software distribution within personal computer systemsand across computer network;

	computer programs for file maintenance and data recovery; computer peripherals; instructional manuals packaged in association withthe above

Attachments	75857151#TMSN.png(bytes) 76400649#TMSN.png(bytes) 75857191#TMSN.png(bytes) 77388864#TMSN.png(bytes) 85120231#TMSN.png(bytes) 77388365#TMSN.png(bytes) 77499829#TMSN.png(bytes) 77172511#TMSN.png(bytes) 77428980#TMSN.png(bytes) 77499837#TMSN.png(bytes) 78155188#TMSN.png(bytes) 78943482#TMSN.png(bytes) 78146716#TMSN.png(bytes) 85351865#TMSN.png(bytes) 73162799#TMSN.png(bytes) 77648705#TMSN.png(bytes) 76426501#TMSN.png(bytes) Notice of Opposition - to APPLE TO OYSTER owned by Apple to Oyster LLC - SN 87183062.pdf(117283 bytes) EXHIBITS 1-3.pdf(3180834 bytes) EXHIBITS 4-6.pdf(3449766 bytes) EXHIBIT 7.pdf(5476731 bytes)

Signature	/Joseph Petersen/
Name	Joseph Petersen
Date	06/28/2017

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

In the Matter of Application Serial No. **87/183,062**
For the mark: **APPLE TO OYSTER**
Filed: September 26, 2016
Published: February 28, 2017

APPLE INC.,	:	
	:	Opposition No.
Opposer,	:	
	:	
v.	:	**NOTICE OF OPPOSITION**
	:	
APPLE TO OYSTER LLC	:	
	:	
Applicant.	:	

APPLE INC. ("Apple" or "Opposer"), a corporation organized and existing under the laws of California with a principal place of business at 1 Infinite Loop, Cupertino, California 95014, believes that it will be damaged by the issuance of a registration for the APPLE TO OYSTER mark underlying Application Serial No. 87/183,062 for various services in Class 35, filed by Applicant Apple to Oyster LLC ("Applicant"). Accordingly, Apple hereby opposes said application.

As grounds for its opposition, Apple alleges as follows, with knowledge concerning its own acts, and on information and belief as to all other matters:

1. Apple is the world-famous designer, manufacturer, marketer, and distributor of mobile communication and media devices, personal computers and portable digital music players, and it also sells a variety of related software, services, accessories, networking solutions and third-party digital content and applications. Apple's APPLE brand, symbolized by its famous

Apple Logo, has been in use for decades and is one of the best known brands in the world, and Apple has developed an exceptionally large and devoted customer base.

2. Apple designs, manufactures, markets, and distributes in interstate and international commerce a broad line of technology-related goods and services. Apple sells its products worldwide through its online platforms, retail stores, and direct sales force, as well as through third-party cellular network carriers, wholesalers, retailers, and value-added resellers.

3. Since at least as early as 1977, Apple has extensively promoted, marketed, advertised, distributed, and sold goods and services in connection with a family of trademarks consisting, in whole or in part, of the Apple Logo (shown below) or the word APPLE (collectively, the "Apple Marks").

4. Apple's family of Apple Marks comprises distinctive, arbitrary, and fanciful marks that have achieved an extraordinary level of fame and consumer recognition. As a result of Apple's extensive advertising, promotion, and use of the Apple Marks in connection with a variety of goods and services, the Apple Marks have acquired enormous goodwill and have come to be identified immediately with Apple as the source of its goods and services.

5. The Apple Marks are famous under the Lanham Act, specifically 15 U.S.C. § 1125 *et seq*., and are among the most valuable trademarks in the world. The extraordinary level of fame and consumer recognition that the Apple Marks currently enjoy cannot be seriously disputed.

6. For many years, Apple's APPLE brand (including the Apple Logo) has consistently been recognized as one of the world's most famous brands. In May 2017, *Forbes* magazine ranked the APPLE brand as the world's most valuable brand for the seventh year in a row, with an estimated value of $170 billion, 67% more than the second-ranked Google. Attached as **Exhibit 1** are printouts of *Forbes* magazine articles regarding its list of the most valuable brands from 2017, 2016, 2015, 2014, 2013, 2012, and 2011, obtained from its website, which show the APPLE brand as the world's most valuable brand for seven consecutive years.

7. In 2017, Apple won the *Harris Interactive* "Brand of the Year" award in the tablet computer category for the sixth consecutive year. In 2017, Apple was also named the #1 brand in the category of smart watches. In 2016, Apple was named the #1 brand in the categories of tablet computers, computer manufacturer, mobile operating system, operating system, smartphones, and online computer retailer. Attached as **Exhibit 2** are printouts of the relevant 2016 and 2017 *Harris Interactive* reports obtained from the website at http://www.theharrispoll.com/business/Millennials-Dictating-Health-of-Brands.html and http://www.theharrispoll.com/business/2016-Brands-of-the-Year.html.

8. In addition, Interbrand has consistently recognized Apple's APPLE brand among the world's most valuable brands, increasing in value each year. In 2013, Interbrand named the APPLE brand the most valuable brand in the world. Apple has maintained the top position also for the 2014, 2015, and 2016 rankings. Apple's rise to the number one position followed a jump from 8th (2011) to 2nd (2012), with the biggest growth in estimated brand value in Interbrand's 2012 rankings: 129%. Previously, the APPLE brand rose nine spots in Interbrand's rankings (from 17th in 2010 to 8th in 2011) and increased in estimated brand value by 58%. Attached as **Exhibit 3** are copies of relevant pages of Interbrand's "Best Global Brands" rankings, in reverse

chronological order from 2016 through 2010. Interbrand has given the APPLE brand the following rankings and U.S. dollar values over the past seven years:

i. 2016: valuing the APPLE brand as the most valuable brand in the world, with an estimated brand worth of U.S. $178.12 billion.

ii. 2015: valuing the APPLE brand as the most valuable brand in the world, with an estimated brand worth of U.S. $170.28 billion.

iii. 2014: valuing the APPLE brand as the most valuable brand in the world, with an estimated brand worth of U.S. $118.86 billion.

iv. 2013: valuing the APPLE brand as the most valuable brand in the world, with an estimated brand worth of U.S. $98.316 billion.

v. 2012: valuing the APPLE brand as the 2nd most valuable brand in the world, with an estimated brand worth of U.S. $76.568 billion.

vi. 2011: valuing the APPLE brand as the 8th most valuable brand in the world, with an estimated brand worth of U.S. $33.492 billion.

vii. 2010: valuing the APPLE brand as the 17th most valuable brand in the world, with an estimated brand worth of U.S. $21.143 billion.

9. Over the past nine years, Millward Brown Optimor ("MBO"), a leading market research and brand valuation and management company, has found APPLE to be one of the world's top brands in MBO's "Brandz™ Top 100 Most Valuable Global Brands," an annual assessment of the 100 most valuable brands in the world. In MBO's 2017 rankings, Apple's APPLE brand was ranked as the world's second most valuable brand with a value of $234.7 billion. In 2016, Apple also ranked as the world's second most valuable brand, and in 2015, Apple ranked as the world's most valuable brand. Apple also held the most valuable brand rank in 2011, 2012, and 2013. Apple's APPLE brand ranked 2nd in 2014, 3rd in 2010, 6th in 2009, and 7th in 2008, clearly demonstrating that the APPLE brand has been recognized as one of the

world's most valuable brands for nearly a decade. Attached as **Exhibit 4** are copies of relevant pages of MBO's rankings in reverse chronological order from 2017 through 2008.

10. Apple also has been widely recognized as an extremely valuable, innovative, and admired company. Each year since 2006, *Fortune Magazine* has published its list of "Most Admired Companies." Apple has featured prominently in those rankings each year, and for eight years in a row, from 2009 to 2017, Apple has been named the "World's Most Admired Company" of the year. Before 2009, *Fortune Magazine*'s list was limited to "America's Most Admired Companies," and Apple also topped that list in 2008. Attached as **Exhibit 5** are true and correct copies of printouts of relevant pages of *Fortune Magazine*'s "Most Admired Companies" rankings in reverse chronological order from 2017 through 2008.

11. Apple has also long provided an online database for computer software applications for its IPHONE and IPAD devices, through which users can browse and compare different application categories (including, for example, price, product reviews and recommendations, ratings, etc.), to purchase and/or download. Indeed, Apple's APP STORE includes approximately 2.2 million software applications for consumers to compare. Attached as **Exhibit 6** is a true and correct copy of a printout from *The Statistics Portal's* statistics of the leading app stores as of March 2017.

12. On April 28, 2003, Apple launched the iTunes Music Store service, a revolutionary online music store that allows customers quickly to find, purchase, and download music. The iTunes Store prominently features the famous Apple Marks. Apple's iTunes Music Store online service was a tremendous success immediately on launch. In its first two weeks of operation alone, users purchased and downloaded two million songs. During its first year of operation, more than 70 million songs were purchased and downloaded. In February 2013,

Apple announced that music fans had purchased and downloaded more than 25 billion songs from the iTunes Store service, making this service the world's most popular online source for music, TV, and films.

13. Apple's product line is available through its online e-commerce website, www.apple.com, which has been in operation since November 1997. The famous Apple Marks are prominently displayed on the Apple Store website in connection with Apple's goods and services. The Apple website at www.apple.com is one of the most highly trafficked websites in the world and receives a huge number of unique visitors worldwide each day.

14. Apple is the owner of numerous United States registrations on the Principal Register for the Apple Marks, including without limitation, the following registrations:

TRADEMARK	REG. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
APPLE STORE	2,462,798	Nov. 23, 1999 / Jun. 19, 2001	**Class 35: Online retail store services provided via a global computer network featuring computers, computer hardware, computer systems, computer software, computer peripherals and accessories** (first used Nov. 1, 1997)
APPLE STORE	2,683,410	Apr. 25, 2002 / Feb. 04, 2003	**Class 35: Retail store services featuring computers, computer software, computer peripherals and consumer electronics, and demonstration of products relating thereto; online retail store services provided via a global computer network featuring computers, computer software, computer peripherals and consumer electronics, and demonstration of products relating thereto** (first used Nov. 1, 1997)
THE APPLE STORE	2,424,976	Nov. 23, 1999 / Jan. 30, 2001	**Class 35: Online retail store services provided via a global computer network featuring computers, computer hardware, computer systems, computer software, computer peripherals and accessories** (first used Nov. 1997)
APPLE	1,895,326	May 23, 1994 / May 23, 1995	**Class 36: Extension of retail credit services for the purchase of computers and related accessories** (first used Jul. 1983)
APPLE	2,079,765	Apr. 07, 1995 / Jul. 15, 1997	**Class 38: Communication filed by computer, namely, electronic transmission of data and**

TRADEMARK	REG. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
			documents via computer, delivery of messages by electronic transmission (first used Apr. 9, 1984)
APPLE	3,621,571	Feb. 05, 2008 / May 19, 2009	**Class 28**: **Toys, games and playthings, namely, hand-held units for playing electronic games**; **hand-held units for playing video games; stand alone video game machines**; electronic games other than those adapted for use with television receivers only; **LCD game machines**; **electronic educational game machines for children**; **toys, namely, battery-powered computer games with display screens which feature animation and sound effects**
APPLE	2,808,567	Oct. 02, 2002 / Jan. 27, 2004	**Class 42**: Computer consultation, design, testing, research and advisory services; research and development of computer hardware and software; maintenance and repair of computer software applications; updating of computer software; computer programming services; providing information concerning computers and computer software over computer networks and global communication networks; [computer services, namely, hosting web sites and providing web site operation and management services to others;] **computer services, namely, providing search engines for obtaining data on computer networks and global communication networks**; leasing of computers, computer peripherals and computer software (first used Sep. 1980)
APPLE	4,913,886	Aug. 31, 2010 / Mar. 08, 2016	**Class 45:** Personal and social services rendered by others to meet the needs of individuals, namely, online social networking and introduction services; online social networking services, namely, facilitating social interaction among individuals, social introductions, and for finding persons with particular hobbies, interests and backgrounds; providing a social networking website for entertainment purposes; **security services for the protection of property, namely, monitoring of computerized data for security purposes** (first used Oct. 13, 2011)
APPLE STORE	3,710,912	Feb. 4, 2008/ Nov. 17, 2009	**Class 37: Maintenance, installation and repair of computer hardware, computer peripherals and consumer electronic devices** (first used May 19, 2001) **Class 41**: education and training services, namely, conducting classes, workshops, and seminars in the field of computers, computer software, online services, information technology, internet website design, music, photography and video products

TRADEMARK	REG. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
			and consumer electronics; arranging professional workshop and training courses; computer education training services; **training in the use and operation of computers, computer software and consumer electronics**; entertainment services, namely, providing a facility for live concerts and special events in the nature of live musical performances; technical consulting in the field of consumer electronics, namely, audio, audiovisual and home and portable entertainment systems and devices; consulting services in the field of selection, implementation and use of computer hardware, computer software and consumer electronic systems for others, namely, audio, audiovisual and home and portable entertainment systems and devices (first used May 19, 2001) **Class 42**: Technical support services, namely, troubleshooting computer hardware, computer peripheral, computer software and consumer electronic devices; installation, updating, maintenance and repair of computer software; technical consulting in the field of computers and computer-based consumer electronics; computer and consumer electronic diagnostic services; **consulting services in the field of selection, implementation and use of computer hardware, computer software and computer-based consumer electronic systems for others**; **computer data recovery**; consulting services in the field of selection, implementation and use of computer hardware and computer software for the operation of consumer electronic systems for others in the nature of audio, audiovisual and home and portable entertainment systems and devic**es** (first used May 19, 2001)
APPLECARE	3,634,113	Jun. 16, 2008 / Jun. 09, 2009	**Class 37: Maintenance, repair, updating and installation services for computer hardware, computer peripherals, computer networks and consumer electronic devices; consulting services in the field of physical maintenance of computer hardware, computer peripherals, computer networks and consumer electronic devices** (first used Oct. 25, 1982)
APPLE	1,078,312	March 25, 1977/ Nov. 29, 1977	**Class 9:** Computers and **computer programs** recorded on paper and tape (April 1976)
APPLE	3,928,818	May 3, 2007/ Mar. 8, 2011	**Class 9**: Computer hardware; computer hardware, namely, server, desktop, laptop and notebook computers; computer memory hardware; computer

TRADEMARK	REG. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
			disc drives; optical disc drives; computer hardware, software and computer peripherals for communication between multiple computers and between computers and local and global computer networks; computer networking hardware; set top boxes; computer hardware and computer software for the reproduction, processing and streaming of audio, video and multimedia content; computer hardware and software for controlling the operation of audio and video devices and for viewing, searching and/or playing audio, video, television, movies, photographs and other digital images, and other multimedia content; computer monitors; liquid crystal displays; flat panel display monitors; computer keyboards, cables, modems; computer mice; electronic docking stations; stands specially designed for holding computer hardware and portable and handheld digital electronic devices; batteries; rechargeable batteries; battery chargers; battery packs; power adapters for computers; electrical connectors, wires, cables, and adaptors; wired and wireless remote controls for computers and portable and handheld digital electronic devices; headphones and earphones; stereo headphones; in-ear headphones; microphones; audio equipment for vehicles, namely, MP3 players; sound systems comprising remote controls, amplifiers, loudspeakers and components thereof; audio recorders; radio receivers; radio transmitters; personal digital assistants; portable digital audio and video players; electronic organizers; cameras; telephones; mobile phones; videophones; computer gaming machines, namely, stand-alone video gaming machines; handheld and mobile digital electronic devices for the sending and receiving of telephone calls, electronic mail and other digital media; MP3 and other digital format audio and video players. portable and handheld digital electronic devices for recording, organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio and video files; a full line of electronic and mechanical parts and fitting for portable and handheld digital electronic devices for recording, organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio and video files, namely, headphones, microphones, remote controls, batteries, battery chargers, devices for hands-free use, keyboards, adapters; parts and accessories for mobile telephones, namely, mobile telephone covers,

TRADEMARK	REG. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
			mobile telephone cases, mobile telephone covers made of cloth or textile materials, mobile telephone batteries, mobile telephone battery chargers, headsets for mobile telephones, devices for hands-free use of mobile telephones; carrying cases, sacks, and bags, all for use with computers and portable and handheld digital electronic devices; operating system programs; computer utility programs for computer operating systems; a full line of computer software for business, home, education, and developer use; computer software for use in organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio, and video files; computer programs for personal information management; **database management software**; character recognition software; electronic mail and messaging software; telecommunications software for connecting wireless devices, mobile telephones, handheld digital electronic devices, computers, laptop computers, computer network users, global computer networks database; synchronization software; **computer programs for accessing, browsing and searching online databases**; **computer software to develop other computer software;** computer software for use as a programming interface; computer software for use in network server sharing; local and wide area networking software. computer software for matching, correction, and reproduction of color; computer software for use in digital video and audio editing; computer software for use in enhancing text and graphics; computer software for use in font justification and font quality; **computer software for use to navigate and search a global computer information network; computer software for use in word processing and database management**; word processing software incorporating text, spreadsheets, still and moving images, sounds and clip art; computer software for use in authoring, downloading, transmitting, receiving, editing, extracting, encoding, decoding, playing, storing and organizing audio, video, still images and other digital media; computer software for analyzing and troubleshooting other computer software; computer graphics software; computer search engine software; **website development software; computer software for remote viewing, remote control, communications and software distribution within personal computer systems**

TRADEMARK	REG. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
			and across computer networks; computer programs for file maintenance and data recovery; computer software for recording and organizing calendars and schedules, to-do lists, and contact information; computer software for clock and alarm clock functionality; computer software and prerecorded computer programs for personal information management; electronic mail and messaging software; **computer programs for accessing, browsing and searching online databases**; computer software and firmware for operating system programs; blank computer storage media; user manuals in electronically readable, machine readable or computer readable form for use with, and sold as a unit with, all the aforementioned goods; instructional manuals packaged in association with the above (first used Apr. 1, 1976)
APPLE	4,088,195	Mar. 22, 2008/ Jan. 17, 2012	**Class 41**: education and training services, namely, arranging and conducting personal training, classes, workshops, conferences and seminars in the field of computers, computer software, online services, information technology, website design, and consumer electronics; arranging professional workshop and training courses; computer education training services; **training in the use and operation of computers, computer software and consumer electronics;** online journals, namely, blogs featuring general interest topics covering a wide variety of topics and subject matter; providing on-line publications in the nature of magazines, newsletter and journals in the field of computers, computer software and consumer electronics; providing information, podcasts and webcasts in the field of entertainment via the Internet concerning movies, music, videos, television, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, and current events; digital video, audio and multimedia publishing services; providing entertainment information regarding movies, music, videos, television, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, and current events; providing information, reviews and personalized recommendations of movies, music, videos, television, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, and current events in the field of entertainment; entertainment services, namely, production of live musical performances;

TRADEMARK	REG. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
			entertainment services, namely, providing live musical performances online via a global computer network; rental of digital entertainment content in the nature of movies, music, videos, television, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, and current events, by means of communications networks, namely, provision of non-downloadable audio and audiovisual programs via an online video-on-demand service; **providing a database of digital entertainment content in the nature of movies, music, videos, television, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, and current events via electronic communication networks; entertainment services, namely, providing prerecorded audio and audiovisual content, information and commentary in the fields of music, concerts, videos, movies, television, books, news, sports, games and cultural events all via a global computer network** (first used Mar. 1, 1981)
APPLECARE	4,009,791	Jun. 16, 2008/ Aug. 9, 2011	**Class 41**: education services, namely, providing classes, seminars and online educational programs and tutorials in the field of computer hardware, computer peripherals and computer software, and distribution of course material in connection therewith; **training services in the field of computer hardware, computer peripherals and computer software;** providing newsletters in the field of technical support services for computer software via e-mail to read (first used Dec. 31, 1992)
	2,926,853	Aug. 16, 2002 / Feb. 15, 2005	**Class 35: analysis and consultation in the field of business information management, namely, the selection, adoption and operation of computers and computer information management systems**; **providing information in the fields of business and commerce over computer networks and global communication networks; business services, namely, providing computer databases regarding the purchase and sale of a wide variety of products and services of others**; **business services, namely, dissemination of advertising for others via computer networks and global communication networks; retail store services featuring computers, computer software, computer peripherals and consumer electronics, and demonstration of products relating thereto; online retail store services provided via**

TRADEMARK	REG. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
			computer networks and global communication networks featuring computers, computer software, computer peripherals and consumer electronics, and demonstration of products relating thereto (first used 1983) **Class 39**: computerized data storage services; data storage relating to business (first used 1983)
	3,298,028	Aug. 2, 2006/ Sept. 25, 2007	**Class 35: Arranging and conducting trade shows, and trade show expositions and exhibitions in the fields of computers, computer software, online services, information technology, and consumer electronics** (first used Mar. 1, 1981) **Class 41**: education and training services, namely, conducting classes, workshops, conferences and seminars in the field of computers, computer software, online services, information technology, internet website design, video products and consumer electronics; arranging of exhibitions, seminars and conferences; arranging professional workshop and training courses; computer education training services; training in the use and operation of computers and computer software; **providing a website for the uploading, sharing, viewing and posting of photographs, digital images, movies, videos, online journals, namely web blogs in general interest fields, and other related multimedia entertainment materials over a global computer network;** providing fitness and exercise facilities; Physical fitness consultation and instruction; providing on-line publications in the nature of newsletters in the field of computers and education; providing information in the field of education via the internet; providing information in the field of entertainment via the Internet concerning movies, music, videos, television, celebrities, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, current events (first used Mar. 1, 1981)
	2,753,069	July 23, 2002/ Aug. 19, 2013	**Class 42**: **computer services, namely, displaying the [web sites and] images of others on a computer server**; computer diagnostic services; installation of computer software; **updating of computer software; maintenance of computer software**; computer hardware development; integration of computer systems and networks; monitoring the computer systems of others for technical purposes and providing back-up

TRADEMARK	REG. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
			computer programs and facilities; computer consultation, design, and testing services; consulting services in the field of design, selection, implementation and use of computer hardware and software systems for others; computer data recovery; computer programming for others; **research and development of computer hardware and software; website design, creation [and hosting services] ; computer services, namely, designing [and implementing] web sites for others**; **computer services, namely, providing search engines for obtaining data on a global computer network**; providing use of on-line non-downloadable software for communications via local or global communications networks, including the Internet, intranets, and extranets; **computer consultation, namely, analyzing data to detect, eradicate, and prevent the occurrence of computer viruses; computer consultation, namely, services relating to the protection of computer hardware, computer software, computer networks and computer systems against computer viruses, attacks, or failures; computer consultation, namely, services for optimizing the performance and functionality of computer software and communications networks**; **technical support services, namely, troubleshooting of computers, computer software, telecommunications, and the Internet systems;** leasing of computers, computer peripherals and computer software; leasing computer facilities. **providing information in a wide variety of fields over computer networks and global communication networks; computer services, namely, creating indexes of information, web sites and other information sources available on computer networks; providing information concerning a wide range of text, electronic documents, databases, graphics and audiovisual information.**
	4,305,923	Jun. 21, 2011 / Mar. 19, 2013	**Class 9**: Computer software development tools; **computer software for creating and transmitting advertisements** (first used Apr. 4, 2011) **Class 35**: **Advertising, marketing, and promotion services; advertising and marketing consultation, namely, providing assistance in the development of creative and strategic advertising and marketing for others; providing**

TRADEMARK	REG. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
			business and commercial information in the field of marketing and advertising over computer networks and global communication networks; business services, namely, dissemination of advertising for others via computer networks and global communication networks (first used Apr. 8, 2010) **Class 38**: Electronic transmission and streaming of audio, audiovisual, digital media content, and media advertising communications via cellular telephone and cellular data services, the Internet, and global and local computer networks to computers, mobile telephones, tablet computers, digital media players, and other mobile digital devices (first used Apr. 8, 2010)
	1,114,431	Mar. 20, 1978/ Mar. 6, 1979	**Class 9**: computers and **computer programs** recorded on paper and tape (first used Jan. 1977)
	3,679,056	Jan. 13, 2009/ Sept. 8, 2009	**Class 9**: Computers; computer hardware; computer peripherals; handheld computers; handheld mobile digital electronic devices for recording, organizing, transmitting, manipulating, and reviewing text, data, image, audio, and audiovisual files, for the sending and receiving of telephone calls, electronic mail, and other digital data, for use as a digital format audio player, handheld computer, personal digital assistant, electronic organizer, electronic notepad, camera, and global positioning system (GPS) electronic navigation device; digital audio and video recorders and players; personal digital assistants; electronic organizers; cameras; telephones; mobile phones; satellite navigational systems, namely, global positioning systems (GPS); electronic navigational devices, namely, global positioning satellite (GPS) based navigation receivers; computer game machines for use with external display screens, monitors, or televisions; a full line of accessories and parts for the aforementioned goods; stands, covers, cases, holsters, power adaptors, and wired and wireless remote controls for the aforementioned goods; computer memory hardware; computer disc drives; optical disc drives; **computer networking**

TRADEMARK	REG. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
			hardware; computer monitors; flat panel display monitors; computer keyboards; computer cables; modems; computer mice; electronic docking stations; set top boxes; batteries; battery chargers; electrical connectors, wires, cables, and adaptors; devices for hands-free use; headphones; earphones; ear buds; audio speakers; microphones; and headsets; **a full line of computer software for business, home, education, and developer use**; user manuals for use with, and sold as a unit with, the aforementioned goods. downloadable audio and video files, movies, ring tones, video games, television programs, pod casts and audio books via the internet and wireless devices featuring music, movies, videos, television, celebrities, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, current events and topics of general interest (first used Jan. 31, 1977)
	2,715,578	July 1, 2002/ May 13, 2003	**Class 9**: Computers hardware; computer hardware, namely, server, desktop, laptop, notebook and subnotebook computers; hand held and mobile computers; computer [terminals and] monitors; personal digital assistants; portable digital audio players; electronic organizers; computer keyboards, cables, audio speakers; computer video control devices, namely, computer mice, **a full line of computer software for business, home, education, and developer use;** computer programs for personal information management; **database management software**; electronic mail and messaging software; **database synchronization** software; **computer programs for accessing, browsing and searching online databases**; **operating system software**; application development tool programs; blank computer storage media; fonts, typefaces, type designs and symbols recorded on magnetic media; **computer software for use in providing multiple user access to a global computer information network for searching, retrieving, transferring, manipulating and disseminating a wide range of information**; computer software for use as a programming interface; computer software for use in network server sharing; local and wide area networking software; computer software for matching, correction, and reproduction of color; computer software for use in digital video and audio editing; computer software for use in enhancing text and graphics; computer software for use in font justification and font quality;

TRADEMARK	REG. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
			computer software for use to navigate and search a global computer information network, **as well as to organize and summarize the information retrieved; computer software for use in word processing and database management**; word processing software incorporating text, spreadsheets, still and moving images, sounds and clip art; **computer software for use in authoring, downloading, transmitting, receiving, editing, extracting, encoding, decoding, playing, storing and organizing audio, video, still images and other digital data**; computer software for analyzing and troubleshooting other computer software; children's educational software; computer game software; computer graphics software; **web site development software**; **computer program which provides remote viewing, remote control, communications and software distribution within personal computer systems and across computer network**; **computer programs for file maintenance and data recovery**; computer peripherals; instructional manuals packaged in association with the above (first used Jan. 1, 1977)

Copies of the registration certificates and print-outs from the United States Patent and Trademark Office online database for the above-identified registrations are annexed as **Exhibit 7**.

15. The above-identified registrations are valid and in full force and effect. Indeed, affidavits have been filed and accepted pursuant to Sections 8 and 15 of the Lanham Act for Registration Nos. 1,078,312, 1,114,431, 2,424,976, 2,462,798, 2,683,410, 2,715,578, 2,753,069, 2,808,567, 2,926,853, 3,298,028, 3,634,113, 3,679,056, and 3,710,912, rendering such registrations incontestable.

16. Notwithstanding Apple's prior rights, and well after Apple's Apple Marks had become distinctive and/or famous, Applicant filed Application Serial No. 87/183,062 to register

the APPLE TO OYSTER mark ("Applicant's Mark") for the following services in International Class 35:

> Comparison shopping services; Analyzing and compiling business data for market research purposes; Analyzing and compiling business data for determining the perceived image of a product; Business data analysis services in the field of consumer products; Compilation of information into computer databases; Data processing services in the field of consumer products; Information and data compiling and analyzing relating to business management; Marketing the goods and services of others; Online business research services that allow users to share opinions with a marketing research company related to everyday consumer products and services; Price comparison services; Promoting the goods and services of others by providing a website featuring coupons, rebates, price-comparison information, product reviews, links to the retail websites of others, and discount information; Providing a web site featuring the ratings, reviews and recommendations on products and services for commercial purposes posted by users; Providing a website for users with specific informed recommendations of specific consumer products and services validated by the users' inputted preferences and social network; Shopping facilitation services, namely, providing an online comparison-shopping search engine for obtaining purchasing information; Systemization of information into computer databases; Updating and maintenance of data in computer databases

("Applicant's Services").

17. Apple is timely filing this Notice of Opposition.

18. There is no issue as to priority. Apple began using the Apple Marks in commerce at least as early as 1976, well prior to the September 26, 2016 filing date of Applicant's intent-to-use-based application.

19. Consumers encountering Applicant's Mark, particularly in connection with Applicant's Services, are likely to associate the mark with Apple. Specifically, the first word in Applicant's Mark is Opposer's famous APPLE mark, which Applicant's Mark incorporates in its entirety. Applicant's Mark is thus visually and phonetically similar to Opposer's famous APPLE mark.

20. In addition, because the dominant portion of Applicant's Mark and Opposer's famous APPLE mark is the word "APPLE", the parties' marks are conceptually similar and create the same commercial impression. Applicant's addition of the secondary term "TO OYSTER" does not reduce the likelihood of confusion, as the term "APPLE" is not only the first word of Applicant's Mark but a strong, distinctive term made famous by Apple, and therefore dominant in creating the overall commercial impression of Applicant's Mark.

21. Moreover, Applicant's Services focus on the types of consumer products that have long been associated with Apple; thus, they are highly similar to and encompass numerous goods and services for which the Apple Marks are famous. In addition, Applicant's Services are identical or highly related to services and goods for which Apple owns prior registrations for its Apple marks, as shown in the examples in the following chart.

Applicant's Services	Apple's Goods and Services
"Comparison shopping services" "Shopping facilitation services, namely, providing an online comparison-shopping search engine for obtaining purchasing information"	"online retail store services provided via a global computer network featuring computers, computer hardware, computer systems, computer software, computer peripherals and accessories" (Reg. Nos. 2,424,976, 2,462,798, and 2,683,410) "retail store services featuring computers, computer software, computer peripherals and consumer electronics, and demonstration of products relating thereto; online retail store services provided via computer networks and global communication networks featuring computers, computer software, computer peripherals and consumer electronics, and demonstration of products relating thereto" (Reg. Nos. 2,926,853, 268,410) "business services, namely, providing computer databases regarding the purchase and sale of a wide variety of products and services of others" (Reg. No. 2,926,853) "extension of retail credit services for the purchase of computers and related accessories"

	(Reg. No. 1,895,326) "Personal and social services rendered by others to meet the needs of individuals, namely, online social networking and introduction services; online social networking services, namely, facilitating social interaction among individuals, social introductions, and for finding persons with particular hobbies, interests and backgrounds" (Reg. No. 4,913,886)
"Systemization of information into computer databases; Updating and maintenance of data in computer databases" "Compilation of information into computer databases; Data processing services in the field of consumer products"	"database management software; electronic mail and messaging software; database synchronization software; computer programs for accessing, browsing and searching online databases; operating system software . . . computer software for use in word processing and database management;" (Reg. No. 2,715,578) "database management software" (Reg. Nos. 3,928,818, and "computer programs for accessing, browsing and searching online databases" (Reg. No. 3,928,818) "business services, namely, providing computer databases regarding the purchase and sale of a wide variety of products and services of others" (Reg. No. 2,926,853) "computer programs for accessing, browsing and searching online databases" (Reg. No. 3,928,818) "communication filed by computer, namely, electronic transmission of data and documents via computer, delivery of messages by electronic transmission" (Reg, No. 2,079,765) "computer services, namely, providing search engines for obtaining data on computer networks and global communication networks" (Reg. No. 2,808,567)
"Analyzing and compiling business data for determining the perceived image of a product; Business data analysis services in the field of consumer products" "Data processing services in the field of consumer products"	"Toys, games and playthings, namely, hand-held units for playing electronic games; hand-held units for playing video games; stand alone video game machines; electronic games other than those adapted for use with television receivers only; LCD game machines; electronic educational game machines for children; toys, namely, battery-powered computer games with display screens which feature animation and sound effects"

	(Reg. No. 3,621,571)
"Analyzing and compiling business data for market research purposes; Analyzing and compiling business data for determining the perceived image of a product; Business data analysis services in the field of consumer products" "Online business research services that allow users to share opinions with a marketing research company related to everyday consumer products and services; Price comparison services" "Information and data compiling and analyzing relating to business management"	"analysis and consultation in the field of business information management, namely, the selection, adoption and operation of computers and computer information management systems; providing information in the fields of business and commerce over computer networks and global communication networks; business services, namely, providing computer databases regarding the purchase and sale of a wide variety of products and services of others; business services, namely, dissemination of advertising for others via computer networks and global communication networks" (Reg. No. 2,926,853) "security services for the protection of property, namely, monitoring of computerized data for security purposes" (Reg. No. 4,913,886) "a full line of computer software for business, home, education, and developer use" (Reg. Nos. 3,679,056, 2,715,578) "business services, namely, providing computer databases regarding the purchase and sale of a wide variety of products and services of others" (Reg. No. 2,926,853) "consulting services in the field of physical maintenance of computer hardware, computer peripherals, computer networks and consumer electronic devices" (Reg. No. 3,634,113)
"Marketing the goods and services of others" "Promoting the goods and services of others by providing a website featuring coupons, rebates, price-comparison information, product reviews, links to the retail websites of others, and discount information; Providing a web site featuring the ratings, reviews and recommendations on products and services for commercial purposes posted by users; Providing a website for users with specific informed recommendations of specific consumer products and services validated by the users' inputted preferences and social network"	"Advertising, marketing, and promotion services; advertising and marketing consultation, namely, providing assistance in the development of creative and strategic advertising and marketing for others; providing business and commercial information in the field of marketing and advertising over computer networks and global communication networks; business services, namely, dissemination of advertising for others via computer networks and global communication networks" (Reg. No. 4,305,923) "business services, namely, providing computer databases regarding the purchase and sale of a wide variety of products and services of others" (Reg. No. 2,926,853)

22. In light of the fame of the Apple Marks in connection with identical and highly related goods and services, consumers encountering Applicant's Mark, which contains Apple's famous APPLE mark in its entirety and evokes a commercial impression highly similar to that of the Apple Marks for identical goods and services, would be likely to believe Applicant's Services offered under Applicant's Mark are associated with, or approved, endorsed, or provided by Apple.

23. Lending further support to a finding of a likelihood of consumer confusion is the fact that Applicant's Services are not limited to any particular channel of trade, and, therefore, it may be presumed that Applicant's Services will be offered through the same channels of trade as the goods and services covered by Apple's prior registrations.

24. Apple would be damaged by the registration of Applicant's Mark in connection with Applicant's Services because Applicant's Mark so closely resembles the Apple Marks as to be likely to cause confusion, mistake, or deception in the minds of consumers as to the origin or source of Applicant's Services or the affiliation between Applicant and Apple, in violation of Section 2(d) of the Lanham Act, 15 U.S.C. § 1052(d). Furthermore, if consumers have complaints about Applicant's Services offered under Applicant's Mark (such as inferior quality or defects in the training service) and believe those services are associated with Apple, Apple would suffer injury to its reputation.

25. Apple also would be damaged by registration of Applicant's Mark because the mark is likely to cause dilution of the distinctiveness of the famous Apple Marks by eroding consumers' exclusive identification of the Apple Marks with Apple, and by otherwise lessening

the capacity of the Apple Marks to identify and distinguish the goods and services of Apple, in violation of Section 43(c)(1) of the Lanham Act, 15 U.S.C. § 1125(c)(1).

26. Specifically, Applicant's Mark is likely to cause dilution by blurring of the famous Apple Mark based on a number of relevant considerations including, without limitation, the following:

(a) Applicant's Mark is highly similar to the Apple Marks and incorporates Apple's famous APPLE word mark in its entirety;

(b) The Apple Marks are inherently distinctive in relation to Apple's goods and services and, due to Apple's extensive use and promotion, the Apple Marks also had become famous prior to the filing date of Applicant's intent-to-use-based application;

(c) Apple has engaged in substantially exclusive use of the Apple Marks; and

(d) As detailed above at paragraphs 3 through 13, the Apple Marks are famous and widely recognized and have been so long before the filing date of Applicant's intent-to-use-based application.

27. If Applicant is granted the registration herein opposed, it would thereby obtain a *prima facie* exclusive right to use Applicant's Mark in connection with Applicant's Services. Such registration would be a source of damage and injury to Apple.

WHEREFORE, Apple requests that this opposition be sustained and that the registration of Application Serial No. 87/183,062 in connection with Applicant's Services be denied.

The opposition fee in the amount of $400.00 for an opposition in one class is filed herewith. If for any reason this amount is insufficient, it is requested that Apple's attorneys' Deposit Account No. 20-1430 be charged with any deficiency. This paper is filed electronically.

Menlo Park, California

Dated: June 28, 2017

Respectfully submitted,

KILPATRICK TOWNSEND & STOCKTON LLP

By: /s/Joseph Petersen

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Menlo Park, CA 94025
Telephone: (650) 326-2400
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Attorneys for Opposer Apple Inc.

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

In In the Matter of Application Serial No. **87/183,062**
For the mark: **APPLE TO OYSTER**
Filed: September 26, 2016
Published: February 28, 2017

APPLE INC.,	:	
	:	Opposition No.
Opposer,	:	
	:	
v.	:	**NOTICE OF OPPOSITION**
	:	
APPLE TO OYSTER LLC	:	
	:	
Applicant.	:	

CERTIFICATE OF TRANSMITTAL

I hereby certify that a true copy of the foregoing NOTICE OF OPPOSITION is being filed electronically with the TTAB via ESTTA on this day, June 28, 2017.

/s/Alberto Garcia
Alberto Garcia

UNITED STATES PATENT AND TRADEMARK OFFICE
Trademark Trial and Appeal Board
P.O. Box 1451
Alexandria, VA 22313-1451
General Contact Number: 571-272-8500

kk

Mailed: October 16, 2017

Opposition No. 91235324

Apple Inc.

v.

Apple to Oyster LLC

By the Trademark Trial and Appeal Board:

On August 18, 2017, the Board issued a notice of default to Applicant because no answer had been filed.

No response to the notice of default has been filed.

Accordingly, judgment by default is hereby entered against Applicant, the opposition is sustained, and registration to Applicant is refused. *See* Fed. R. Civ. P. 55(b), and Trademark Rule 2.106(a).

ESTTA Tracking number: **ESTTA813281**

Filing date: **04/12/2017**

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

Notice of Opposition

Notice is hereby given that the following party opposes registration of the indicated application.

Opposer Information

Name	Apple Inc.
Granted to Date of previous extension	04/12/2017
Address	1 Infinite Loop Cupertino, CA 95014 UNITED STATES

Attorney information	Joseph Petersen Kilpatrick Townsend & Stockton LLP 1080 Marsh Road Menlo Park, CA 94025 UNITED STATES jpetersen@ktslaw.com, cyee@kilpatricktownsend.com, cgenteman@kilpatricktownsend.com, agarcia@ktslaw.com, tmadmin@ktslaw.com Phone:650-326-2400

Applicant Information

Application No	87083382	Publication date	12/13/2016
Opposition Filing Date	04/12/2017	Opposition Period Ends	04/12/2017
Applicant	Michel A. Bond P.O. Box 211 Windsor, NC 27983 UNITED STATES		

Goods/Services Affected by Opposition

Class 014. First Use: 0 First Use In Commerce: 0 All goods and services in the class are opposed, namely: Jewelry

Grounds for Opposition

Priority and likelihood of confusion	Trademark Act Section 2(d)
Dilution by blurring	Trademark Act Sections 2 and 43(c)

Marks Cited by Opposer as Basis for Opposition

U.S. Registration No.	4783437	Application Date	09/09/2014
Registration Date	07/28/2015	Foreign Priority Date	03/11/2014
Word Mark	APPLE WATCH		

Design Mark	APPLE WATCH
Description of Mark	NONE
Goods/Services	Class 014. First use: First Use: 2014/09/09 First Use In Commerce: 2015/04/10 Horological and chronometric instruments; watches; timepieces; chronographs foruse as timepieces; chronometers; watchstraps; watch bands; cases for watches, and horological and chronometric instruments; parts for watches, and horological and chronometric instruments

U.S. Registration No.	4783440	Application Date	09/10/2014
Registration Date	07/28/2015	Foreign Priority Date	07/24/2014
Word Mark	WATCH		
Design Mark	WATCH		
Description of Mark	The mark consists of the design of an apple with a bite removed and the word "WATCH".		
Goods/Services	Class 014. First use: First Use: 2014/09/09 First Use In Commerce: 2015/04/10 Horological and chronometric instruments; watches; timepieces; chronographs foruse as timepieces; chronometers; watchstraps; watch bands; cases for watches, and horological and chronometric instruments; parts for watches, and horological and chronometric instruments		

U.S. Registration No.	4852670	Application Date	01/23/2015
Registration Date	11/10/2015	Foreign Priority Date	07/24/2014
Word Mark	WATCH EDITION		
Design Mark	WATCH EDITION		
Description of Mark	The mark consists of the design of an apple with a bite removed and the words "WATCH" and "EDITION".		

Goods/Services	Class 014. First use: First Use: 2014/09/09 First Use In Commerce: 2015/04/10 Horological and chronometric instruments; watches; timepieces; chronographs foruse as timepieces; chronometers; watchstraps; watch bands; cases for watches, and horological and chronometric instruments; parts for watches, and horological and chronometric instruments

U.S. Registration No.	4819882	Application Date	01/23/2015
Registration Date	09/22/2015	Foreign Priority Date	07/24/2014
Word Mark	WATCH SPORT		
Design Mark			
Description of Mark	The mark consists of the design of an apple with a bite removed and the words "WATCH" and "SPORT".		
Goods/Services	Class 014. First use: First Use: 2014/09/09 First Use In Commerce: 2015/04/10 Horological and chronometric instruments; watches; timepieces; chronographs foruse as timepieces; chronometers; watchstraps; watch bands; cases for watches, and horological and chronometric instruments; parts for watches, and horological and chronometric instruments		

U.S. Registration No.	4885796	Application Date	06/10/2015
Registration Date	01/12/2016	Foreign Priority Date	NONE
Word Mark	NONE		
Design Mark			
Description of	The mark consists of the design of an apple with a bite removed.		

Mark	
Goods/Services	Class 014. First use: First Use: 2014/09/09 First Use In Commerce: 2015/04/10 Horological and chronometric instruments; watches; timepieces; chronographs foruse as timepieces; chronometers; watchstraps; watch bands; cases for watches, and horological and chronometric instruments; parts for watches, and horological and chronometric instruments

U.S. Registration No.	3070037	Application Date	08/22/2002
Registration Date	03/21/2006	Foreign Priority Date	02/26/2002
Word Mark	NONE		
Design Mark			
Description of Mark	The mark consists of the design of an apple with a bite removed.		
Goods/Services	Class 014. First use: First Use: 0 First Use In Commerce: 0 [Jewelry; watches and clocks; cufflinks;] key rings of precious metal [; chronometers; brooches, charms; tie pins; tieclips;] badges [, bracelets, necklaces;medallions, belt buckles, pins; accessory boxes, jewelry boxes, ornaments all made of precious metal or coated therewith; costume jewelry; statues and ornaments of precious metal; parts and fittings for the aforesaid goods]		

U.S. Registration No.	1078312	Application Date	03/25/1977
Registration Date	11/29/1977	Foreign Priority Date	NONE
Word Mark	APPLE		
Design Mark			
Description of Mark	NONE		
Goods/Services	Class 009. First use: First Use: 1976/04/00 First Use In Commerce: 1976/04/00 COMPUTERS AND COMPUTER PROGRAMS RECORDED ON PAPER AND TAPE		

U.S. Registration No.	3928818	Application Date	05/03/2007
Registration Date	03/08/2011	Foreign Priority Date	NONE
Word Mark	APPLE		
Design Mark	APPLE		
Description of Mark	NONE		
Goods/Services	Class 009. First use: First Use: 1976/04/01 First Use In Commerce: 1976/04/01 Computer hardware; computer hardware, namely, server, desktop, laptop and notebook computers; computer memory hardware;computer disc drives; optical disc drives; computer hardware, software and computer peripherals for communication between multiple computers and between computers and local and global computer networks; computer networking hardware; set top boxes; computer hardware and computer software for the reproduction, processing and streaming of audio, video and multimedia content; computer hardware and software for controlling the operation of audio and video devices and for viewing,searching and/or playing audio, video, television, movies, photographs and other digital images, and other multimedia content; computer monitors; liquid crystal displays; flat panel display monitors;computer keyboards, cables, modems; computer mice; electronic docking stations;stands specially designed for holding computer hardware and portable and handheld digital electronic devices; batteries; rechargeable batteries; battery chargers; battery packs; power adapters for computers; electrical connectors, wires, cables, and adaptors; wired and wireless remote controls for computers and portable and handheld digital electronic devices; headphones and earphones; stereo headphones; in-ear headphones; microphones;audio equipment for vehicles, namely, MP3 players; sound systems comprising remote controls, amplifiers, loudspeakers and components thereof; audio recorders; radio receivers; radio transmitters; personal digital assistants; portable digital audio and video players; electronic organizers; cameras; telephones; mobile phones; videophones; computer gaming machines, namely, stand-alone video gaming machines; handheld and mobile digital electronic devices for the sending and receiving of telephone calls, electronic mail and other digital media; MP3 and otherdigital format audio and video players;portable and handheld digital electronic devices for recording, organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio and video files; a full line of electronic and mechanical parts and fitting for portable and handheld digital electronic devices for recording, organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio and video files, namely, headphones, microphones, remote controls, batteries, battery chargers, devices for hands-free use, keyboards, adapters; parts and accessories for mobile telephones, namely, mobile telephone covers, mobile telephone cases, mobile telephone covers madeof cloth or textile materials, mobile telephone batteries, mobile telephone battery chargers, headsets for mobile telephones, devices for hands-free use of mobile telephones; carrying cases, sacks, and bags, all for use with computers and portable and handheld		

	digital electronicdevices; operating system programs; computer utility programs for computer operating systems; a full line of computer software for business, home, education, and developer use; computer software for use in organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio, and video files; computer programs for personal information management; database management software; character recognition software; electronic mail and messaging software; telecommunications software for connecting wireless devices, mobile telephones, handheld digital electronic devices, computers, laptop computers, computer network users, global computer networks; database synchronization software; computer programs for accessing, browsing and searching online databases; computer software to develop other computer software; computer software for use as a programming interface; computer software for use in network server sharing; local and widearea networking software; computer software for matching, correction, and reproduction of color; computer software for use in digital video and audio editing; computer software for use in enhancing text and graphics; computer software for use in font justification and font quality; computer software for use to navigate and search a global computer information network; computer software for use inword processing and database management; word processing software incorporatingtext, spreadsheets, still and moving images, sounds and clip art; computer software for use in authoring, downloading, transmitting, receiving, editing, extracting, encoding, decoding, playing, storing and organizing audio, video, still images and other digital media; computer software for analyzing and troubleshooting other computer software; computer graphics software; computer search engine software; website development software; computer software for remote viewing, remote control, communications and software distribution within personal computer systems and across computer networks; computer programs for file maintenance and data recovery; computer software for recording and organizing calendars and schedules, to-do lists, and contact information; computer software for clock and alarm clock functionality; computer softwareand prerecorded computer programs for personal information management; electronic mail and messaging software; computerprograms for accessing, browsing and searching online databases; computer software and firmware for operating system programs; blank computer storage media; user manuals in electronically readable, machine readable or computer readable form for use with, and sold as a unit with,all the aforementioned goods; instructional manuals packaged in association with the above

U.S. Registration No.	1114431	Application Date	03/20/1978
Registration Date	03/06/1979	Foreign Priority Date	NONE
Word Mark	NONE		

Design Mark	
Description of Mark	THE MARK CONSISTS OF A SILHOUETTE OF ANAPPLE WITH A BITE RE-MOVED.
Goods/Services	Class 009. First use: First Use: 1977/01/00 First Use In Commerce: 1977/01/00 COMPUTERS AND COMPUTER PROGRAMS RECORDED ON PAPER AND TAPE

U.S. Registration No.	3679056	Application Date	01/13/2009
Registration Date	09/08/2009	Foreign Priority Date	NONE
Word Mark	NONE		
Design Mark			

Description of Mark	The mark consists of the design of an apple with a bite removed.
Goods/Services	Class 009. First use: First Use: 1977/01/31 First Use In Commerce: 1977/01/31 Computers; computer hardware; computer peripherals; handheld computers; handheld mobile digital electronic devices for recording, organizing, transmitting, manipulating, and reviewing text, data, image, audio, and audiovisual files, for the sending and receiving of telephone calls, electronic mail, and other digital data, for use as a digital format audio player, handheld computer, personal digital assistant, electronic organizer, electronic notepad, camera, and global positioning system (GPS) electronic navigation device; digital audio and video recorders and players; personal digital assistants; electronic organizers; cameras; telephones; mobile phones; satellite navigational systems, namely, global positioning systems (GPS); electronic navigational devices, namely, global positioning satellite (GPS) based navigation receivers; computer game machines for use with external display screens, monitors, or televisions; a full line of accessories and parts for the aforementioned goods; stands, covers, cases, holsters, power adaptors, and wired and wireless remote controls for the aforementioned goods; computer memory hardware; computer disc drives; optical disc drives; computer networking hardware; computer monitors; flat panel display monitors; computer keyboards; computer cables; modems; computer mice; electronic docking stations; set top boxes; batteries; battery chargers; electrical connectors, wires, cables, and adaptors; devices for hands-free use; headphones; earphones; ear buds; audio speakers; microphones; and headsets; a full line of computer software for business, home, education, and developer use; user manuals for use with, and sold as a unitwith, the aforementioned goods; downloadable audio and video files, movies, ring tones, video games, television programs, pod casts and audio books via the internet and wireless devices featuring music, movies, videos, television, celebrities, sports, news, history, science, politics, comedy, children's entertainment,animation, culture, current events and topics of general interest

U.S. Registration No.	2715578	Application Date	07/01/2002
Registration Date	05/13/2003	Foreign Priority Date	NONE
Word Mark	NONE		

Design Mark	
Description of Mark	NONE
Goods/Services	Class 009. First use: First Use: 1977/01/01 First Use In Commerce: 1977/01/01 Computers hardware; computer hardware, namely, server, desktop, laptop, notebook and subnotebook computers; hand held and mobile computers; computer [terminals and] monitors; personal digital assistants; portable digital audio players; electronic organizers; computer keyboards, cables, [modems;] audio speakers; computer video control devices, namely, computer mice, [trackballs, joysticks andgamepads;] a full line of computer software for business, home, education, anddeveloper use; computer programs for personal information management; database management software; [character recognition software; telephony management software;] electronic mail and messaging software; [telecommunications software, namely, for paging;] database synchronization software; computer programs for accessing, browsing and searching online databases; operating system software; application development tool programs; blank computer storage media; fonts, typefaces, type designs and symbols recorded onmagnetic media; computer software for use in providing multiple user access to a global computer information network for searching, retrieving, transferring, manipulating and disseminating a wide range of information; computer software foruse as a programming interface; computer software for use in network server sharing; local and wide area networking software; computer software for matching, correction, and reproduction of color; computer software for use in digital videoand audio editing; computer software for use in enhancing text and graphics; computer software for use in font justification and font quality; computer software for use to navigate and search a global computer information network, as well as to organize and summarize the information retrieved; computer software for use in word processing and database management; word processing software incorporating text, spreadsheets, still and moving images, sounds and clip art; computer software for use in authoring, downloading, transmitting, receiving, editing, extracting, encoding, decoding, playing, storing and organizing audio, video, still images and other digital data; computer software for analyzing and troubleshooting other computer software; children'seducational software; computer game software; Computer graphics software; [Computer search engine software;] Web sitedevelopment software; computer program which provides remote viewing, remote control, communications and software distribution within personal computer systemsand across computer network;

	computer programs for file maintenance and data recovery; computer peripherals; instructional manuals packaged in association withthe above

Attachments	86389945#TMSN.png(bytes) 86390853#TMSN.png(bytes) 86512795#TMSN.png(bytes) 86512876#TMSN.png(bytes) 86658546#TMSN.png(bytes) 78156911#TMSN.png(bytes) 77172511#TMSN.png(bytes) 73162799#TMSN.png(bytes) 77648705#TMSN.png(bytes) 76426501#TMSN.png(bytes) Notice of Opposition -NOO- APPLE LOVERS.pdf(84677 bytes) EXHIBITS 1-3.pdf(1094930 bytes) EXHIBIT 4.pdf(2046883 bytes) EXHIBIT 5.pdf(562046 bytes) EXHIBIT 6.pdf(4636535 bytes) EXHIBIT 7.pdf(1639549 bytes)

Signature	/Joseph Petersen/
Name	Joseph Petersen
Date	04/12/2017

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

In the Matter of Application Serial No. **87/083,382**
For the mark: **Apple Lovers**
Filed: June 24, 2016
Published: December 13, 2016

APPLE INC.,	:	
	:	Opposition No.
Opposer,	:	
	:	
v.	:	**NOTICE OF OPPOSITION**
	:	
MICHAEL A. BOND DBA MULTIPLE TIER CONCEPTS,	:	
Applicant.	:	

APPLE INC. ("Opposer" or "Apple"), a corporation organized and existing under the laws of California with a principal place of business at 1 Infinite Loop, Cupertino, California 95014, believes that it will be damaged by the issuance of a registration for the mark Apple Lovers underlying Application Serial No. 87/083,382 for "jewelry" in International Class 14, and hereby opposes the same.

Apple alleges, with knowledge concerning its own acts, and on information and belief as to all other matters, the following grounds for its opposition:

1. Opposer is the world-famous designer, manufacturer, marketer, and distributor of watches, watch bands, watch straps, mobile communication and media devices, personal computers and portable digital music players, and it also sells a variety of related software, services, accessories, networking solutions and third-party digital content and applications. Opposer's APPLE brand, symbolized by its famous Apple Logo (depicted below), has been in use for decades and is one of the best known brands in the world, and Opposer has developed an

exceptionally large and devoted customer base.

2. Opposer designs, manufactures, markets, and distributes in interstate and international commerce a broad line of technology-related goods and services used in a variety of industries. Among Opposer's goods is its revolutionary APPLE WATCH wearable device.

3. Since at least as early as 1977, Opposer has extensively promoted, marketed, advertised, distributed, and sold goods and services in connection with a family of trademarks consisting, in whole or in part, of the word APPLE and a visual equivalent of the word, to wit a logo depicting a stylized apple, as shown below:

("Apple Logo") (collectively, "Apple Marks").

3. Opposer's family of Apple Marks comprises distinctive, arbitrary, and fanciful marks that have achieved an extraordinary level of fame and consumer recognition. As a result of Opposer's extensive advertising, promotion, and use of the Apple Marks in connection with a variety of goods and services, the Apple Marks have acquired enormous goodwill, and have come to be identified immediately with Opposer as the source of its goods and services.

4. The Apple Marks are famous under the Lanham Act, specifically 15 U.S.C. § 1125 *et seq*., and are among the most valuable trademarks in the world. The extraordinary level of fame and consumer recognition that the Apple Marks currently enjoy cannot be seriously disputed.

5. For many years, Opposer's APPLE brand (including the Apple Logo) has consistently been recognized as one of the world's most famous brands. In May 2016, *Forbes*

magazine ranked the APPLE brand as the world's most valuable brand for the sixth year in a row, with an estimated valuation of $154.1 billion, 87% more than second-ranked Google. Attached as **Exhibit 1** are printouts of *Forbes* magazine articles regarding its list of the most valuable brands from 2016, 2015, 2014, 2013, 2012, and 2011, obtained from its website.

6. In 2016, for the fifth consecutive year, Apple won the *Harris Interactive* "Brand of the Year" award in the tablet computer category, beating out its competitors. In 2016, Apple was also named the #1 brand in the categories of computer manufacturer, mobile operating system, operating system, smartphones, and online computer retailer. Attached as **Exhibit 2** is a printout of the *Harris Interactive* report obtained from the website at http://www.theharrispoll.com/business/2016-Brands-of-the-Year.html.

7. In addition, Interbrand has consistently recognized Opposer's APPLE brand in the top 50 of the world's most valuable brands, increasing in value each year. In 2013, Interbrand named the APPLE brand the most valuable brand in the world. Apple has maintained the top position also for the 2014, 2015, and 2016 rankings. Apple's rise to the number one position followed a jump from 8th (2011) to 2nd (2012), with the biggest growth in estimated brand value in Interbrand's 2012 rankings: 129%. Previously, the APPLE brand rose nine spots in Interbrand's rankings—from 17th (2010) to 8th (2011)—and increased in estimated brand value by 58%. Attached as **Exhibit 3** are copies of relevant pages of Interbrand's "Best Global Brands" rankings, in reverse chronological order from 2016 through 2010. Interbrand has given the APPLE brand the following rankings and U.S. dollar values over the past seven years:

i. 2016: valuing the APPLE brand as the most valuable brand in the world, with an estimated brand worth of U.S. $178.12 billion.

ii. 2015: valuing the APPLE brand as the most valuable brand in the world, with an estimated brand worth of U.S. $170.28 billion.

iii. 2014: valuing the APPLE brand as the most valuable brand in the world, with an estimated brand worth of U.S. $118.86 billion.

iv. 2013: valuing the APPLE brand as the most valuable brand in the world, with an estimated brand worth of U.S. $98.316 billion.

v. 2012: valuing the APPLE brand as the 2nd most valuable brand in the world, with an estimated brand worth of U.S. $76.568 billion.

vi. 2011: valuing the APPLE brand as the 8th most valuable brand in the world, with an estimated brand worth of U.S. $33.492 billion.

vii. 2010: valuing the APPLE brand as the 17th most valuable brand in the world, with an estimated brand worth of U.S. $21.143 billion.

8. Over the past eight years, Millward Brown Optimor ("MBO"), a leading market research and brand valuation and management company, has found APPLE to be one of the world's top brands in MBO's "Brandz™ Top 100 Most Valuable Global Brands," an annual assessment of the 100 most valuable brands in the world. In MBO's 2016 rankings, Opposer's APPLE brand was ranked as the world's second most valuable brand with a value of $228.5 billion. In 2015, Apple ranked as the world's most valuable brand. Apple~~,~~ also held the most valuable brand rank in 2011, 2012, and 2013. Opposer's APPLE brand ranked 2nd in 2014, 3rd in 2010, 6th in 2009, and 7th in 2008, clearly demonstrating that the APPLE brand has been recognized as one of the world's most valuable brands for nearly a decade. Attached as **Exhibit 4** are copies of relevant pages of MBO's rankings in reverse chronological order from 2016 through 2008.

9. Apple also has been widely recognized as an extremely valuable, innovative, and admired company. Each year since 2006, *Fortune Magazine* has published its list of "Most Admired Companies." Apple has featured prominently in those rankings each year, and for eight years in a row, from 2009 to 2016, Apple has been named the "World's Most Admired Company" of the year. Before 2009, *Fortune Magazine*'s list was limited to "America's Most

Admired Companies," and Apple also topped that list in 2008. Attached as **Exhibit 5** are true and correct copies of printouts of relevant pages of *Fortune Magazine*'s "Most Admired Companies" rankings in reverse chronological order from 2016 through 2008.

10. Opposer is the owner of numerous United States registrations on the Principal Register for the Apple Marks, including, without limitation, the following registrations:

TRADEMARK	REG. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
APPLE WATCH	4,783,437	Sep. 09, 2014 / July 28, 2015	**Class 14:** horological and chronometric instruments; watches; timepieces; chronographs for use as timepieces; chronometers; watchstraps; watch bands; cases for watches, and horological and chronometric instruments; parts for watches, and horological and chronometric instruments (first used anywhere: September 9, 2014 // first used in commerce: April 10, 2015) (priority filing date March 11, 2014)
WATCH	4,783,440	Sep. 10, 2014 / Jul. 28, 2015	**Class 14:** horological and chronometric instruments; watches; timepieces; chronographs for use as timepieces; chronometers; watchstraps; watch bands; cases for watches, and horological and chronometric instruments; parts for watches, and horological and chronometric instruments (first used anywhere: September 9, 2014 // first used in commerce: April 10, 2015) (priority filing date July 24, 2014)
WATCH EDITION	4,852,670	Jan. 23, 2015 / Nov. 10, 2015	**Class 14:** horological and chronometric instruments; watches; timepieces; chronographs for use as timepieces; chronometers; watchstraps; watch bands; cases for watches, and horological and chronometric instruments; parts for watches, and horological and chronometric instruments (first used anywhere: September 9, 2014 // first used in commerce: April 10, 2015) (priority filing date July 24, 2014)
WATCH SPORT	4,819,882	Jan. 23, 2015 / Sep. 22, 2015	**Class 14:** horological and chronometric instruments; watches; timepieces; chronographs for use as timepieces; chronometers; watchstraps; watch bands; cases for watches, and horological and chronometric instruments; parts for watches, and horological and chronometric instruments

TRADEMARK	REG. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
	4,885,796	Jun. 10, 2015 / Jan. 12, 2016	**Class 14:** horological and chronometric instruments; watches; timepieces; chronographs for use as timepieces; chronometers; watchstraps; watch bands; cases for watches, and horological and chronometric instruments; parts for watches, and horological and chronometric instruments (first used anywhere: September 9, 2014 // first used in commerce April 10, 2015)
	3,070,037	Aug. 22, 2002 / Mar. 21, 2006	**Class 14:** key rings of precious metal; badges (priority filing date under § 44(e) of February 26, 2002)
APPLE	1,078,312	March 25, 1977/ Nov. 29, 1977	**Class 9:** Computers and computer programs recorded on paper and tape (April 1976)
APPLE	3,928,818	May 3, 2007/ Mar. 8, 2011	**Class 9**: Computer hardware; computer hardware, namely, server, desktop, laptop and notebook computers; computer memory hardware; computer disc drives; optical disc drives; computer hardware, software and computer peripherals for communication between multiple computers and between computers and local and global computer networks; computer networking hardware; set top boxes; computer hardware and computer software for the reproduction, processing and streaming of audio, video and multimedia content; computer hardware and software for controlling the operation of audio and video devices and for viewing, searching and/or playing audio, video, television, movies, photographs and other digital images, and other multimedia content; computer monitors; liquid crystal displays; flat panel display monitors; computer keyboards, cables, modems; computer mice; electronic docking stations; stands specially designed for holding computer hardware and portable and handheld digital electronic devices; batteries; rechargeable batteries; battery chargers; battery packs; power adapters for computers; electrical connectors, wires, cables, and adaptors; wired and wireless remote controls for computers and portable and handheld digital electronic devices; headphones and earphones; stereo headphones; in-ear headphones; microphones; audio equipment for vehicles, namely, MP3 players; sound systems comprising remote controls, amplifiers, loudspeakers and components thereof; audio recorders; radio receivers; radio transmitters; personal digital assistants; portable digital audio and video players; electronic organizers; cameras; telephones; mobile phones; videophones; computer gaming machines,

TRADEMARK	REG. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
			namely, stand-alone video gaming machines; handheld and mobile digital electronic devices for the sending and receiving of telephone calls, electronic mail and other digital media; MP3 and other digital format audio and video players. portable and handheld digital electronic devices for recording, organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio and video files; a full line of electronic and mechanical parts and fitting for portable and handheld digital electronic devices for recording, organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio and video files, namely, headphones, microphones, remote controls, batteries, battery chargers, devices for hands-free use, keyboards, adapters; parts and accessories for mobile telephones, namely, mobile telephone covers, mobile telephone cases, mobile telephone covers made of cloth or textile materials, mobile telephone batteries, mobile telephone battery chargers, headsets for mobile telephones, devices for hands-free use of mobile telephones; carrying cases, sacks, and bags, all for use with computers and portable and handheld digital electronic devices; operating system programs; computer utility programs for computer operating systems; a full line of computer software for business, home, education, and developer use; computer software for use in organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio, and video files; computer programs for personal information management; database management software; character recognition software; electronic mail and messaging software; telecommunications software for connecting wireless devices, mobile telephones, handheld digital electronic devices, computers, laptop computers, computer network users, global computer networks; database synchronization software; computer programs for accessing, browsing and searching online databases; computer software to develop other computer software; computer software for use as a programming interface; computer software for use in network server sharing; local and wide area networking software. computer software for matching, correction, and reproduction of color; computer software for use in digital video and audio editing; computer software for use in enhancing text and graphics; computer software for use in font justification and font quality; computer software for use to navigate and search a global computer information network; computer

TRADEMARK	REG. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
			software for use in word processing and database management; word processing software incorporating text, spreadsheets, still and moving images, sounds and clip art; computer software for use in authoring, downloading, transmitting, receiving, editing, extracting, encoding, decoding, playing, storing and organizing audio, video, still images and other digital media; computer software for analyzing and troubleshooting other computer software; computer graphics software; computer search engine software; website development software; computer software for remote viewing, remote control, communications and software distribution within personal computer systems and across computer networks; computer programs for file maintenance and data recovery; computer software for recording and organizing calendars and schedules, to-do lists, and contact information; computer software for clock and alarm clock functionality; computer software and prerecorded computer programs for personal information management; electronic mail and messaging software; computer programs for accessing, browsing and searching online databases; computer software and firmware for operating system programs; blank computer storage media; user manuals in electronically readable, machine readable or computer readable form for use with, and sold as a unit with, all the aforementioned goods; instructional manuals packaged in association with the above (first use: Apr. 1, 1976)
	1,114,431	Mar. 20, 1978/ Mar. 6, 1979	**Class 9**: computers and computer programs recorded on paper and tape (first used Jan. 1977)
	3,679,056	Jan. 13, 2009/ Sept. 8, 2009	**Class 9**: Computers; computer hardware; computer peripherals; handheld computers; handheld mobile digital electronic devices for recording, organizing, transmitting, manipulating, and reviewing text, data, image, audio, and audiovisual files, for the sending and receiving of telephone calls, electronic mail, and other digital data, for use as a digital format audio player, handheld computer, personal digital assistant, electronic organizer, electronic notepad, camera, and global positioning system (GPS) electronic navigation device; digital audio and video recorders and players; personal digital assistants; electronic organizers; cameras;

TRADEMARK	REG. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
			telephones; mobile phones; satellite navigational systems, namely, global positioning systems (GPS); electronic navigational devices, namely, global positioning satellite (GPS) based navigation receivers; computer game machines for use with external display screens, monitors, or televisions; a full line of accessories and parts for the aforementioned goods; stands, covers, cases, holsters, power adaptors, and wired and wireless remote controls for the aforementioned goods; computer memory hardware; computer disc drives; optical disc drives; computer networking hardware; computer monitors; flat panel display monitors; computer keyboards; computer cables; modems; computer mice; electronic docking stations; set top boxes; batteries; battery chargers; electrical connectors, wires, cables, and adaptors; devices for hands-free use; headphones; earphones; ear buds; audio speakers; microphones; and headsets; a full line of computer software for business, home, education, and developer use; user manuals for use with, and sold as a unit with, the aforementioned goods. downloadable audio and video files, movies, ring tones, video games, television programs, pod casts and audio books via the internet and wireless devices featuring music, movies, videos, television, celebrities, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, current events and topics of general interest (first use: Jan. 31, 1977)
	2,715,578	July 1, 2002/ May 13, 2003	**Class 9**: Computers hardware; computer hardware, namely, server, desktop, laptop, notebook and subnotebook computers; hand held and mobile computers; computer [terminals and] monitors; personal digital assistants; portable digital audio players; electronic organizers; computer keyboards, cables, audio speakers; computer video control devices, namely, computer mice, a full line of computer software for business, home, education, and developer use; computer programs for personal information management; database management software; electronic mail and messaging software; database synchronization software; computer programs for accessing, browsing and searching online databases; operating system software; application development tool programs; blank computer storage media; fonts, typefaces, type designs and symbols recorded on magnetic media; computer software for use in providing multiple user access to a global computer information network for searching, retrieving, transferring, manipulating and disseminating a wide range of information;

TRADEMARK	REG. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
			computer software for use as a programming interface; computer software for use in network server sharing; local and wide area networking software; computer software for matching, correction, and reproduction of color; computer software for use in digital video and audio editing; computer software for use in enhancing text and graphics; computer software for use in font justification and font quality; computer software for use to navigate and search a global computer information network, as well as to organize and summarize the information retrieved. computer software for use in word processing and database management; word processing software incorporating text, spreadsheets, still and moving images, sounds and clip art; computer software for use in authoring, downloading, transmitting, receiving, editing, extracting, encoding, decoding, playing, storing and organizing audio, video, still images and other digital data; computer software for analyzing and troubleshooting other computer software; children's educational software; computer game software; computer graphics software; web site development software; computer program which provides remote viewing, remote control, communications and software distribution within personal computer systems and across computer network; computer programs for file maintenance and data recovery; computer peripherals; instructional manuals packaged in association with the above (first use: Jan. 1, 1977)

Copies of the registration certificates and print-outs from the United States Patent and Trademark Office online database for the above-identified registrations are annexed as **Exhibit 6**.

11. The above-identified registrations are valid and in full force and effect. Indeed, affidavits have been filed and accepted pursuant to Sections 8 and 15 of the Lanham Act for Registration Nos. 1,078,312, 1,114,431, 2,715,578, 3,070,037, and 3,679,056, rendering such registrations incontestable.

12. Notwithstanding Apple's prior rights, and well after Apple's Apple Marks had become famous, Applicant Michael A. Bond dba Multiple Tier Concepts ("Applicant") filed

Application Serial No. 87/083,382, on June 24, 2016, to register the Apple Lovers mark ("Applicant's Mark") for "jewelry," in International Class 14 ("Applicant's Goods").

13. Apple is timely filing this Notice of Opposition.

14. There is no issue as to priority. Apple began using the Apple Marks in commerce at least as early as 1976, well prior to the June 24, 2016, filing date of Applicant's intent-to-use application.

15. Consumers encountering the Apple Lovers mark, particularly in connection with Applicant's Goods, would be likely to associate the mark with Apple. Specifically, the first word in Applicant's Mark is Opposer's famous APPLE mark, which Applicant's Mark incorporates in its entirety. Applicant's Mark is thus visually and phonetically similar to Opposer's famous APPLE mark.

16. In addition, because the dominant portion of Applicant's Mark and the Apple Marks is the word APPLE, the parties' marks are conceptually similar and create the same commercial impression. Applicant's addition of the term "Lovers" does not reduce, but instead exacerbates, the likelihood of confusion. This is because consumers are likely to view the Apple Lovers mark as signifying an extension of the APPLE brand. Indeed, given the fame of the Apple Marks and Apple's large and devoted customer base, consumers are likely to believe that Applicant's Mark references Apple "Lovers", *i.e.*, devotees of APPLE products.

17. Moreover, Applicant's Goods of "jewelry" encompass Apple's registered goods of watch bands, watchstraps, watches, timepieces, chronographs for use as timepieces, chronometers, and horological and chronometric instruments. *See* Reg. Nos. 4,783,437, 4,783,440, 4,852,670, 4,819,882, 4,885,796. The parties' goods therefore are legally identical.

Attached as **Exhibit 7** are printouts of Apple's bracelet watch bands, *Hermés* watch straps, and other bands and straps, all from Apple's www.apple.com website.

18. In light of Apple's strong recognition as a provider of a broad array of goods, including bracelet watch bands, watchstraps, watches, and timepieces, consumers encountering Applicant's Apple Lovers mark, which evokes a highly similar commercial impression as the Apple Marks evoke, in connection with similar/identical goods, would be likely to believe Applicant's Goods are associated with or provided by Apple.

19. Lending further support to likelihood of consumer confusion is the fact that Applicant's Goods are not limited to any particular channel of trade, and, therefore, it may be presumed that Applicant's Goods will be offered through the same channels of trade as the goods covered by Apple's prior registrations.

20. Apple would be damaged by the registration of Applicant's Mark because Applicant's Mark so closely resembles the Apple Marks as to be likely to cause confusion, mistake, or deception in the minds of consumers as to the origin or source of Applicant's Goods or the affiliation between Applicant and Apple, in violation of Section 2(d) of the Lanham Act, 15 U.S.C. § 1052(d). Furthermore, if consumers have complaints about Applicant's Goods offered under Applicant's Mark (such as inferior quality or defects) and believe those goods are associated with Apple, Apple would suffer serious injury to its reputation.

21. Apple also would be damaged by registration of Applicant's Mark because the mark is likely to cause dilution of the distinctiveness of the famous Apple Marks by eroding consumers' exclusive identification of the Apple Marks with Opposer, and by otherwise lessening the capacity of Opposer's Marks to identify and distinguish the goods and services of Opposer, in violation of Section 43(c)(1) of the Lanham Act, 15 U.S.C. § 1125(c)(1).

22. Specifically, Applicant's Mark is likely to cause dilution by blurring of the famous Apple Marks based on a number of relevant considerations including, without limitation, the following:

(a) Applicant's Apple Lovers mark is highly similar to the Apple Marks in that it incorporates Opposer's famous APPLE mark in its entirety, adding only the subordinate term "Lovers";

(b) The Apple Marks are inherently distinctive in relation to Opposer's goods and were inherently distinctive and in fact famous prior to the filing date of Applicant's intent-to-use application;

(c) Opposer has engaged in substantially exclusive use of the Apple Marks in connection with Opposer's goods; and

(d) As detailed above at paragraphs 4 through 9, the Apple Marks are famous and had been so long prior to the filing date of Applicant's intent-to-use application.

23. If Applicant is granted the registration herein opposed, he would thereby obtain a *prima facie* exclusive right to use Applicant's Mark in connection with Applicant's Goods. Such registration would be a source of damage and injury to Opposer.

WHEREFORE, Opposer requests that this opposition be sustained and that the registration of Application Serial No. 87/083,382 in connection with Applicant's Goods be denied.

The opposition fee in the amount of $400.00 for an opposition in one class is filed herewith. If for any reason this amount is insufficient, it is requested that Opposer's attorneys'

Deposit Account No. 20-1430 be charged with any deficiency. This paper is filed electronically.

Dated: Menlo Park, California
April 12, 2017

Respectfully submitted,

KILPATRICK TOWNSEND & STOCKTON LLP

By: */s/ Joseph Petersen*

Joseph Petersen
1080 Marsh Road
Menlo Park, CA 94025
Telephone: (650) 326-2400
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Attorneys for Opposer Apple Inc.

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

In the Matter of Application Serial No. **87/083,382**
For the mark: **Apple Lovers**
Filed: June 24, 2016
Published: December 13, 2016

APPLE INC.,	:	
	:	Opposition No.
Opposer,	:	
	:	
v.	:	**NOTICE OF OPPOSITION**
	:	
MICHAEL A. BOND DBA MULTIPLE TIER CONCEPTS,	:	
Applicant.	:	

CERTIFICATE OF TRANSMITTAL

I hereby certify that a true copy of the foregoing NOTICE OF OPPOSITION is being filed electronically with the TTAB via ESTTA on this day, April 12, 2017.

/s/ *Alberto Garcia*
Alberto Garcia

UNITED STATES PATENT AND TRADEMARK OFFICE
Trademark Trial and Appeal Board
P.O. Box 1451
Alexandria, VA 22313-1451
General Contact Number: 571-272-8500

nmt

Mailed: July 25, 2017

Opposition No. 91233981

Apple Inc.

v.

Michel A. Bond dba Multiple Tier Concepts

By the Trademark Trial and Appeal Board:

On June 2, 2017, the Board issued a notice of default to Applicant because no answer had been filed.

No response to the notice of default has been filed.

Accordingly, judgment by default is hereby entered against Applicant, the opposition is sustained, and registration to Applicant is refused. *See* Fed. R. Civ. P. 55(b), and Trademark Rule 2.106(a).

Trademark Trial and Appeal Board Electronic Filing System. http://estta.uspto.gov

ESTTA Tracking number: **ESTTA786219**

Filing date: **11/30/2016**

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

Notice of Opposition

Notice is hereby given that the following party opposes registration of the indicated application.

Opposer Information

Name	Apple Inc.
Granted to Date of previous extension	11/30/2016
Address	1 Infinite Loop Cupertino, CA 95014 UNITED STATES

Attorney information	Joseph Petersen Kilpatrick Townsend & Stockton LLP 1080 Marsh Road Menlo Park,, CA 94025 UNITED STATES jpetersen@kilpatricktownsend.com, ssurachman@kilpatricktownsend.com, prosenberg@ktslaw.com, Agarcia@ktslaw.com, tmadmin@kilpatricktownsend.com Phone:(650) 326-2400

Applicant Information

Application No	79182207	Publication date	08/02/2016
Opposition Filing Date	11/30/2016	Opposition Period Ends	11/30/2016
International Registration No.	1286937	International Registration Date	12/10/2015
Applicant	LIN, Jinguo No. 53, Dongsheng New Village, CHINA		

Goods/Services Affected by Opposition

Class 027. First Use: 0 First Use In Commerce: 0
All goods and services in the class are opposed, namely: Pillow mats; reed mats; door mats; gymnasium mats; bath mats; non-slip mats; floor mats

Grounds for Opposition

Priority and likelihood of confusion	Trademark Act Section 2(d)
Dilution by blurring	Trademark Act Sections 2 and 43(c)

Marks Cited by Opposer as Basis for Opposition

U.S. Registration No.	1078312	Application Date	03/25/1977

Registration Date	11/29/1977	Foreign Priority Date	NONE
Word Mark	APPLE		
Design Mark			
Description of Mark	NONE		
Goods/Services	Class 009. First use: First Use: 1976/04/00 First Use In Commerce: 1976/04/00 COMPUTERS AND COMPUTER PROGRAMS RECORDED ON PAPER AND TAPE		

U.S. Registration No.	1114431	Application Date	03/20/1978
Registration Date	03/06/1979	Foreign Priority Date	NONE
Word Mark	NONE		
Design Mark			
Description of Mark	THE MARK CONSISTS OF A SILHOUETTE OF ANAPPLE WITH A BITE RE-MOVED.		
Goods/Services	Class 009. First use: First Use: 1977/01/00 First Use In Commerce: 1977/01/00 COMPUTERS AND COMPUTER PROGRAMS RECORDED ON PAPER AND TAPE		

U.S. Registration No.	3084491	Application Date	04/26/2004
Registration Date	04/25/2006	Foreign Priority Date	11/04/2003
Word Mark	NONE		

Design Mark	
Description of Mark	NONE
Goods/Services	Class 009. First use: First Use: 0 First Use In Commerce: 0 electronic apparatus and software therefor for downloading, transmitting, receiving, playing, storing and organizing audio, video and navigation data for use in automobiles [, railway cars][and engines,] [ships and planes]; sound effect generators and instruments comprised of computer hardware and software Class 012. First use: First Use: 0 First Use In Commerce: 0 [automobiles] Class 015. First use: First Use: 0 First Use In Commerce: 0 Electric and electronic musical instruments; musical instruments adapted to programmed system sequences; electronic pianos, electronic keyboard instruments; electric or electronic percussion or drum systems comprised of computer hardware and software; music and sound synthesizers; electronic tone generators; musical instruments controlled by computer software

U.S. Registration No.	3679056	Application Date	01/13/2009
Registration Date	09/08/2009	Foreign Priority Date	NONE
Word Mark	NONE		

Design Mark	
Description of Mark	The mark consists of the design of an apple with a bite removed.
Goods/Services	Class 009. First use: First Use: 1977/01/31 First Use In Commerce: 1977/01/31 Computers; computer hardware; computer peripherals; handheld computers; handheld mobile digital electronic devices for recording, organizing, transmitting, manipulating, and reviewing text, data, image, audio, and audiovisual files, for the sending and receiving of telephone calls, electronic mail, and other digital data, for use as a digital format audio player, handheld computer, personal digital assistant, electronic organizer, electronic notepad, camera, and global positioning system (GPS) electronic navigation device; digital audio and video recorders and players; personal digital assistants; electronic organizers; cameras; telephones; mobile phones; satellite navigational systems, namely, global positioning systems (GPS); electronic navigational devices, namely, global positioning satellite (GPS) based navigation receivers; computer game machines for use with external display screens, monitors, or televisions; a full line of accessories and parts for the aforementioned goods; stands, covers, cases, holsters, power adaptors, and wired and wireless remote controls for the aforementioned goods; computer memory hardware; computer disc drives; optical disc drives; computer networking hardware; computer monitors; flat panel display monitors; computer keyboards; computer cables; modems; computer mice; electronic docking stations; set top boxes; batteries; battery chargers; electrical connectors, wires, cables, and adaptors; devices for hands-free use; headphones; earphones; ear buds; audio speakers; microphones; and headsets; a full line of computer software for business, home, education, and developer use; user manuals for use with, and sold as a unitwith, the aforementioned goods; downloadable audio and video files, movies, ring tones, video games, television programs, pod casts and audio books via the internet and wireless devices featuring music, movies, videos, television, celebrities, sports, news, history, science, politics, comedy, children's entertainment,animation, culture, current events and topics of general interest

U.S. Registration No.	4969782	Application Date	01/26/2015
Registration Date	05/31/2016	Foreign Priority Date	07/31/2014

Word Mark	WORKS WITH APPLE CARPLAY
Design Mark	
Description of Mark	The mark consists of a white rectangle outlined in gray containing the words "WORKS WITH" in gray above "APPLE CARPLAY"in black on the right side, and a design on the left which consists of a green square with rounded edges containing a white semi-circle and white triangle.
Goods/Services	Class 009. First use: First Use: 2014/07/22 First Use In Commerce: 2014/07/22 Computer peripheral devices; computer hardware; car audio apparatus, namely, radio receivers, audio receivers, stereo receivers, and devices for hands-free useof mobile phones; global positioning system (GPS) devices; computer software, namely, computer software used for the control of communication devices by voice command, and computer operating softwareallowing a motor vehicle driver to operate the telephone, messaging, navigation, and audio player functions of a mobiledevice using vehicle controls; global positioning system (GPS) computer software; computer software for providing information in the fields of travel and tourism, travel planning, navigation, travel route planning, geographic locations, destinations, transportation and traffic information, and for providing driving and walking directions, customized mappingof locations, street atlas information,electronic map display, and destinationinformation

U.S. Registration No.	4885796	Application Date	06/10/2015
Registration Date	01/12/2016	Foreign Priority Date	NONE
Word Mark	NONE		
Design Mark			
Description of Mark	The mark consists of the design of an apple with a bite removed.		

Goods/Services	Class 014. First use: First Use: 2014/09/09 First Use In Commerce: 2015/04/10 Horological and chronometric instruments; watches; timepieces; chronographs foruse as timepieces; chronometers; watchstraps; watch bands; cases for watches, and horological and chronometric instruments; parts for watches, and horological and chronometric instruments

U.S. Registration No.	3070036	Application Date	08/22/2002
Registration Date	03/21/2006	Foreign Priority Date	02/26/2002
Word Mark	NONE		
Design Mark			
Description of Mark	NONE		
Goods/Services	Class 018. First use: First Use: 0 First Use In Commerce: 0 Cases, namely, attache cases, business card cases, business cases, calling cardcases, [catalog cases, credit card cases,] document cases, [key cases, train cases and overnight cases; cases, namely, vanity, toiletry, cosmetic and lipstick cases sold empty;] bags, namely, all purpose sports and athletic bags, [beach bags,] book bags, carry-on bags, [cosmeticbags sold empty, duffel bags, garment bags for travel, leather and mesh shopping bags, overnight bags,] school bags, school book bags, [shoe bags for travel,] shoulder bags, [souvenir bags, suit bags, tote bags and travel bags; wallets; purses;] umbrellas[; walking sticks; credit card holders]		

Attachments	73162799#TMSN.png(bytes) 78408365#TMSN.png(bytes) 77648705#TMSN.png(bytes) 86514929#TMSN.png(bytes) 86658546#TMSN.png(bytes) 78156887#TMSN.png(bytes) APPLE CAR Notice of Opposition - US Jinguo Lin Class 27.pdf(71842 bytes) Exhibit 1 - to NOO - APPLE CAR.pdf(852453 bytes)

	Exhibit 2 - to NOO - APPLE CAR.pdf(1970265 bytes) Exhibit 3 - to NOO - APPLE CAR.pdf(2306388 bytes) Exhibit 4 - to NOO - APPLE CAR.pdf(4143523 bytes) Exhibit 5 - to NOO - APPLE CAR.pdf(1518492 bytes) Exhibit 6 - to NOO - APPLE CAR.pdf(2814827 bytes)

Certificate of Service

The undersigned hereby certifies that a copy of this paper has been served upon all parties, at their address record by First Class Mail on this date.

Signature	/Joseph Petersen/
Name	Joseph Petersen
Date	11/30/2016

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

In the Matter of Application Serial No. **79/182,207**
For the mark: **APPLE CAR**
Filed: December 10, 2015
Published: August 2, 2016

APPLE INC.,	:	
	:	Opposition No.
Opposer,	:	
	:	
v.	:	**NOTICE OF OPPOSITION**
	:	
JINGUO LIN,	:	
	:	
Applicant.	:	

APPLE INC. ("Opposer" or "Apple"), a corporation organized and existing under the laws of California with a principal place of business at 1 Infinite Loop, Cupertino, California 95014, believes that it will be damaged by the issuance of a registration for the APPLE CAR mark underlying Application Serial No. 79/182,207 ("Applicant's Mark") for goods in Class 27, and hereby opposes the same.

As grounds for its opposition, Opposer alleges as follows, with knowledge concerning its own acts, and on information and belief as to all other matters:

1. Opposer is the world-famous designer, manufacturer, and distributor of personal computers, mobile communication and media devices, digital media players, and many other goods and services, and Opposer's APPLE brand is one of the best known brands in the world. Opposer designs, manufactures, and/or markets in interstate and international commerce a broad line of technology-related goods and services used in a variety of industries.

2. Beginning with the introduction of its first personal computer in 1976, Opposer has always been on the forefront of cutting-edge technology. Throughout its forty-year history, Opposer has launched an array of ground-breaking computing products, services, and accessories, including its famous IPHONE, IPAD, and IPOD devices and its ITUNES service. Consumers commonly use Opposer's products in their automobiles, leading Opposer to introduce in March 2014 another revolutionary product: the APPLE CARPLAY software.

3. Opposer's APPLE CARPLAY software, which is available on over 100 automobile models, provides drivers with an easier and thus safer way to use their IPHONE devices while driving. With Opposer's APPLE CARPLAY software, drivers can access their IPHONE device through their automobile's built-in display unit, allowing them to easily get directions, make calls, send and receive messages, and listen to Opposer's APPLE MUSIC service or music in their ITUNES library, all while staying focused on the road. The APPLE CARPLAY software is just one example of how Opposer's software and devices have become an increasingly important component of automobiles, as the automotive industry increasingly intersects with the technology sector.

4. Since at least as early as 1977, Opposer has extensively promoted, marketed, advertised, distributed, sold and/or rendered goods and services in connection with a family of trademarks consisting, in whole or in part, of the word APPLE and/or a visual equivalent of the word, to wit a logo depicting a stylized apple with a "bite" and a detached leaf, as shown below:

(the "Apple Logo") (collectively, the "Apple Marks").

5. Opposer's family of Apple Marks comprises distinctive, arbitrary, and fanciful marks that have achieved an extraordinary level of fame and consumer recognition. As a result of Opposer's extensive advertising, promotion, and use of the Apple Marks in connection with a variety of goods and services, the Apple Marks have acquired enormous goodwill, and have come to be immediately identified with Opposer as the source of its goods and services. Given the fame of the Apple Marks, consumers overwhelmingly associate an APPLE formative word mark with Apple and its wide variety of technology-related goods and services used in a variety of industries.

6. The Apple Marks are famous under the Lanham Act, specifically 15 U.S.C. § 1125 *et seq*., and are among the most valuable trademarks in the world. The extraordinary level of fame and consumer recognition that the Apple Marks currently enjoy cannot be seriously disputed.

7. For many years, Opposer's APPLE brand (including the Apple Logo) has consistently been recognized as one of the world's most famous brands. In May 2016, *Forbes* magazine ranked the APPLE brand as the world's most valuable brand for the sixth year in a row, with an estimated valuation of $154.1 billion, 87% more than second-ranked Google. Attached as **Exhibit 1** are printouts of *Forbes* magazine's articles regarding its list of the most valuable brands from 2016, 2015, 2014, 2013, 2012, and 2011, obtained from its website.

8. In 2016, for the fifth consecutive year, Apple won the *Harris Interactive* "Brand of the Year" award in the tablet computer category, beating out its competitors, and was also named the #1 brand in the categories of computer manufacturer, mobile operating system, operating system, smartphones, and online computer retailer. Attached as **Exhibit 2** is a printout

of the *Harris Interactive* report obtained from the website at http://www.theharrispoll.com/business/2016-Brands-of-the-Year.html.

9. In addition, Interbrand has consistently recognized Opposer's APPLE brand as belonging in the top 50 of the world's most valuable brands, increasing in value each year. In 2013, the APPLE brand took the top spot for the first time as the most valuable brand in the world, and has maintained this number one position for the 2014, 2015, and 2016 rankings. The rise to the number one position came after an increase in Apple's position in 2012 from 8th (2011) to 2nd (2012), with the biggest growth in estimated brand value in Interbrand's 2012 rankings: 129%. Previously, the APPLE brand rose nine spots in Interbrand's rankings—from 17th (2010) to 8th (2011)—and increased in estimated brand value by 58%. Attached as **Exhibit 3** are copies of relevant pages of Interbrand's "Best Global Brands" rankings, in reverse chronological order from 2016 through 2010. Interbrand has given the APPLE brand the following rankings and U.S. dollar values over the past six years:

i. 2016: valuing the APPLE brand as the most valuable brand in the world, with an estimated brand worth of U.S. $178.12 billion.

ii. 2015: valuing the APPLE brand as the most valuable brand in the world, with an estimated brand worth of U.S. $170.28 billion.

iii. 2014: valuing the APPLE brand as the most valuable brand in the world, with an estimated brand worth of U.S. $118.86 billion.

iv. 2013: valuing the APPLE brand as the most valuable brand in the world, with an estimated brand worth of U.S. $98.316 billion.

v. 2012: valuing the APPLE brand as the 2nd most valuable brand in the world, with an estimated brand worth of U.S. $76.568 billion.

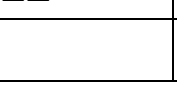
vi. 2011: valuing the APPLE brand as the 8th most valuable brand in the world, with an estimated brand worth of U.S. $33.492 billion.

vii. 2010: valuing the APPLE brand as the 17th most valuable brand in the world, with an estimated brand worth of U.S. $21.143 billion.

10. Over the past eight years, Millward Brown Optimor ("MBO"), a leading market research and brand valuation and management company, has found APPLE to be one of the world's top brands in MBO's "Brandz™ Top 100 Most Valuable Global Brands," an annual assessment of the 100 most valuable brands in the world. In MBO's 2016 rankings, Opposer's APPLE brand was ranked as the world's second most valuable brand with a value of $228.5 billion. In 2015, Apple ranked as the world's most valuable brand, a rank it also held in 2011, 2012, and 2013. Opposer's APPLE brand ranked 2nd in 2014, 3rd in 2010, 6th in 2009, and 7th in 2008, clearly demonstrating that the APPLE brand has been recognized as one of the world's most valuable brands for nearly a decade. Attached as **Exhibit 4** are copies of relevant pages of MBO's rankings in reverse chronological order from 2016 through 2008.

11. Opposer also has been widely recognized as an extremely valuable, innovative, and admired company. Each year since 2006, *Fortune Magazine* has published its list of "Most Admired Companies." Opposer has featured prominently in these rankings each year, and for eight years in a row from 2009 to 2016, it was named the "World's Most Admired Company" for the year. Before 2009, *Fortune Magazine*'s list was limited to "America's Most Admired Companies," and Opposer also topped this list in 2008. Attached as **Exhibit 5** are true and correct copies of printouts of relevant pages of *Fortune Magazine*'s "Most Admired Companies" rankings in reverse chronological order from 2016 through 2008.

12. Opposer is the owner of numerous United States registrations on the Principal Register for the Apple Marks, including, without limitation, the following registrations:

TRADEMARK	REG./APP. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
APPLE	1,078,312	Mar. 25, 1977/ Nov. 29, 1977	**Class 9**: Computers and computer programs recorded on paper and tape. (first used April 1976)
	1,114,431	Mar. 20, 1978/ Mar. 6, 1979	**Class 9**: Computers and computer programs recorded on paper and tape (first used Jan. 1977)

TRADEMARK	REG./APP. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
	3,084,491	Apr. 26, 2004/ Apr. 25, 2006	**Class 9**: Electronic apparatus and software therefor for downloading, transmitting, receiving, playing, storing and organizing audio, video and navigation data for use in automobiles, railway cars, ships and planes; sound effect generators and instruments comprised of computer hardware and software (no claimed first-use date, based on 44(e)(foreign registration))
	3,679,056	Jan. 13, 2009/ Sept. 8, 2009	**Class 9**: Computers; computer hardware; computer peripherals; handheld computers; handheld mobile digital electronic devices for recording, organizing, transmitting, manipulating, and reviewing text, data, image, audio, and audiovisual files, for the sending and receiving of telephone calls, electronic mail, and other digital data, for use as a digital format audio player, handheld computer, personal digital assistant, electronic organizer, electronic notepad, camera, and global positioning system (GPS) electronic navigation device; digital audio and video recorders and players; personal digital assistants; electronic organizers; cameras; telephones; mobile phones; satellite navigational systems, namely, global positioning systems (GPS); electronic navigational devices, namely, global positioning satellite (GPS) based navigation receivers; computer game machines for use with external display screens, monitors, or televisions; a full line of accessories and parts for the aforementioned goods; stands, covers, cases, holsters, power adaptors, and wired and wireless remote controls for the aforementioned goods; computer memory hardware; computer disc drives; optical disc drives; computer networking hardware; computer monitors; flat panel display monitors; computer keyboards; computer cables; modems; computer mice; electronic docking stations; set top boxes; batteries; battery chargers; electrical connectors, wires, cables, and adaptors; devices for hands-free use; headphones; earphones; ear buds; audio speakers; microphones; and headsets; a full line of computer software for business, home, education, and developer use; user manuals for use with, and sold as a unit with, the aforementioned goods; downloadable audio and

TRADEMARK	REG./APP. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
			video files, movies, ring tones, video games, television programs, pod casts and audio books via the internet and wireless devices featuring music, movies, videos, television, celebrities, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, current events and topics of general interest (first used Jan. 31, 1977)
	4,969,782	Jan. 26, 2015/ May 31, 2016	**Class 9**: Computer peripheral devices; computer hardware; car audio apparatus, namely, radio receivers, audio receivers, stereo receivers, and devices for hands-free use of mobile phones; global positioning system (GPS) devices; computer software, namely, computer software used for the control of communication devices by voice command, and computer operating software allowing a motor vehicle driver to operate the telephone, messaging, navigation, and audio player functions of a mobile device using vehicle controls; global positioning system (GPS) computer software; computer software for providing information in the fields of travel and tourism, travel planning, navigation, travel route planning, geographic locations, destinations, transportation and traffic information, and for providing driving and walking directions, customized mapping of locations, street atlas information, electronic map display, and destination information (first used July 22, 2014)
	4,885,796	Jun. 10, 2015/ Sep. 9, 2014	**Class 14**: Horological and chronometric instruments; watches; timepieces; chronographs for use as timepieces; chronometers; watchstraps; watch bands; cases for watches, and horological and chronometric instruments; parts for watches, and horological and chronometric (first used Sep. 9, 2014)
	3,070,036	Aug. 22, 2002/ Mar. 21, 2006	**Class 18**: Cases, namely, attache cases, business card cases, business cases, calling card cases, document cases, bags, namely, all purpose sports and athletic bags, book bags, carry-on bags, school bags, school book bags, shoulder bags, umbrellas (no claimed first use date, based on 44(d) (foreign registration))

Copies of the registration certificates and print-outs from the United States Patent and Trademark Office online database for the above-identified registrations are annexed as **Exhibit 6**.

13. The above-identified registrations are valid and in full force and effect. Indeed, affidavits have been filed and accepted pursuant to Sections 8 and 15 of the Lanham Act for Registration Nos. 1,078,312; 1,114,431; 3,084,491; 3,679,056; and 3,070,036, rendering such registrations incontestable.

14. In addition, Opposer is the owner of the following United States trademark applications.

TRADEMARK	APP. NO./ Status	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
APPLE CARPLAY	86/364,433 Status: Suspended	August 12, 2014	**Class 9**: Computers; computer peripheral devices; computer hardware; handheld digital electronic devices and software related thereto; handheld mobile digital electronic devices capable of providing access to the Internet and for software related thereto; radios, radio transmitters and receivers; car audio apparatus; earphones, headphones; audio speakers; microphones; audio components and accessories; global positioning system (GPS) devices; telephones; wireless communication devices for voice, data or image transmission; global positioning system (GPS) computer software; computer software for travel and tourism, travel planning, navigation, travel route planning, geographic, destination, transportation and traffic information, driving and walking directions, customized mapping of locations, street atlas information, electronic map display, and destination information computer software for use in organizing, transmitting and reviewing text, data, audio files, and video files in connection with audio players, video players, media players, telephones, and handheld digital electronic devices; computer software for use on handheld mobile digital electronic devices and other consumer electronics; downloadable pre-recorded audio and audiovisual content, information, and commentary; downloadable electronic books, magazines, periodicals, newsletters, newspapers, journals, and other publications; character recognition software; voice recognition software; electronic mail and messaging software; navigational instruments (priority date of Feb. 24, 2014)
CARPLAY	86/124,275 Status: Allowed	November 20, 2013	**Class 9:** Computers; computer peripheral devices; computer hardware; handheld digital electronic devices for Internet access, for use as a handheld computer, digital format audio and video player, personal digital assistant, electronic organizer,

TRADEMARK	APP. NO./ Status	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
			electronic notepad, electronic book reader, global positioning system (GPS) device, and camera, and for sending, receiving, and storing telephone calls and/or electronic mail and other digital data; MP3 and other digital format audio players; digital audio recorders; digital video recorders and players; radios and radio transmitters; car audio apparatus, namely, adapters, docking stations, and audio and video players; earphones, headphones; audio speakers; microphones; global positioning system (GPS) devices; telephones; wireless communication devices for voice, data or image transmission; electrical cables; apparatus for data storage, namely, computer hardware for data storage and blank digital storage media; graphical user interface software; computer and electronic game software; computer software for providing travel and tourism information, travel planning, and customized mapping of locations; component parts and electronic testing apparatus for all of the aforesaid goods; covers, bags and cases adapted or shaped to contain all of the aforesaid goods; electronic navigational instruments (priority date of May 20, 2013) **Class 39**: GPS navigation services; travel and tourism information and guide services; travel route planning; transportation and traffic information; providing a web site and an online searchable computer database with travel, tourism, geographic, and travel destination information, maps, travel route planning, transportation, and traffic information, and driving and walking directions; providing interactive maps; consultation in connection with tourism, travel, and transportation (priority date of May 20, 2013) **Class 42**: Computer programming; design and development of computer hardware and software; providing online non-downloadable software for providing travel and tourism information, travel planning, navigation, travel route planning, geographic, destination, transportation and traffic information, driving and walking directions, customized mapping of locations, street atlas information, electronic map display, and destination information; providing search engines for obtaining data via the internet and other electronic communications networks; computer services, namely, creating computer network-based indexes of online information, sites and other resources available on global computer networks for others; electronic data storage services; electronic storage of data, text, images, audio, and

TRADEMARK	APP. NO./ Status	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
			video; cartography and mapping services; information, advisory and consultancy services relating to all the aforesaid (priority date of May 20, 2013)

15. Notwithstanding Opposer's prior rights, and well after Opposer's Apple Marks became distinctive and famous, on December 10, 2015, Jinguo Lin ("Applicant") filed Application Serial No. 79/182,207 to register the APPLE CAR mark for "[p]illow mats; reed mats; door mats; gymnasium mats; bath mats; non-slip mats; [and] floor mats," in Class 27 ("Applicant's Goods"). Applicant's Application Serial No. 79/182,207 constitutes a request for extension of protection of International Registration No. 1,286,937 to the United States, filed under Trademark Act § 66(a) ("the Madrid Protocol Filing").

16. Opposer is timely filing this Notice of Opposition.

17. There is no issue as to priority. Opposer began using the Apple Marks in commerce at least as early as 1976, well prior to Applicant's filing date of December 10, 2015. Applicant's Madrid Protocol Filing does not claim an earlier priority date.

Likelihood of Confusion

18. Consumers encountering Applicant's Mark, particularly in connection with Applicant's Goods, are likely to associate the mark with Opposer and its Apple Marks. Applicant's Mark is highly similar to the Apple Marks in appearance, sound, and meaning, and the parties' marks also convey the same commercial impression. For example, Applicant's Mark incorporates Opposer's famous APPLE word mark in its entirety, merely adding the non-distinctive term "CAR," which is insufficient to distinguish the parties' the marks in any meaningful way. Applicant's APPLE CAR mark is also almost identical to Apple's APPLE CARPLAY mark, simply leaving out the term "PLAY." Indeed, consumers familiar with

Opposer's goods and services will assume, incorrectly, that APPLE CAR is an extension of Opposer's APPLE brand or that Applicant's Goods are sponsored by or otherwise affiliated with Opposer.

19. The potential for confusion is enhanced by the fact that Applicant has applied to register its APPLE CAR mark for goods that are highly related and/or complementary to Opposer's goods and services. Applicant's Goods comprise a variety of coverings such as floor mats and non-slip mats, which are highly related or complementary to many of the goods Apple offers under its prior registrations for the APPLE word mark and the Apple Logo. These include, for example, "stands, covers, cases, [and] holsters" (Reg. No. 3,679,056), "mobile telephone covers made of cloth or textile materials" (Reg. No. 3,928,818), "cases for watches" (Reg. No. 4,885,796), and a wide variety of cases and bags (Reg. No. 3,070,036). Because consumers regularly use these goods, and Opposer's other goods and services (which include car audio equipment, GPS devices, navigation software, and hands-free devices) in their automobiles, consumers coming across Applicant's APPLE CAR mark in connection with Applicant's Goods will mistakenly associate those goods with Opposer.

20. On information and belief, Applicant selected its mark with the intention of calling Opposer to consumers' minds and trading on the goodwill of Opposer and Opposer's Apple Marks.

21. Given Applicant's use of a highly similar mark for highly related and/or complementary goods, consumers encountering Applicant's APPLE CAR mark are likely to be confused as to Opposer's affiliation or association with Applicant's Goods.

22. Lending further support to a likelihood of confusion is the fact that Applicant's identification of goods is not limited to any particular channel of trade, and, therefore, it is

presumed that Applicant's Goods will be offered through the same channels of trade as the goods and services covered by Opposer's registrations.

23. Opposer will be damaged by the registration of Applicant's Mark because Applicant's Mark so closely resembles the Apple Marks as to be likely to cause confusion, mistake, or deception in the minds of consumers as to the origin or source of Applicant's Goods or the affiliation between Applicant and Opposer in violation of Section 2(d) of the Lanham Act, 15 U.S.C. § 1052(d). Furthermore, any objection complained of in connection with Applicant's Goods marketed under Applicant's Mark would necessarily reflect upon and seriously injure the reputation that Opposer has established for its goods and services.

Likelihood of Dilution

24. Opposer will be damaged by registration of Applicant's Mark because the mark is likely to cause dilution of the distinctiveness of the famous Apple Marks by eroding consumers' exclusive identification of the Apple Marks with Opposer, and by otherwise lessening the capacity of Opposer's Marks to identify and distinguish the goods and services of Opposer, in violation of Section 43(C)(1) of the Lanham Act, 15 U.S.C. § 1125(c)(1).

25. Specifically, Applicant's Mark is likely to cause dilution by blurring of the famous Apple Marks based on a number of relevant considerations including, without limitation, the following:

(a) Applicant's APPLE CAR mark incorporates Apple's famous APPLE mark in its entirety, merely adding the relatively non-distinctive term "CAR," causing both marks to be visually, phonetically, and conceptually similar and to convey the same overall commercial impression;

(b) Due to Opposer's extensive use and promotion of its marks, the Apple Marks are inherently distinctive in relation to Opposer's goods and services and had acquired distinctiveness prior to the filing date of Applicant's Madrid Protocol Filing and any claimed priority date or date of first use;

(c) Opposer has engaged in substantially exclusive use of the Apple Marks in connection with Opposer's goods and services;

(d) The Apple Marks are widely recognized by the general consuming public and had been so long prior to the filing date of Applicant's Madrid Protocol filing and any claimed date of first use; and

(e) On information and belief, Applicant's Mark is intended to create an association with the Apple Marks.

26. If Applicant is granted the registration herein opposed, it would thereby obtain a *prima facie* exclusive right to the use of Applicant's Mark in connection with Applicant's Goods. Such registration would be a source of damage and injury to Opposer.

WHEREFORE, Opposer requests that this opposition be sustained and that the registration of Application Serial No. 79/182,207 in connection with Applicant's Goods be denied.

The opposition fee in the amount of $300.00 for an opposition in one class is filed herewith. If for any reason this amount is insufficient, it is requested that Opposer's attorneys' Deposit Account No. 20-1430 be charged with any deficiency. This paper is filed electronically.

Dated: November 30, 2016

Respectfully submitted,

KILPATRICK TOWNSEND & STOCKTON LLP

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Attorneys for Opposer Apple Inc.

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

In the Matter of Application Serial No. **79/182,207**
For the mark: **APPLE CAR**
Filed: December 10, 2015
Published: August 2, 2016

APPLE INC.,	:	
	:	Opposition No.
Opposer,	:	
	:	
v.	:	**NOTICE OF OPPOSITION**
	:	
JINGUO LIN,	:	
	:	
Applicant.	:	

CERTIFICATE OF TRANSMITTAL

I hereby certify that a true copy of the foregoing NOTICE OF OPPOSITION is being filed electronically with the TTAB via ESTTA on this day, November 30, 2016.

/s/ Alberto Garcia
Alberto Garcia

CERTIFICATE OF SERVICE

This is to certify that a copy of the foregoing NOTICE OF OPPOSITION has been served on Applicant by depositing said copy with the United States Postal Service as First Class Mail, postage prepaid, addressed to:

Ben Natter
Natter & Natter
501 Fifth Avenue
New York, New York 10017

On this day, Wednesday, November 30, 2016.

/s/ Alberto Garcia
Alberto Garcia

UNITED STATES PATENT AND TRADEMARK OFFICE
Trademark Trial and Appeal Board
P.O. Box 1451
Alexandria, VA 22313-1451
General Contact Number: 571-272-8500

Tdc

Mailed: April 6, 2017

Opposition No. 91231731

Apple Inc.

v.

Jinguo Lin

By the Trademark Trial and Appeal Board:

On February 2, 2017, the Board issued a notice of default to Applicant because no answer had been filed.

No response to the notice of default has been filed.

Accordingly, judgment by default is hereby entered against Applicant, the opposition is sustained, and registration to Applicant is refused. *See* Fed. R. Civ. P. 55(b), and Trademark Rule 2.106(a).

Trademark Trial and Appeal Board Electronic Filing System. http://estta.uspto.gov

ESTTA Tracking number: **ESTTA770730**

Filing date: **09/14/2016**

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

Notice of Opposition

Notice is hereby given that the following party opposes registration of the indicated application.

Opposer Information

Name	Apple Inc.
Granted to Date of previous extension	09/14/2016
Address	1 Infinite Loop Cupertino, CA 95014 UNITED STATES

Attorney information	Joseph Petersen Kilpatrick Townsend & Stockton LLP 1080 Marsh Road Menlo Park, CA 94025 UNITED STATES cgenteman@kilpatricktownsend.com, JPetersen@ktslaw.com, agarcia@ktslaw.com, tmadmin@ktslaw.com Phone:650-326-2400

Applicant Information

Application No	86814741	Publication date	05/17/2016
Opposition Filing Date	09/14/2016	Opposition Period Ends	09/14/2016
Applicant	Amer Group Inc. One Blackfield Dr, Ste 416 Tiburon, CA 94920 UNITED STATES		

Goods/Services Affected by Opposition

Class 012. First Use: 0 First Use In Commerce: 0
All goods and services in the class are opposed, namely: flying cars; roadable aircrafts; drones; Electric automobiles; electric automobile parts, namely, motors

Grounds for Opposition

Priority and likelihood of confusion	Trademark Act Section 2(d)
Dilution by blurring	Trademark Act Sections 2 and 43(c)

Marks Cited by Opposer as Basis for Opposition

U.S. Registration No.	1078312	Application Date	03/25/1977
Registration Date	11/29/1977	Foreign Priority Date	NONE
Word Mark	APPLE		

Design Mark	
Description of Mark	NONE
Goods/Services	Class 009. First use: First Use: 1976/04/00 First Use In Commerce: 1976/04/00 COMPUTERS AND COMPUTER PROGRAMS RECORDED ON PAPER AND TAPE

U.S. Registration No.	3928818	Application Date	05/03/2007
Registration Date	03/08/2011	Foreign Priority Date	NONE
Word Mark	APPLE		
Design Mark			
Description of Mark	NONE		
Goods/Services	Class 009. First use: First Use: 1976/04/01 First Use In Commerce: 1976/04/01 Computer hardware; computer hardware, namely, server, desktop, laptop and notebook computers; computer memory hardware;computer disc drives; optical disc drives; computer hardware, software and computer peripherals for communication between multiple computers and between computers and local and global computer networks; computer networking hardware; set top boxes; computer hardware and computer software for the reproduction, processing and streaming of audio, video and multimedia content; computer hardware and software for controlling the operation of audio and video devices and for viewing,searching and/or playing audio, video, television, movies, photographs and other digital images, and other multimedia content; computer monitors; liquid crystal displays; flat panel display monitors;computer keyboards, cables, modems; computer mice; electronic docking stations;stands specially designed for holding computer hardware and portable and handheld digital electronic devices; batteries; rechargeable batteries; battery chargers; battery packs; power adapters for computers; electrical connectors, wires, cables, and adaptors; wired and wireless remote controls for computers and portable and handheld digital electronic devices; headphones and earphones; stereo headphones; in-ear headphones; microphones;audio equipment for vehicles, namely, MP3 players; sound systems comprising remote controls, amplifiers, loudspeakers and components thereof; audio recorders; radio receivers; radio transmitters; personal digital assistants; portable digital audio and video players; electronic organizers; cameras; telephones; mobile phones; videophones; computer gaming machines, namely, stand-alone video gaming machines; handheld and mobile digital electronic devices for the sending and receiving of telephone calls, electronic mail and other digital media; MP3 and otherdigital format audio and video players;portable and handheld digital electronic devices for recording, organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio and video files; a full line of electronic and mechanical parts and fitting for portable and handheld digital electronic devices for recording, organizing, transmitting, receiving, manipulating, playing and reviewing text, data, im-		

	age, audio and video files, namely, headphones, microphones, remote controls, batteries, battery chargers, devices for hands-free use, keyboards, adapters; parts and accessories for mobile telephones, namely, mobile telephone covers, mobile telephone cases, mobile telephone covers madeof cloth or textile materials, mobile telephone batteries, mobile telephone battery chargers, headsets for mobile telephones, devices for hands-free use of mobile telephones; carrying cases, sacks, and bags, all for use with computers and portable and handheld digital electronicdevices; operating system programs; computer utility programs for computer operating systems; a full line of computer software for business, home, education, and developer use; computer software for use in organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio, and video files; computer programs for personal information management; database management software; character recognition software; electronic mail and messaging software; telecommunications software for connecting wireless devices, mobile telephones, handheld digital electronic devices, computers, laptop computers, computer network users, global computer networks; database synchronization software; computer programs for accessing, browsing and searching online databases; computer software to develop other computer software; computer software for use as a programming interface; computer software for use in network server sharing; local and widearea networking software; computer software for matching, correction, and reproduction of color; computer software for use in digital video and audio editing; computer software for use in enhancing text and graphics; computer software for use in font justification and font quality; computer software for use to navigate and search a global computer information network; computer software for use inword processing and database management; word processing software incorporatingtext, spreadsheets, still and moving images, sounds and clip art; computer software for use in authoring, downloading, transmitting, receiving, editing, extracting, encoding, decoding, playing, storing and organizing audio, video, still images and other digital media; computer software for analyzing and troubleshooting other computer software; computer graphics software; computer search engine software; website development software; computer software for remote viewing, remote control, communications and software distribution within personal computer systems and across computer networks; computer programs for file maintenance and data recovery; computer software for recording and organizing calendars and schedules, to-do lists, and contact information; computer software for clock and alarm clock functionality; computer softwareand prerecorded computer programs for personal information management; electronic mail and messaging software; computerprograms for accessing, browsing and searching online databases; computer software and firmware for operating system programs; blank computer storage media; user manuals in electronically readable, machine readable or computer readable form for use with, and sold as a unit with,all the aforementioned goods; instructional manuals packaged in association with the above

U.S. Registration No.	4969782	Application Date	01/26/2015
Registration Date	05/31/2016	Foreign Priority Date	07/31/2014
Word Mark	WORKS WITH APPLE CARPLAY		
Design Mark			
Description of	The mark consists of a white rectangle outlined in gray containing the words		

Mark	"WORKS WITH" in gray above "APPLE CARPLAY"in black on the right side, and a design on the left which consists of a green square with rounded edges containing a white semi-circle and white triangle.
Goods/Services	Class 009. First use: First Use: 2014/07/22 First Use In Commerce: 2014/07/22 Computer peripheral devices; computer hardware; car audio apparatus, namely, radio receivers, audio receivers, stereo receivers, and devices for hands-free useof mobile phones; global positioning system (GPS) devices; computer software, namely, computer software used for the control of communication devices by voice command, and computer operating softwareallowing a motor vehicle driver to operate the telephone, messaging, navigation, and audio player functions of a mobiledevice using vehicle controls; global positioning system (GPS) computer software; computer software for providing information in the fields of travel and tourism, travel planning, navigation, travel route planning, geographic locations, destinations, transportation and traffic information, and for providing driving and walking directions, customized mappingof locations, street atlas information,electronic map display, and destinationinformation

U.S. Registration No.	2715578	Application Date	07/01/2002
Registration Date	05/13/2003	Foreign Priority Date	NONE
Word Mark	NONE		
Design Mark			
Description of Mark	NONE		
Goods/Services	Class 009. First use: First Use: 1977/01/01 First Use In Commerce: 1977/01/01 Computers hardware; computer hardware, namely, server, desktop, laptop, notebook and subnotebook computers; hand held and mobile computers; computer [terminals and] monitors; personal digital assistants; portable digital audio players; electronic organizers; computer keyboards, cables, [modems;] audio speakers; computer video control devices, namely, computer mice, [trackballs, joysticks andgamepads;] a full line of computer software for business, home, education, anddeveloper use; computer programs for personal information management; database management software; [character recognition software; telephony management software;] electronic mail and messaging software; [		

	telecommunications software, namely, for paging;] database synchronization software; computer programs for accessing, browsing and searching online databases; operating system software; application development tool programs; blank computer storage media; fonts, typefaces, type designs and symbols recorded onmagnetic media; computer software for use in providing multiple user access to a global computer information network for searching, retrieving, transferring, manipulating and disseminating a wide range of information; computer software foruse as a programming interface; computer software for use in network server sharing; local and wide area networking software; computer software for matching, correction, and reproduction of color; computer software for use in digital videoand audio editing; computer software for use in enhancing text and graphics; computer software for use in font justification and font quality; computer software for use to navigate and search a global computer information network, as well as to organize and summarize the information retrieved; computer software for use in word processing and database management; word processing software incorporating text, spreadsheets, still and moving images, sounds and clip art; computer software for use in authoring, downloading, transmitting, receiving, editing, extracting, encoding, decoding, playing, storing and organizing audio, video, still images and other digital data; computer software for analyzing and troubleshooting other computer software; children'seducational software; computer game software; Computer graphics software; [Computer search engine software;] Web sitedevelopment software; computer program which provides remote viewing, remote control, communications and software distribution within personal computer systemsand across computer network; computer programs for file maintenance and data recovery; computer peripherals; instructional manuals packaged in association withthe above

U.S. Registration No.	3679056	Application Date	01/13/2009
Registration Date	09/08/2009	Foreign Priority Date	NONE
Word Mark	NONE		
Design Mark			
Description of Mark	The mark consists of the design of an apple with a bite removed.		
Goods/Services	Class 009. First use: First Use: 1977/01/31 First Use In Commerce: 1977/01/31		

	Computers; computer hardware; computer peripherals; handheld computers; handheld mobile digital electronic devices for recording, organizing, transmitting, manipulating, and reviewing text, data, image, audio, and audiovisual files, for the sending and receiving of telephone calls, electronic mail, and other digital data, for use as a digital format audio player, handheld computer, personal digital assistant, electronic organizer, electronic notepad, camera, and global positioning system (GPS) electronic navigation device; digital audio and video recorders and players; personal digital assistants; electronic organizers; cameras; telephones; mobile phones; satellite navigational systems, namely, global positioning systems (GPS); electronic navigational devices, namely, global positioning satellite (GPS) based navigation receivers; computer game machines for use with external display screens, monitors, or televisions; a full line of accessories and parts for the aforementioned goods; stands, covers, cases, holsters, power adaptors, and wired and wireless remote controls for the aforementioned goods; computer memory hardware; computer disc drives; optical disc drives; computer networking hardware; computer monitors; flat panel display monitors; computer keyboards; computer cables; modems; computer mice; electronic docking stations; set top boxes; batteries; battery chargers; electrical connectors, wires, cables, and adaptors; devices for hands-free use; headphones; earphones; ear buds; audio speakers; microphones; and headsets; a full line of computer software for business, home, education, and developer use; user manuals for use with, and sold as a unitwith, the aforementioned goods; downloadable audio and video files, movies, ring tones, video games, television programs, pod casts and audio books via the internet and wireless devices featuring music, movies, videos, television, celebrities, sports, news, history, science, politics, comedy, children's entertainment,animation, culture, current events and topics of general interest

U.S. Registration No.	3084491	Application Date	04/26/2004
Registration Date	04/25/2006	Foreign Priority Date	11/04/2003
Word Mark	NONE		
Design Mark			
Description of Mark	NONE		

Goods/Services	Class 009. First use: First Use: 0 First Use In Commerce: 0 electronic apparatus and software therefor for downloading, transmitting, receiving, playing, storing and organizing audio, video and navigation data for use in automobiles [, railway cars][and engines,] [ships and planes]; sound effect generators and instruments comprised of computer hardware and software Class 012. First use: First Use: 0 First Use In Commerce: 0 [automobiles] Class 015. First use: First Use: 0 First Use In Commerce: 0 Electric and electronic musical instruments; musical instruments adapted to programmed system sequences; electronic pianos, electronic keyboard instruments; electric or electronic percussion or drum systems comprised of computer hardware and software; music and sound synthesizers; electronic tone generators; musical instruments controlled by computer software

U.S. Registration No.	3746840	Application Date	12/15/2007
Registration Date	02/09/2010	Foreign Priority Date	06/22/2007
Word Mark	IPHONE		
Design Mark			
Description of Mark	The mark consists of a design of an apple with a bite removed.		
Goods/Services	Class 009. First use: First Use: 2007/06/29 First Use In Commerce: 2007/06/29 Handheld mobile digital electronic devices for the sending and receiving of telephone calls, electronic mail, and otherdigital data, for use as a digital format audio player, and for use as a handheld computer, personal digital assistant,electronic organizer, electronic notepad, and camera Class 028. First use: First Use: 2007/06/29 First Use In Commerce: 2007/06/29 Handheld unit for playing electronic games Class 038. First use: First Use: 2007/06/29 First Use In Commerce: 2007/06/29 Telecommunication access services; communication by computer; transmission of data and of information by electronic means; provision of telecommunications connections to computer databases and the Internet; electronic transmission of streamed and downloadable audio and video files via computer and other communicationsnetworks; delivery of messages by electronic transmission; provision of telecommunications connections to electronic communications networks, for transmission or reception of audio, video or multimedia content		

U.S. Application No.	86364433	Application Date	08/12/2014
Registration Date	NONE	Foreign Priority Date	02/24/2014
Word Mark	APPLE CARPLAY		

Design Mark	APPLE CARPLAY
Description of Mark	NONE
Goods/Services	Class 009. First use: First Use: 0 First Use In Commerce: 0 Computers; computer peripheral devices;computer hardware; handheld digital electronic devices and software related thereto; handheld mobile digital electronicdevices capable of providing access to the Internet and for software related thereto; radios, radio transmitters and receivers; car audio apparatus; earphones,headphones; audio speakers; microphones; audio components and accessories; global positioning system (GPS) devices; telephones; wireless communication devices for voice, data or image transmission; global positioning system (GPS) computer software; computer software for travel and tourism, travel planning, navigation,travel route planning, geographic, destination, transportation and traffic information, driving and walking directions,customized mapping of locations, streetatlas information, electronic map display, and destination information computersoftware for use in organizing, transmitting and reviewing text, data, audio files, and video files in connection with audio players, video players, media players, telephones, and handheld digital electronic devices; computer software for use on handheld mobile digital electronic devices and other consumer electronics; downloadable pre-recorded audio and audiovisual content, information, and commentary; downloadable electronic books, magazines, periodicals, newsletters, newspapers, journals, and other publications; character recognition software; voice recognition software; electronic mail and messaging software; navigational instruments

Attachments	77172511#TMSN.png(bytes) 86514929#TMSN.png(bytes) 76426501#TMSN.png(bytes) 77648705#TMSN.png(bytes) 78408365#TMSN.png(bytes) 77976400#TMSN.png(bytes) 86364433#TMSN.png(bytes) Notice of Opposition - APPLE ROTORS -Amer Group Inc.pdf(234279 bytes) Exhibit 1 -Forbes Magazine.pdf(853113 bytes) Exhibit 2 -2016-Brands-of-the-Year.pdf(1970265 bytes) Exhibit 3 -Best Global Brands.pdf(2156096 bytes) Exhibit 4 -MBO ranking.pdf(4143518 bytes) Exhibit 5 - Most admired Companies - TAPPLE.pdf(1518481 bytes) Exhibit 6 -Forbes Magazine.pdf(2157777 bytes)

Certificate of Service

The undersigned hereby certifies that a copy of this paper has been served upon all parties, at their address record by First Class Mail on this date.

Signature	/Joseph Petersen/
Name	Joseph Petersen
Date	09/14/2016

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

In the Matter of Application Serial No. 86/814,741
For the mark: **APPLE ROTORS**
Filed: November 10, 2015
Published: May 17, 2016

APPLE INC.,	:	
	:	Opposition No.
Opposer,	:	
	:	
v.	:	**NOTICE OF OPPOSITION**
	:	
	:	
AMER GROUP INC.,	:	
	:	
	:	
Applicant.	:	

APPLE INC. ("Apple" or "Opposer"), a corporation organized and existing under the laws of California with a principal place of business at 1 Infinite Loop, Cupertino, California 95014, believes that it will be damaged by the issuance of a registration in Class 12 for the APPLE ROTORS mark underlying Application Serial No. 86/814,741 for "flying cars; roadable aircrafts; drones; Electric automobiles; electric automobile parts, namely, motors" in International Class 12, filed by Amer Group Inc. ("Applicant"), and hereby opposes the same.

As grounds for its opposition, Opposer alleges as follows, with knowledge concerning its own acts, and on information and belief as to all other matters:

1. Opposer is the world-famous designer, manufacturer, and distributor of personal computers, mobile communication and media devices, digital media players, and many other goods and services, and Opposer's APPLE brand is one of the best known brands in the world. Opposer designs, manufactures, and/or markets in interstate and international commerce a broad line of technology-related goods and services used in a variety of industries.

2. Beginning with the introduction of its first personal computer in 1976, Opposer has always been on the forefront of cutting-edge technology. Throughout its forty-year history, Opposer has launched an array of ground-breaking computing products, services, and accessories, including its famous IPHONE, IPAD, and IPOD devices and its ITUNES service. Consumers commonly use Opposer's products in their automobiles, leading Opposer to introduce another revolutionary product in March 2014: the APPLE CARPLAY software.

3. Opposer's APPLE CARPLAY software, which is available on over 100 automobile models, provides drivers with an easier and thus safer way to use their IPHONE devices while driving. With Opposer's APPLE CARPLAY software, drivers can access their IPHONE device through their automobile's built-in display unit, allowing them to easily get directions, make calls, send and receive messages, and listen to Opposer's APPLE MUSIC service or music in their ITUNES library, all while staying focused on the road. The APPLE CARPLAY software is just one example of how software has become an increasingly important component of automobiles and how the automotive industry and technology sector have gradually intersected.

4. In light of Apple's extraordinary fame as a pioneer in the technology field and its continued dedication to innovation, consumers undoubtedly will assume that Applicant's goods of flying cars, electric automobiles, aircrafts, and drones are made by Opposer.

5. Since at least as early as 1977, Opposer has extensively promoted, marketed, advertised, distributed, sold and/or rendered goods and services in connection with a family of trademarks consisting, in whole or in part, of the word APPLE and/or a visual equivalent of the word, to wit a logo depicting a stylized apple with a "bite" and a detached leaf, as shown below:

(the "Apple Logo") (collectively, the "Apple Marks").

6. Opposer's family of Apple Marks comprises distinctive, arbitrary and fanciful marks that have achieved an extraordinary level of fame and consumer recognition. As a result of Opposer's extensive advertising, promotion, and use of the Apple Marks in connection with a variety of goods and services, the Apple Marks have acquired enormous goodwill, and have come to be identified immediately with Opposer as the source of its goods and services. Given the fame of the Apple Marks, consumers overwhelmingly associate an APPLE formative word mark with Apple and its wide variety of technology-related goods and services used in a variety of industries.

7. The Apple Marks are famous under the Lanham Act, specifically 15 U.S.C. § 1125 *et seq*., and are among the most valuable trademarks in the world. The extraordinary level of fame and consumer recognition that the Apple Marks currently enjoy cannot be seriously disputed.

8. For many years, Opposer's APPLE brand (including the Apple Logo) has consistently been recognized as one of the world's most famous brands. In May 2016, *Forbes* magazine ranked the APPLE brand as the world's most valuable brand for the sixth year in a row, with an estimated valuation of $154.1 billion, 87% more than second-ranked Google. Attached as **Exhibit 1** are printouts of *Forbes* magazine articles regarding its list of the most valuable brands from 2016, 2015, 2014, 2013, 2012, and 2011, obtained from its website.

9. In 2016, for the fifth consecutive year, Apple won the *Harris Interactive* "Brand of the Year" award in the tablet computer category, beating out its competitors. In 2016, Apple was also named the #1 brand in the categories of computer manufacturer, mobile operating system, operating system, smartphones, and online computer retailer. Attached as **Exhibit 2** is a printout of the *Harris Interactive* report obtained from the website at http://www.theharrispoll.com/business/2016-Brands-of-the-Year.html.

10. In addition, Interbrand has consistently recognized Opposer's APPLE brand as belonging in the top 50 of the world's most valuable brands, increasing in value each year. In 2013, the APPLE brand took the top spot for the first time as the most valuable brand in the world, and has maintained this number one position for the 2014 and 2015 rankings. The rise to the number one position came after an increase in Apple's position in 2012 from 8th (2011) to 2nd (2012), with the biggest growth in estimated brand value in Interbrand's 2012 rankings: 129%. Previously, the APPLE brand rose nine spots in Interbrand's rankings—from 17th (2010) to 8th (2011)—and increased in estimated brand value by 58%. Attached as **Exhibit 3** are copies of relevant pages of Interbrand's "Best Global Brands" rankings, in reverse chronological order from 2015 through 2010. Interbrand has given the APPLE brand the following rankings and U.S. dollar values over the past five years:

i. 2015: valuing the APPLE brand as the most valuable brand in the world, with an estimated brand worth of U.S. $170.28 billion.

ii. 2014: valuing the APPLE brand as the most valuable brand in the world, with an estimated brand worth of U.S. $118.86 billion.

iii. 2013: valuing the APPLE brand as the most valuable brand in the world, with an estimated brand worth of U.S. $98.316 billion.

iv. 2012: valuing the APPLE brand as the 2nd most valuable brand in the world, with an estimated brand worth of U.S. $76.568 billion.

v. 2011: valuing the APPLE brand as the 8th most valuable brand in the world, with

an estimated brand worth of U.S. $33.492 billion.

vi. 2010: valuing the APPLE brand as the 17th most valuable brand in the world, with an estimated brand worth of U.S. $21.143 billion.

11. Over the past eight years, Millward Brown Optimor ("MBO"), a leading market research and brand valuation and management company, has found APPLE to be one of the world's top brands in MBO's "Brandz™ Top 100 Most Valuable Global Brands," an annual assessment of the 100 most valuable brands in the world. In MBO's 2016 rankings, Opposer's APPLE brand was ranked as the world's second most valuable brand with a value of $228.5 billion. In 2015, Apple ranked as the world's most valuable brand, a rank it also held in 2011, 2012, and 2013. Opposer's APPLE brand ranked 2nd in 2014, 3rd in 2010, 6th in 2009, and 7th in 2008, clearly demonstrating that the APPLE brand has been recognized as one of the world's most valuable brands for nearly a decade. Attached as **Exhibit 4** are copies of relevant pages of MBO's rankings in reverse chronological order from 2016 through 2008.

12. Opposer also has been widely recognized as an extremely valuable, innovative, and admired company. Each year since 2006, *Fortune Magazine* has published its list of "Most Admired Companies." Opposer has featured prominently in these rankings each year, and for eight years in a row from 2009 to 2016, it was named the "World's Most Admired Company" for the year. Before 2009, *Fortune Magazine*'s list was limited to "America's Most Admired Companies," and Opposer also topped this list in 2008. Attached as **Exhibit 5** are true and correct copies of printouts of relevant pages of *Fortune Magazine*'s "Most Admired Companies" rankings in reverse chronological order from 2016 through 2008.

13. Opposer is the owner of numerous United States registrations on the Principal Register for the Apple Marks, including, without limitation, the following:

TRADEMARK	REG. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
APPLE	1,078,312	Mar. 25, 1977/	**Class 9:** computers and computer programs

TRADEMARK	REG. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
		Nov. 29, 1977	recorded on paper and tape (first used Apr. 1976)
APPLE	3,928,818	May 3, 2007/ Mar. 8, 2011	**Class 9:** Computer hardware; computer hardware, namely, server, desktop, laptop and notebook computers; computer memory hardware; computer disc drives; optical disc drives; computer hardware, software and computer peripherals for communication between multiple computers and between computers and local and global computer networks; computer networking hardware; set top boxes; computer hardware and computer software for the reproduction, processing and streaming of audio, video and multimedia content; computer hardware and software for controlling the operation of audio and video devices and for viewing, searching and/or playing audio, video, television, movies, photographs and other digital images, and other multimedia content; computer monitors; liquid crystal displays; flat panel display monitors; computer keyboards, cables, modems; computer mice; electronic docking stations; stands specially designed for holding computer hardware and portable and handheld digital electronic devices; batteries; rechargeable batteries; battery chargers; battery packs; power adapters for computers; electrical connectors, wires, cables, and adaptors; wired and wireless remote controls for computers and portable and handheld digital electronic devices; headphones and earphones; stereo headphones; in-ear headphones; microphones; audio equipment for vehicles, namely, MP3 players; sound systems comprising remote controls, amplifiers, loudspeakers and components thereof; audio recorders; radio receivers; radio transmitters; personal digital assistants; portable digital audio and video players; electronic organizers; cameras; telephones; mobile phones; videophones; computer gaming machines, namely, stand-alone video gaming machines; handheld and mobile digital electronic devices for the sending and receiving of telephone calls, electronic mail and other digital media; MP3 and other digital format audio and video players; portable and handheld digital electronic devices for recording, organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio and video files; a full line of electronic and mechanical parts and fitting for portable and handheld digital electronic devices for recording, organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio and video files, namely, headphones, microphones, remote controls, batteries, battery chargers, devices for hands-free use, keyboards, adapters; parts and accessories for mobile telephones, namely, mobile telephone covers,

TRADEMARK	REG. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
			mobile telephone cases, mobile telephone covers made of cloth or textile materials, mobile telephone batteries, mobile telephone battery chargers, headsets for mobile telephones, devices for hands-free use of mobile telephones; carrying cases, sacks, and bags, all for use with computers and portable and handheld digital electronic devices; operating system programs; computer utility programs for computer operating systems; a full line of computer software for business, home, education, and developer use; computer software for use in organizing, transmitting, receiving, manipulating, playing and reviewing text, data, image, audio, and video files; computer programs for personal information management; database management software; character recognition software; electronic mail and messaging software; telecommunications software for connecting wireless devices, mobile telephones, handheld digital electronic devices, computers, laptop computers, computer network users, global computer networks; database synchronization software; computer programs for accessing, browsing and searching online databases; computer software to develop other computer software; computer software for use as a programming interface; computer software for use in network server sharing; local and wide area networking software; computer software for matching, correction, and reproduction of color; computer software for use in digital video and audio editing; computer software for use in enhancing text and graphics; computer software for use in font justification and font quality; computer software for use to navigate and search a global computer information network; computer software for use in word processing and database management; word processing software incorporating text, spreadsheets, still and moving images, sounds and clip art; computer software for use in authoring, downloading, transmitting, receiving, editing, extracting, encoding, decoding, playing, storing and organizing audio, video, still images and other digital media; computer software for analyzing and troubleshooting other computer software; computer graphics software; computer search engine software; website development software; computer software for remote viewing, remote control, communications and software distribution within personal computer systems and across computer networks; computer programs for file maintenance and data recovery; computer software for recording and organizing calendars and schedules, to-do lists, and contact information; computer software for clock and alarm clock

TRADEMARK	REG. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
			functionality; computer software and prerecorded computer programs for personal information management; electronic mail and messaging software; computer programs for accessing, browsing and searching online databases; computer software and firmware for operating system programs; blank computer storage media; user manuals in electronically readable, machine readable or computer readable form for use with, and sold as a unit with, all the aforementioned goods; instructional manuals packaged in association with the above (first used Apr. 1, 1976)
Works with Apple CarPlay	4,969,782	Jan. 26, 2015/ May 31, 2016	**Class 9**: computer peripheral devices; computer hardware; car audio apparatus, namely, radio receivers, audio receivers, stereo receivers, and devices for hands-free use of mobile phones; global positioning system (GPS) devices; computer software, namely, computer software used for the control of communication devices by voice command, and computer operating software allowing a motor vehicle driver to operate the telephone, messaging, navigation, and audio player functions of a mobile device using vehicle controls; global positioning system (GPS) computer software; computer software for providing information in the fields of travel and tourism, travel planning, navigation, travel route planning, geographic locations, destinations, transportation and traffic information, and for providing driving and walking directions, customized mapping of locations, street atlas information, electronic map display, and destination information (first used July 22, 2014)
	2,715,578	July 1, 2002/ May 13, 2003	**Class 9**: Computers hardware; computer hardware, namely, server, desktop, laptop, notebook and subnotebook computers; hand held and mobile computers; computer monitors; personal digital assistants; portable digital audio players; electronic organizers; computer keyboards, cables, audio speakers; computer video control devices, namely, computer mice; a full line of computer software for business, home, education, and developer use; computer programs for personal information management; database management software; electronic mail and messaging software; database synchronization software; computer programs for accessing, browsing and searching online databases; operating system software; application development tool programs; blank computer storage media; fonts, typefaces, type designs and symbols recorded on magnetic media; computer software for use in providing multiple user access to a global computer information network for searching, retrieving, transferring, manipulating

TRADEMARK	REG. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
			and disseminating a wide range of information; computer software for use as a programming interface; computer software for use in network server sharing; local and wide area networking software; computer software for matching, correction, and reproduction of color; computer software for use in digital video and audio editing; computer software for use in enhancing text and graphics; computer software for use in font justification and font quality; computer software for use to navigate and search a global computer information network, as well as to organize and summarize the information retrieved. computer software for use in word processing and database management; word processing software incorporating text, spreadsheets, still and moving images, sounds and clip art; computer software for use in authoring, downloading, transmitting, receiving, editing, extracting, encoding, decoding, playing, storing and organizing audio, video, still images and other digital data; computer software for analyzing and troubleshooting other computer software; children's educational software; computer game software; Computer graphics software; Web site development software; computer program which provides remote viewing, remote control, communications and software distribution within personal computer systems and across computer network; computer programs for file maintenance and data recovery; computer peripherals; instructional manuals packaged in association with the above. (first used Jan. 1, 1977)
	3,679,056	Jan. 13, 2009/ Sept. 8, 2009	**Class 9**: Computers; computer hardware; computer peripherals; handheld computers; handheld mobile digital electronic devices for recording, organizing, transmitting, manipulating, and reviewing text, data, image, audio, and audiovisual files, for the sending and receiving of telephone calls, electronic mail, and other digital data, for use as a digital format audio player, handheld computer, personal digital assistant, electronic organizer, electronic notepad, camera, and global positioning system (GPS) electronic navigation device; digital audio and video recorders and players; personal digital assistants; electronic organizers; cameras; telephones; mobile phones; satellite navigational systems, namely, global positioning systems (GPS); electronic navigational devices, namely, global positioning satellite (GPS) based navigation receivers; computer game machines for use with external display screens, monitors, or televisions; a full line of accessories and parts for the aforementioned goods; stands, covers, cases, holsters, power adaptors, and wired and wireless remote controls for the aforementioned goods;

TRADEMARK	REG. NO.	APP. DATE/ REG. DATE	GOODS/SERVICES (FIRST USE/PRIORITY DATE)
			computer memory hardware; computer disc drives; optical disc drives; computer networking hardware; computer monitors; flat panel display monitors; computer keyboards; computer cables; modems; computer mice; electronic docking stations; set top boxes; batteries; battery chargers; electrical connectors, wires, cables, and adaptors; devices for hands-free use; headphones; earphones; ear buds; audio speakers; microphones; and headsets; a full line of computer software for business, home, education, and developer use; user manuals for use with, and sold as a unit with, the aforementioned goods. downloadable audio and video files, movies, ring tones, video games, television programs, pod casts and audio books via the internet and wireless devices featuring music, movies, videos, television, celebrities, sports, news, history, science, politics, comedy, children's entertainment, animation, culture, current events and topics of general interest (first used Jan. 31, 1977)
	3,084,491	Apr. 26, 2004/ Apr. 25, 2006	**Class 9**: electronic apparatus and software therefor for downloading, transmitting, receiving, playing, storing and organizing audio, video and navigation data for use in automobiles, railway cars, ships and planes; sound effect generators and instruments comprised of computer hardware and software (priority date Nov. 4, 2003)
	3,746,840	Dec. 15, 2007/ Feb. 9, 2010	**Class 9**: handheld mobile digital electronic devices for the sending and receiving of telephone calls, electronic mail, and other digital data, for use as a digital format audio player, and for use as a handheld computer, personal digital assistant, electronic organizer, electronic notepad, and camera (first used June 29, 2007)

Copies of the registration certificates and printouts from the United States Patent and Trademark Office's online database for the above-identified registrations are attached as **Exhibit 6**.

14. The above-identified registrations are valid and in full force and effect. Indeed, affidavits have been filed and accepted pursuant to Sections 8 and 15 of the Lanham Act for Registration Nos. 1,078,312; 2,715,578; 3,084,491; 3,679,056; and 3,746,840.

15. In addition, Opposer is the owner of the following United States trademark application:

TRADEMARK	SER. NO.	APP. DATE	GOODS/SERVICES (PRIORITY DATE)
APPLE CARPLAY	86/364,433	Aug. 12, 2014	**Class 9:** computers; computer peripheral devices; computer hardware; handheld digital electronic devices and software related thereto; handheld mobile digital electronic devices capable of providing access to the Internet and for software related thereto; radios, radio transmitters and receivers; car audio apparatus; earphones, headphones; audio speakers; microphones; audio components and accessories; global positioning system (GPS) devices; telephones; wireless communication devices for voice, data or image transmission; global positioning system (GPS) computer software; computer software for travel and tourism, travel planning, navigation, travel route planning, geographic, destination, transportation and traffic information, driving and walking directions, customized mapping of locations, street atlas information, electronic map display, and destination information computer software for use in organizing, transmitting and reviewing text, data, audio files, and video files in connection with audio players, video players, media players, telephones, and handheld digital electronic devices; computer software for use on handheld mobile digital electronic devices and other consumer electronics; downloadable pre-recorded audio and audiovisual content, information, and commentary; downloadable electronic books, magazines, periodicals, newsletters, newspapers, journals, and other publications; character recognition software; voice recognition software; electronic mail and messaging software; navigational instruments. (priority date Feb. 24, 2014)

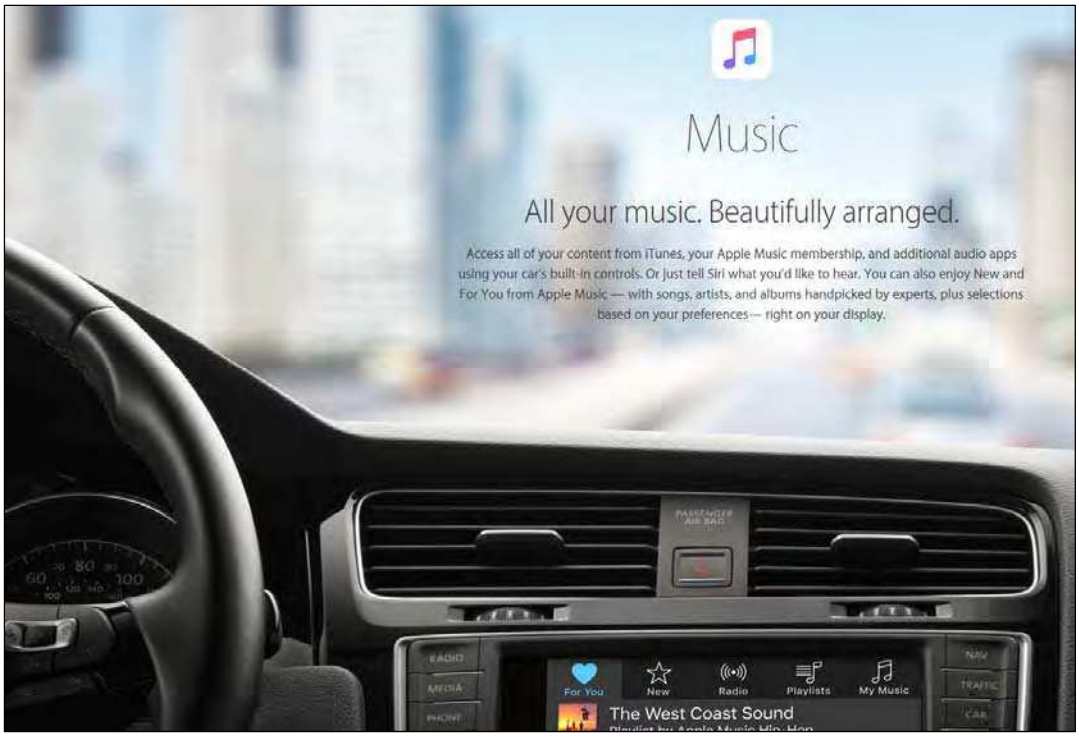
16. Notwithstanding Opposer's prior rights, and well after Opposer's Apple Marks became famous, on November 10, 2015, Applicant filed intent-to-use Application Serial No. 86/814,741 to register APPLE ROTORS ("Applicant's Mark") for "flying cars; roadable aircrafts; drones; Electric automobiles; [and] electric automobile parts, namely, motors" ("Applicant's Goods") in International Class 12.

17. Opposer is timely filing this Notice of Opposition.

18. There is no issue as to priority. Opposer's Apple Marks were all filed, used in commerce, and/or registered well before the November 10, 2015 filing date of Applicant's application.

19. Consumers encountering Applicant's Mark, particularly in connection with Applicant's Goods, are likely to associate the mark with Opposer and its Apple Marks. Specifically, Applicant's Mark incorporates Opposer's famous APPLE word mark in its entirety, adding only the non-distinctive term "ROTORS," which is descriptive of Applicant's Goods and is insufficient to distinguish the marks in any meaningful way. Indeed, the dominant portion of both marks is the term "APPLE", with the term "ROTORS" in Applicant's mark merely referencing a product with rotating parts. The parties' marks are thus nearly identical visually, aurally, and conceptually.

20. Since long before Applicant's filing date, Opposer has offered under its Apple Marks goods and services highly related or complementary to Applicant's Goods. For example, Apple produces many goods and services complementary to electric cars including its APPLE CARPLAY goods, IPHONE goods and services, IPOD goods, and APPLE MUSIC services, as reflected in the below exemplary descriptions from Apple's website:



Get help connecting your iPhone, iPad, or iPod touch with your car stereo

You can connect your iOS device with a compatible car stereo using Bluetooth, a USB cable, or CarPlay. If you can't pair or connect your iOS device with your car stereo, or you don't hear audio playback, learn what to do.

If you're using Bluetooth

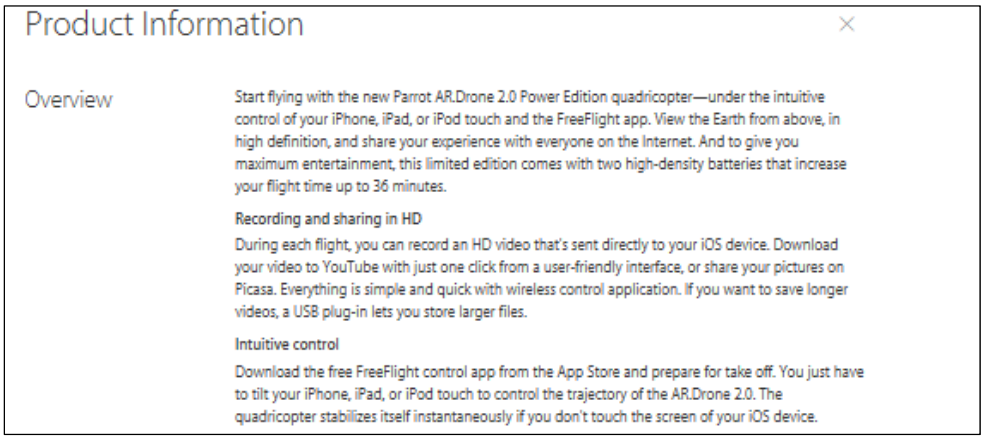
1. Check your car stereo's user manual for steps about pairing with a Bluetooth device.
2. On your iOS device, swipe up to open Control Center, then tap ᛒ twice to turn Bluetooth off and back on.
3. Restart your iOS device.
4. On your iOS device, unpair your car stereo. On your car's display, unpair your iOS device and any other devices. Restart your car and your iOS device, then pair and connect again.
5. Update your iOS device.
6. Install any firmware updates for your car stereo.
7. If you still can't connect, contact Apple Support.

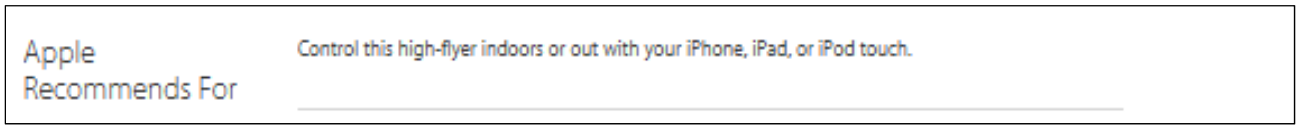
If you're using USB Playback

1. Restart your iOS device and your car.
2. Connect your iOS device to a different stereo USB port (if you have one).
3. Try a different USB cable.
4. Update your iOS device.
5. Install any firmware updates for your car stereo.
6. Try playing audio from a different app. If you can't play audio from a specific third-party app, contact the app developer for help. If you can't play audio from an Apple app, contact Apple Support.

21. Every major automotive manufacturer has partnered with Apple in supporting its APPLE CARPLAY software. Currently, APPLE CARPLAY software is available on more than 100 automobile models, and this number continues to increase.

22. Further, Applicant's drones are compatible with, and thus complementary to, Apple's mobile devices. Indeed, as demonstrated below, Apple sells drones on its website and provides instructions on how consumers can use Apple mobile devices to operate drones:





23. In light of the fame and longstanding use of Opposer's Apple Marks in connection with automobiles, drones, and related goods and services, Applicant's use of a nearly identical mark is likely to confuse consumers into believing Applicant's Goods are somehow provided by, endorsed by, or otherwise affiliated with Opposer.

24. Lending further support to a likelihood of confusion is the fact that Applicant's identification of goods is not limited to any particular channel of trade, and, therefore, it is presumed that Applicant's Goods will be offered through the same channels of trade as the products covered by Apple's registrations. Consumers, upon seeing Applicant's APPLE

ROTORS MARK used in connection with Applicant's "flying cars; roadable aircrafts; drones; Electric automobiles; [and] electric automobile parts, namely, motors" are likely to be confused as to Apple's affiliation or association with Applicant's Goods.

25. Opposer will be damaged by the registration of Applicant's Mark because Applicant's Mark so closely resembles Opposer's Apple Marks that it is likely to cause confusion, mistake, or deception in the minds of consumers as to the origin or source of Applicant's Goods or the affiliation between Applicant and Opposer in violation of Section 2(d) of the Lanham Act, 15 U.S.C. § 1052(d). Furthermore, any objection complained of in connection with Applicant's Goods marketed under the APPLE ROTORS mark would necessarily reflect upon and seriously injure the reputation that Opposer has established for its goods and services.

26. Opposer will be damaged by registration of Applicant's Mark because the mark is likely to cause dilution of the distinctiveness of the famous Apple Marks by eroding consumers' exclusive identification of the Apple Marks with Opposer, and by otherwise lessening the capacity of Opposer's Apple Marks to identify and distinguish the goods and services of Opposer, in violation of Section 43(c)(1) of the Lanham Act, 15 U.S.C. § 1125(c)(1).

27. Specifically, Applicant's Mark is likely to cause dilution by blurring of the famous Apple Marks based on a number of relevant considerations including, without limitation, the following:

(a) Applicant's Mark is highly similar to the Apple Marks and incorporates Opposer's famous APPLE word mark in its entirety;

(b) The Apple Marks are inherently distinctive in relation to Opposer's goods and services;

(c) Opposer has engaged in substantially exclusive use of the Apple Marks in connection with Opposer's goods and services;

(d) The Apple Marks are widely recognized by the general consuming public and had been so long before the filing date and claimed date of first use of Applicant's application; and

(e) On information and belief, by using Applicant's Mark, Applicant intends to create an association with the Apple Marks.

28. If Applicant is granted the registration herein opposed, it would thereby obtain a *prima facie* exclusive right to use Applicant's Mark in connection with Applicant's Goods. Such registration would be a source of damage and injury to Opposer.

WHEREFORE, Opposer requests that this opposition be sustained and that the registration of Application Serial No. 86/814,741 in connection with Applicant's Goods be denied.

The opposition fee in the amount of $300.00 for an opposition is filed herewith. If for any reason this amount is insufficient, it is requested that Opposer's attorneys' Deposit Account No. 20-1430 be charged with any deficiency. This paper is filed electronically.

Dated: Menlo Park, California

September 14, 2016

Respectfully submitted,

KILPATRICK TOWNSEND & STOCKTON LLP

By: */s/ Joseph Petersen*

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Attorneys for Opposer Apple Inc.

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

In the Matter of Application Serial No. 86/814,741
For the mark: **APPLE ROTORS**
Filed: November 10, 2015
Published: May 17, 2016

APPLE INC.,	:	
	:	Opposition No.
Opposer,	:	
	:	
v.	:	**NOTICE OF OPPOSITION**
	:	
	:	
AMER GROUP INC.,	:	
	:	
	:	
Applicant.	:	

CERTIFICATE OF TRANSMITTAL

I hereby certify that a true copy of the foregoing NOTICE OF OPPOSITION is being filed electronically with the TTAB via ESTTA on this day, September 14, 2016.

/s/ Alberto Garcia
Alberto Garcia

CERTIFICATE OF SERVICE

This is to certify that on this day, September 14, 2016, a copy of the foregoing NOTICE OF OPPOSITION has been served on Applicant by depositing said copy with the United States Postal Service as First Class Mail, postage prepaid, addressed to Applicant's Attorney of Record identified in the TESS record, as follows:

MATTHEW H. SWYERS
THE TRADEMARK COMPANY
344 MAPLE AVE. W., PMB 151
VIENNA, VIRGINIA 22180

/s/ Alberto Garcia
Alberto Garcia

UNITED STATES PATENT AND TRADEMARK OFFICE
Trademark Trial and Appeal Board
P.O. Box 1451
Alexandria, VA 22313-1451
General Contact Number: 571-272-8500

JMW

Mailed: January 11, 2017

Opposition No. 91230064

Apple Inc.

v.

Amer Group Inc.

By the Trademark Trial and Appeal Board:

On November 10, 2016, the Board issued a notice of default to Applicant because no answer had been filed.

No response to the notice of default has been filed.

Accordingly, judgment by default is hereby entered against Applicant, the opposition is sustained, and registration to Applicant is refused. *See* Fed. R. Civ. P. 55(b), and Trademark Rule 2.106(a).