

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Velocity Sports Performance Franchise Systems, LLC		10/31/2008	LIMITED LIABILITY COMPANY: GEORGIA

**RECEIVING PARTY DATA**

Name:	VSP IP, LLC
Street Address:	4340 Von Karman
Internal Address:	Suite 100
City:	Newport Beach
State/Country:	CALIFORNIA
Postal Code:	92660
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 6**

Property Type	Number	Word Mark
Registration Number:	2783949	V
Registration Number:	2783994	V SPORTS
Registration Number:	2956834	VELOCITY FITNESS
Registration Number:	2777247	VELOCITY SPORTS PERFORMANCE
Registration Number:	2750066	VSP
Registration Number:	3454765	WHY DO YOU TRAIN?

**CORRESPONDENCE DATA**

Fax Number: (561)395-2648  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 5613955511  
 Email: RRosenwasser@FRGlaw.com  
 Correspondent Name: Ronald N. Rosenwasser  
 Address Line 1: 5355 Town Center Road  
 Address Line 2: Suite 801

OP \$165.00 2783949

Address Line 4: Boca Raton, FLORIDA 33486

ATTORNEY DOCKET NUMBER: 5751.1000

NAME OF SUBMITTER: Ronald N. Rosenwasser

Signature: /ronald n. rosenwasser/

Date: 11/05/2008

Total Attachments: 2  
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**ASSIGNMENT OF TRADEMARKS**

This Assignment is made as of the 31<sup>st</sup> day of October, 2008, between Velocity Sports Performance Franchise Systems, LLC, a Georgia limited liability company ("Assignor"), and VSP IP, LLC, a Delaware limited liability company ("Assignee").

**Background:**

- Assignor owns the trademarks and service marks described in Schedule A. (collectively, the "Marks"). Each of the Marks is the subject of the federal trademark registration likewise described in Schedule A. (such registrations, the "Registrations").
- Assignor desires to assign the Marks—together with good will and the Registrations pertaining thereto—to Assignee.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties agree as follows:

**Assignment:**

The Assignor hereby assigns the Marks—together with good will and the Registrations pertaining thereto—to Assignee. This assignment includes, without limitation, all Assignor's rights in and to the Marks. The Assignee hereby accepts the foregoing assignment.

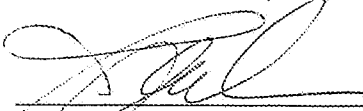
The parties are executing this Assignment as of the date set forth in the introductory paragraph of this Assignment.


**THE ASSIGNOR:**

**THE ASSIGNEE:**

VELOCITY SPORTS PERFORMANCE  
FRANCHISE SYSTEMS, LLC

VSP IP, LLC

By:   
(Signature)

By:   
(Signature)

Print Name: J. Toel Anderson

Print Name: J. Toel Anderson

Its: CEO

Its: Manager

**SCHEDULE A**

**The Marks and Registrations Pertaining Thereto**

<u>Mark</u>	<u>Registration Number</u>
V (Stylized)	2,783,949
V SPORTS	2,783,994
VELOCITY FITNESS	2,956,834
VELOCITY SPORTS PERFORMANCE	2,777,247
VSP	2,750,066
WHY DO YOU TRAIN!	3,454,765

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