

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/20/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cosmos Soccer Club, Inc.		09/20/2010	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Cosmos Soccer Club LLC
Street Address:	75 Greene Street
Internal Address:	2nd Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10012
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	3642950	COSMOS
Registration Number:	3642948	COSMOS
Registration Number:	3642942	COSMOS
Registration Number:	3642933	COSMOS
Serial Number:	77618772	COSMOS
Serial Number:	77618621	NEW YORK COSMOS
Serial Number:	77618607	NEW YORK COSMOS
Serial Number:	77618591	NEW YORK COSMOS
Serial Number:	77618275	COSMOS
Serial Number:	76700978	NEW YORK COSMOS
Serial Number:	76700977	
Registration Number:	3451687	COSMOS

CH \$315.00 3642950

CORRESPONDENCE DATA

Fax Number: (212)545-3309
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212.592.1576
Email: rbroder@herrick.com
Correspondent Name: Robert S. Broder
Address Line 1: 2 Park Avenue
Address Line 2: Herrick, Feinstein LLP
Address Line 4: New York, NEW YORK 10016

ATTORNEY DOCKET NUMBER:	14419-002
NAME OF SUBMITTER:	Robert S. Broder
Signature:	/rsb/
Date:	09/28/2010

Total Attachments: 16

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- source=Filing Evidence (DE) - formation of Cosmos Soccer Club LLC#page2.tif
- source=Filing Evidence (DE) - formation of Cosmos Soccer Club LLC#page3.tif
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- source=Filing Evidence (DE) - Cosmos Soccer Club merger#page2.tif
- source=Filing Evidence (DE) - Cosmos Soccer Club merger#page3.tif
- source=Filing Evidence (NY) - Cosmos Soccer Club LLC merger and app for authority#page1.tif
- source=Filing Evidence (NY) - Cosmos Soccer Club LLC merger and app for authority#page2.tif
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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COSMOS SOCCER CLUB LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF SEPTEMBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "COSMOS SOCCER CLUB LLC" WAS FORMED ON THE TWENTIETH DAY OF SEPTEMBER, A.D. 2010.

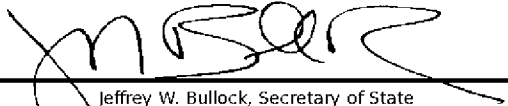
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

4873779 8300

100920553



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8235529

DATE: 09-20-10

TRADEMARK
REEL: 004285 FRAME: 0299

Delaware

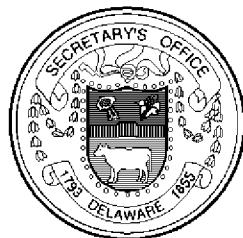
PAGE 1

The First State

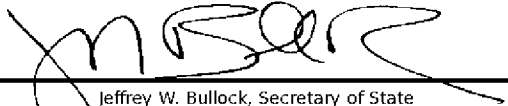
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "COSMOS SOCCER CLUB LLC", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF SEPTEMBER, A.D. 2010, AT 8:53 O'CLOCK A.M.

4873779 8100

100920553



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8235528

DATE: 09-20-10

TRADEMARK
REEL: 004285 FRAME: 0300

CERTIFICATE OF FORMATION

OF

COSMOS SOCCER CLUB LLC

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

FIRST: The name of the limited liability company (hereinafter called the "limited liability company") is: "**COSMOS SOCCER CLUB LLC**".

SECOND: The address of the registered office and the name and the address of the registered agent of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act is National Registered Agents, Inc., 160 Greentree Drive, Suite 101 in the City of Dover, DE 19904, in the County of Kent.

THIRD: The limited liability company shall not have a specific date of dissolution and shall, subject to the terms and provisions of the limited liability company's Limited Liability Company Agreement and of the Delaware Limited Liability Company Act, have a perpetual existence.

Executed: September 20, 2010

/s/ Nicole Piazza

Nicole Piazza

Authorized Person

Delaware

PAGE 1

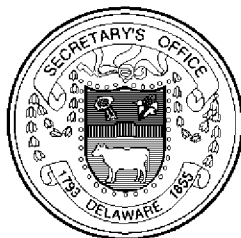
The First State

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

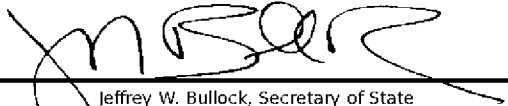
"COSMOS SOCCER CLUB, INC.", A NEW YORK CORPORATION,
WITH AND INTO "COSMOS SOCCER CLUB LLC" UNDER THE NAME OF
"COSMOS SOCCER CLUB LLC", A LIMITED LIABILITY COMPANY ORGANIZED
AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS
RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF
SEPTEMBER, A.D. 2010, AT 10:41 O'CLOCK A.M.

4873779 8100M

100921129



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8236036

DATE: 09-20-10

TRADEMARK
REEL: 004285 FRAME: 0302

**CERTIFICATE OF MERGER
OF
COSMOS SOCCER CLUB, INC.
(a New York corporation)
AND
COSMOS SOCCER CLUB LLC
(a Delaware limited liability company)**

It is hereby certified that:

1. The constituent business entities participating in the merger herein certified are:

(i) COSMOS SOCCER CLUB, INC., which is incorporated under the laws of the State of New York ("CSC-NY"); and

(ii) COSMOS SOCCER CLUB LLC, which is organized under the laws of the State of Delaware ("CSC-DE").

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent entities in accordance with the provisions of subsection (b) of Section 18-209 of the Delaware Limited Liability Company Law, to wit, by CSC-NY in accordance with the laws of the State of its incorporation and by CSC-DE in the same manner as is provided in the Delaware General Limited Liability Company Law.

3. The name of the surviving limited liability company in the merger herein certified is "Cosmos Soccer Club LLC", which will continue its existence as said surviving limited liability company under its present name upon the effective date of said merger pursuant to the provisions of the Delaware Limited Liability Company Law.

4. The Certificate of Organization of CSC-DE, as now in force and effect, shall continue to be the Certificate of Organization of said surviving limited liability company until amended and changed pursuant to the provisions of the Delaware Limited Liability Company Law.

5. The executed Agreement of Merger between the aforesaid constituent business entities is on file at the principal place of business of the aforesaid surviving limited liability company, the address of which is as follows: 75 Greene Street, 2nd Floor, New York, New York, 10012.

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving limited liability company, on request, and without cost, to any stockholder of extinguishing foreign corporation or any member of the limited liability company.

Executed on this 20th day of September, 2010.

COSMOS SOCCER CLUB LLC,
a Delaware Limited Liability Company

By: /s/ Paul Kemsley
Name: Paul Kemsley
Title: Authorized Person

Delaware Certificate of Merger - Foreign Corporation
into a Delaware LLC 5/00 - 2
HF 6065517v.1 #14419/0002

TRADEMARK
REEL: 004285 FRAME: 0304

FILING RECEIPT

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ENTITY NAME: COSMOS SOCCER CLUB LLC

DOCUMENT TYPE: MERGER (UNAUTHORIZED LLC)
PROCESS

COUNTY: UNKN

=====

FILED:09/20/2010 DURATION:***** CASH#:100920000561 FILM #:100920000509

FILER:

EFFECT DATE

HERRICK FEINSTEIN LLP
TWO PARK AVENUE

09/20/2010

NEW YORK, NY 10016

ADDRESS FOR PROCESS:

THE LLC
75 GREENE STREET 2ND FL
NEW YORK, NY 10012

REGISTERED AGENT:



CONSTITUENT NAME: COSMOS SOCCER CLUB, INC.

=====

SERVICE COMPANY: DELANEY CORPORATE SERVICES LTD. - 30

SERVICE CODE: 30

FEES 120.00

FILING 60.00
TAX 0.00
CERT 0.00
COPIES 10.00
HANDLING 50.00

PAYMENTS 120.00

CASH 0.00
CHECK 0.00
CHARGE 0.00
DRAWDOWN 120.00
OPAL 0.00
REFUND 0.00

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TRADEMARK DOS 1025 (04/2007)

REEL: 004285 FRAME: 0305

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on September 21, 2010.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

100920000

509

**CERTIFICATE OF MERGER
OF
COSMOS SOCCER CLUB, INC.
(a New York corporation)
WITH AND INTO
COSMOS SOCCER CLUB LLC
(a Delaware limited liability company)**

Under Section 901 of the Business Corporation Law.

FIRST: Cosmos Soccer Club, Inc., a New York corporation ("CSC-NY") is merging with and into Cosmos Soccer Club LLC, a Delaware limited liability company ("CSC-DE"), whereupon CSC-DE shall be the surviving entity.

SECOND: The certificate of incorporation of CSC-NY was filed with the Department of State on April 16, 1975 under the name "Gotham Soccer Club, Inc.

THIRD: The certificate of formation of CSC-DE was filed with the Secretary of State of the State of Delaware on September 20, 2010, and no application for authority has been filed with the New York Department of State and CSC-DE will not do business in this state until such application for authority has been filed.

FOURTH: The agreement of merger has been approved and executed by each of CSC-DE and CSC-NY.

FIFTH: The name of the surviving foreign limited liability company is "Cosmos Soccer Club LLC".

SIXTH: The surviving foreign limited liability company may be served with process in this state in any action or special proceeding for the enforcement of any liability or obligation of CSC-NY and for enforcement that is provided in the Business Corporation Law of the rights of shareholders of CSC-NY to receive payment for their interests against the surviving foreign limited liability company.

SEVENTH: Pursuant to Section 623 of the Business Corporation Law, the surviving foreign limited liability will promptly pay to the shareholders of CSC-NY the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law and any other applicable statute relating to the right of shareholders and owners to receive payment for their interest.

EIGHT: The Secretary of State is designated as agent of the foreign limited liability company upon whom process against it may be served. The address within this state to which the Secretary of State shall mail a copy of any process served upon him or her is: 75 Greene Street, 2nd Floor, New York, New York, 10012.

NINTH: The merger is permitted by the jurisdiction of organization of CSC-DE and is in compliance therewith.

TENTH: The agreement of merger is on file at the following place of business of the surviving foreign limited liability company: 75 Greene Street, 2nd Floor, New York, New York, 10012.

ELEVENTH: A copy of the agreement of merger will be furnished by the surviving foreign limited liability on request and without cost to any person holding an interest in CSC-NY.

COSMOS SOCCER CLUB, INC., a New York limited liability company	COSMOS SOCCER CLUB LLC, a Delaware limited liability company
<i>By: /s/ Paul Kemsley</i> Name: Paul Kemsley Title: Authorized Person	<i>By: /s/ Paul Kemsley</i> Name: Paul Kemsley Title: Authorized Person

509

100920000

CERTIFICATE OF MERGER

OF

COSMOS SOCCER CLUB, INC.
(a New York corporation)

WITH AND INTO

COSMOS SOCCER CLUB LLC
(a Delaware limited liability company)

RECEIVED
2010 SEP 20 PM 12:28

UNDER SECTION 1003 OF THE LIMITED LIABILITY COMPANY LAW

DRAWDOWN
DELANEY - 30

lee

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED

SEP 20 2010

TAX \$ _____
BY: _____

FILED BY:
HERRICK, FEINSTEIN LLP
TWO PARK AVENUE
NEW YORK, NEW YORK 10016

561

CERTIFICATE OF AUTHORITY UNDER SEC. 805 OF THE LIMITED LIABILITY COMPANY LAW

=====

ENTITY NAME: COSMOS SOCCER CLUB LLC

DOCUMENT TYPE: APPLICATION FOR AUTHORITY (FOR LLC)

COUNTY: NEWY

=====

FILED:09/20/2010 DURATION:***** CASH#:100920000575 FILM #:100920000523

FILER:

EXIST DATE

HERRICK FEINSTEIN LLP
2 PARK AVENUE

09/20/2010

NEW YORK, NY 10016

ADDRESS FOR PROCESS:

ATTN MORY AMARO
75 GREENE STREET
NEW YORK, NY 10018

REGISTERED AGENT:



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SERVICE COMPANY: DELANEY CORPORATE SERVICES LTD. - 30

SERVICE CODE: 30

FEEs 310.00

FILING 250.00
TAX 0.00
CERT 0.00
COPIES 10.00
HANDLING 50.00

PAYMENTS 310.00

CASH 0.00
CHECK 0.00
CHARGE 0.00
DRAWDOWN 310.00
OPAL 0.00
REFUND 0.00

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TRADEMARK DGS 1025 (04/2007)

REEL: 004285 FRAME: 0310

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on September 21, 2010.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

100920000

323

APPLICATION FOR AUTHORITY

OF

COSMOS SOCCER CLUB LLC

Under Section 802 of the Limited Liability Company Law

FIRST: The name of the limited liability company is: Cosmos Soccer Club LLC.

SECOND: The jurisdiction of organization of the limited liability company is Delaware. The date of its organization is: September 20, 2010.

THIRD: The county, within this state in which the office, or if more than one office, the principal office of the limited liability company is to be located is: New York County.

FOURTH: The Secretary of State is designated as agent of the limited liability company upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process against it served upon him or her is: 75 Greene Street, New York, NY 10018, Attn: Mory Amaro.

FIFTH: The address of the office required to be maintained in the jurisdiction of its formation is: c/o National Registered Agents, Inc., 160 Greentree Drive, Suite 101, Dover, DE 19904.

SIXTH: The foreign limited liability company is in existence in its jurisdiction of formation at the time of filing of this application.

SEVENTH: The name and the address of the Secretary of State or other authorized official in its jurisdiction of organization where a copy of its articles of organization is: Jeffrey W. Bullock, Delaware Secretary of State, Townsend Bldg., 401 Federal St., Suite 3, Dover, DE 19901.

Signed on: September 20, 2010

/s/ Mory Amaro

Mory Amaro
Authorized Person

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COSMOS SOCCER CLUB LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF SEPTEMBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "COSMOS SOCCER CLUB LLC" WAS FORMED ON THE TWENTIETH DAY OF SEPTEMBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



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at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line.

Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8235529

DATE: 09-20-10

TRADEMARK
REEL: 004285 FRAME: 0313

100920000

S23

APPLICATION FOR AUTHORITY

OF

COSMOS SOCCER CLUB LLC

Under Section 802 of the Limited Liability Company Law

2010 SEP 20 PM 12: 28

RECEIVED

Filed by: Herrick, Feinstein LLP
 (Name)
2 Park Avenue
 (Mailing address)
New York, NY 10016
 (City, State and Zip code)

**DRAWDOWN
DELANEY #30**

Ice

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED

SEP 20 2010

TAX \$ _____
BY: *[Signature]*

575