

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM626735

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
New TSI Holdings, Inc.		02/11/2021	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	New TSI Intellectual Property, LLC		
<b>Street Address:</b>	100 Duffy Avenue, 3rd Floor		
<b>City:</b>	Hicksville		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	11801		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 48</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1165132	LUCILLE ROBERTS	
<b>Registration Number:</b>	1324009	LUCILLE ROBERTS	
<b>Registration Number:</b>	1806497	TOWN SPORTS INTERNATIONAL	
<b>Registration Number:</b>	1801172	TSI	
<b>Registration Number:</b>	2182153	NYSC	
<b>Registration Number:</b>	2227316	NYSC NEW YORK SPORTS CLUBS	
<b>Registration Number:</b>	2227597	NEW YORK SPORTS CLUBS	
<b>Registration Number:</b>	2333610	PHILADELPHIA SPORTS CLUBS	
<b>Registration Number:</b>	2239729	PSC	
<b>Registration Number:</b>	2343957	PSC PHILADELPHIA SPORTS CLUB	
<b>Registration Number:</b>	2260453	WASHINGTON SPORTS CLUBS	
<b>Registration Number:</b>	2548666	WSC	
<b>Registration Number:</b>	2606256	WSC WASHINGTON SPORTS CLUBS	
<b>Registration Number:</b>	2262192	BOSTON SPORTS CLUB	
<b>Registration Number:</b>	2212754	BSC	
<b>Registration Number:</b>	2325163	BSC BOSTON SPORTS CLUB	
<b>Registration Number:</b>	2225662	NYSC	
<b>Registration Number:</b>	2224136	NYSC NEW YORK SPORTS CLUBS	
<b>Registration Number:</b>	2370104	THERE'S A MILLION REASONS TO JOIN	

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Property Type	Number	Word Mark
Registration Number:	2396940	WHERE YOU LIVE. WHERE YOU WORK.
Registration Number:	2519313	TOTAL WOMAN
Registration Number:	2690385	NYSC
Registration Number:	3053462	SPORTS CLUBS FOR KIDS
Registration Number:	3053486	SPORTS CLUBS FOR KIDS
Registration Number:	3291766	LATITUDE
Registration Number:	4625274	RIDE REPUBLIC
Registration Number:	4786292	BFX BOUTIQUE FITNESS EXPERIENCE
Registration Number:	4660480	TOTAL WOMAN
Registration Number:	4656975	EMPOWERING WOMEN TO LIVE THEIR BEST LIVE
Registration Number:	4660479	TW
Registration Number:	4625689	UXF
Registration Number:	4664403	BFX
Registration Number:	4649888	BFX STUDIO
Registration Number:	4791073	RIDE REPUBLIC
Registration Number:	4795693	RIDE REPUBLIC
Registration Number:	4649919	BFX STUDIO
Registration Number:	4704505	MASTER CLASS
Registration Number:	4676069	
Registration Number:	4786338	
Registration Number:	4914114	RIDE REPUBLIC
Registration Number:	4620423	UXF CIRCUIT
Registration Number:	4787147	BFX STUDIOS
Registration Number:	5252302	NYSC
Registration Number:	5620058	REPS ON RHYTHM
Registration Number:	5778403	AROUND THE CLOCK FITNESS
Registration Number:	5772457	AROUND THE CLOCK FITNESS
Serial Number:	88775831	NEW YORK MINUTE
Serial Number:	88775823	NY MINUTE

#### CORRESPONDENCE DATA

Fax Number:

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

Phone: 212-309-1000

Email: tmdocketny@huntonak.com

Correspondent Name: James E. Rosini

Address Line 1: 200 Park Avenue

Address Line 4: New York, NEW YORK 10166

<b>ATTORNEY DOCKET NUMBER:</b>	118208255462
<b>NAME OF SUBMITTER:</b>	James E. Rosini
<b>SIGNATURE:</b>	/JER/
<b>DATE SIGNED:</b>	02/17/2021

**Total Attachments: 9**

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## TRADEMARK ASSIGNMENT

WHEREAS, New TSI Holdings, Inc., a corporation organized under the laws of the state of Delaware, (hereinafter "Assignor"), having an address of 100 Duffy Avenue, 3rd Floor, Hicksville, New York 11801, is the owner of all right, title and interest in and to the trademark registrations and applications listed on Attachment 1 (the "Trademarks"); and


WHEREAS, New TSI Intellectual Property, LLC., a limited liability company organized under the laws of the state of Delaware, having an address of 100 Duffy Avenue, 3rd Floor, Hicksville, New York 11801 (hereinafter "Assignee"), wishes to acquire from Assignor all of Assignor's rights in and to such Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor assigns to Assignee all of Assignor's rights, title and interest in and to the Trademarks, together with the goodwill of the business appurtenant to and symbolized by the Trademarks, and including, without limitation, all common law and foreign rights, if any, in and to the Trademarks, and the right to sue and recover for, and the right to profits or damages due or accrued arising out of or in connection with, any and all past, present or future infringements or dilution of or damage or injury to the Trademarks, to be held and enjoyed by Assignee, its successors and assigns, to the same extent that such would have been held and enjoyed by Assignor had such assignment not been made.

Assignor is assigning that portion of the business to the which the trademarks pertain, as required by Section 10 of the Trademark Act (15 U.S.C. Section 1060).

**NEW TSI HOLDINGS, INC.**

Date: 2/11/2021

  
Name: Stuart M. Steinberg  
Title: General Counsel

## ATTACHMENT 1

Trademark	Country	Filing Date/ Registration Date	Application/ Registration No.	Status	Owner
LUCILLE ROBERTS	United States	07/27/1979 08/18/1981	73225191 1165132	Registered	TSI Holdings (IP), LLC
LUCILLE ROBERTS	United States	09/28/1982 03/12/1985	73391626 1324009	Registered	TSI Holdings (IP), LLC
TOWN SPORTS INTERNATIONAL	United States	01/27/1993 11/23/1993	74359262 1806497	Registered	TSI Holdings (IP), LLC
TSI	United States	01/27/1993 10/26/1993	74359263 1801172	Registered	TSI Holdings (IP), LLC
NYSC & Design	United States	06/02/1997 08/18/1998	75301425 2182153	Registered	TSI Holdings (IP), LLC
NYSC new york sports clubs	United States	06/02/1997 03/02/1999	75301426 2227316	Registered	TSI Holdings (IP), LLC
NEW YORK SPORTS CLUBS	United States	09/08/1997 03/02/1999	75353258 2227597	Registered	TSI Holdings (IP), LLC

Trademark	Country	Filing Date/ Registration Date	Application/ Registration No.	Status	Owner
PHILADELPHIA SPORTS CLUBS	United States	09/08/1997 03/21/2000	75353259 2333610	Abandoned	TSI Holdings (IP), LLC
PSC & Design	United States	09/08/1997 04/13/1999	75353261 2239729	Registered	TSI Holdings (IP), LLC
PSC philadelphia sports clubs & Design	United States	09/08/1997 04/18/2000	75353260 2343957	Registered	TSI Holdings (IP), LLC
WASHINGTON SPORTS CLUBS	United States	10/02/1997 07/13/1999	75367067 2260453	Registered	TSI Holdings (IP), LLC
WSC & Design	United States	10/02/1997 03/19/2002	75367069 2548666	Registered	TSI Holdings (IP), LLC
WSC Washington sports clubs & Design	United States	10/02/1997 08/13/2002	75367068 2606256	Registered	TSI Holdings (IP), LLC
BOSTON SPORTS CLUB	United States	10/06/1997 07/20/1999	75368393 2262192	Registered	TSI Holdings (IP), LLC
BSC & Design	United States	10/06/1997 12/22/1998	75368395 2212754	Registered	TSI Holdings (IP), LLC

Trademark	Country	Filing Date/ Registration Date	Application/ Registration No.	Status	Owner
BSC boston sports club & Design	United States	10/06/1997 03/07/2000	75368394 2325163	Registered	TSI Holdings (IP), LLC
NYSC & Design	United States	12/15/1997 02/23/1999	75405152 2225662	Registered	TSI Holdings (IP), LLC
NYSC new york sports clubs & Design	United States	12/15/1997 02/16/1999	75405153 2224136	Registered	TSI Holdings (IP), LLC
THERE'S A MILLION REASONS TO JOIN	United States	10/23/1998 07/25/2000	75575862 2370104	Registered	TSI Holdings (IP), LLC
WHERE YOU LIVE. WHERE YOU WORK.	United States	11/06/1998 10/24/2000	75584488 2396940	Registered	TSI Holdings (IP), LLC
TOTAL WOMAN	United States	01/03/2000 12/18/2001	75886037 2519313	Registered	TSI Holdings (IP), LLC
NYSC	United States	12/19/2001 02/25/2003	76351348 2690385	Registered	TSI Holdings (IP), LLC
SPORTS CLUBS FOR KIDS	United States	07/08/2004 01/31/2006	78447788 3053462	Registered	TSI Holdings (IP), LLC

Trademark	Country	Filing Date/ Registration Date	Application/ Registration No.	Status	Owner
SPORTS CLUBS FOR KIDS Stylized	United States	07/13/2004 01/31/2006	78449898 3053486	Registered	TSI Holdings (IP), LLC
NEW YORK SPORTS CLUBS	European Union	01/21/2005 04/13/2006	4247771 4247771	Registered	TSI Holdings (IP), LLC
NYSC new york sports clubs & Design	European Union	01/21/2005 03/12/2008	4247731 4247731	Registered	TSI Holdings (IP), LLC
NYSC & Design	European Union	02/21/2005 03/12/2008	4247755 4247555	Registered	TSI Holdings (IP), LLC
LATTITUDE & Design	United States	08/04/2005 09/11/2007	78685920 3291766	Registered	TSI Holdings (IP), LLC
RIDE REPUBLIC	United States	01/18/2012 10/21/2014	85519580 4625274	Registered	TSI Holdings (IP), LLC
BFX BOUTIQUE FITNESS EXPERIENCE	United States	04/04/2013 08/04/2015	85895485 4786292	Registered	TSI Holdings (IP), LLC
TOTAL WOMAN	United States	04/17/2013 12/23/2014	85982582 4660480	Registered	TSI Holdings (IP), LLC



Trademark	Country	Filing Date/ Registration Date	Application/ Registration No.	Status	Owner
EMPOWERING WOMEN TO LIVE THEIR BEST LIVES	United States	04/17/2013 12/16/2014	85907411 4656975	Registered	TSI Holdings (IP), LLC
TW Stylized & Design	United States	04/17/2013 12/23/2014	85982581 4660479	Registered	TSI Holdings (IP), LLC
UXF	European Union	04/30/2013 09/23/2013	11783586 11783586	Registered	TSI Holdings (IP), LLC
UXF ULTIMATE FITNESS EXPERIENCE & Design	European Union	04/30/2013 09/24/2013	11783784 11783784	Registered	TSI Holdings (IP), LLC
UXF	Switzerland	04/30/2013 07/11/2013	55205/2013 646071	Registered	TSI Holdings (IP), LLC
UXF ULTIMATE FITNESS EXPERIENCE & Design	Switzerland	04/30/2013 07/10/2013	55207/2013 646052	Registered	TSI Holdings (IP), LLC
UXF	United States	04/30/2013 10/21/2014	85918421 4625689	Registered	TSI Holdings (IP), LLC
BFX	United States	05/07/2013 12/30/2014	85924931 4664403	Registered	TSI Holdings (IP), LLC

Trademark	Country	Filing Date/ Registration Date	Application/ Registration No.	Status	Owner
BFX STUDIO	United States	05/07/2013 12/02/2014	85924938 4649888	Registered	TSI Holdings (IP), LLC
RIDE REPUBLIC	United States	05/23/2013 08/11/2015	85941064 4791073	Registered	TSI Holdings (IP), LLC
RIDE REPUBLIC	United States	05/23/2013 08/18/2015	85941034 4795693	Registered	TSI Holdings (IP), LLC
BFX STUDIO & Design	United States	06/04/2013 12/02/2014	85950409 4649919	Registered	TSI Holdings (IP), LLC
MASTER CLASS & Design	United States	06/04/2013 03/17/2015	85950556 4704505	Registered	TSI Holdings (IP), LLC
Miscellaneous Design	United States	06/04/2013 01/20/2015	85950561 4676069	Registered	TSI Holdings (IP), LLC
Miscellaneous Design	United States	06/04/2013 08/04/2015	85950511 4786338	Registered	TSI Holdings (IP), LLC
RIDE REPUBLIC & Design	United States	06/04/2013 03/08/2016	85950433 4914114	Registered	TSI Holdings (IP), LLC

Trademark	Country	Filing Date/ Registration Date	Application/ Registration No.	Status	Owner
UXF CIRCUIT	United States	02/26/2014 10/14/2014	86204771 4620423	Registered	TSI Holdings (IP), LLC
BFX STUDIOS	United States	06/04/2014 08/04/2015	86300226 4787147	Registered	TSI Holdings (IP), LLC
FORUM FITNESS	Switzerland	07/31/2014 04/14/2015	58908/2014 671855	Registered	TSI Holdings (IP), LLC
NYSC	Switzerland	7/31/2014 03/16/2015	58904/2014 670640	Registered	TSI Holdings (IP), LLC
NYSC NEW YORK SPORTS CLUBS	Switzerland	09/02/2015 09/21/2015	58905/2014 678051	Registered	TSI Holdings (IP), LLC
NYSC & Design	United States	06/27/2016 07/25/2017	87085268 5252302	Registered	TSI Holdings (IP), LLC
REPS ON RHYTHM	United States	05/23/2017 12/04/2018	87460327 5620058	Registered	TSI Holdings (IP), LLC

Trademark	Country	Filing Date/ Registration Date	Application/ Registration No.	Status	Owner
AROUND THE CLOCK FITNESS & Design	United States	05/31/2017 06/18/2019	87469968 5778403	Registered	TSI Holdings (IP), LLC
AROUND THE CLOCK FITNESS	United States	06/01/2017 06/11/2019	87471505 5772457	Registered	TSI Holdings (IP), LLC
NEW YORK MINUTE	United States	01/28/2020	88775831	Allowed Intent to Use	TSI Holdings (IP), LLC
NEW YORK MINUTE	United States	01/28/2020	88775823	Allowed Intent to Use	TSI Holdings (IP), LLC
LUXOR FITNESS	Switzerland	7/31/2014	58907/2014	Abandoned	TSI Holdings (IP), LLC