

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM712960

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
D1 Sports Parent, LLC		10/29/2021	Limited Liability Company: TENNESSEE
RECEIVING PARTY DATA			
Name:	D1 Sports Franchise, LLC		
Street Address:	7115 South Springs Drive		
City:	Franklin		
State/Country:	TENNESSEE		
Postal Code:	37067		
Entity Type:	Limited Liability Company: TENNESSEE		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	2877559	D1	
Registration Number:	4051176	D1	
Registration Number:	4722520	D1	
Registration Number:	4943882	D1	
Registration Number:	4051175	D1	
Registration Number:	4722521	D1	
Registration Number:	4949523	D1	
Registration Number:	4685373	THE HOME OF ATHLETIC-BASED TRAINING	
Registration Number:	3653697	THE PLACE FOR THE ATHLETE	
CORRESPONDENCE DATA			
Fax Number:	7033912901		
<i>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.</i>			
Phone:	5712677002		
Email:	tm-docketing@marburylaw.com		
Correspondent Name:	Margaret C. Jaffe		
Address Line 1:	11800 Sunrise Valley Drive		
Address Line 2:	15th Floor		
Address Line 4:	Reston, VIRGINIA 20191		

CH \$240.00 2877559

ATTORNEY DOCKET NUMBER:	1900-TMK
NAME OF SUBMITTER:	Margaret Campell Jaffe
SIGNATURE:	/Margaret Campell Jaffe/
DATE SIGNED:	03/08/2022

Total Attachments: 4

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ASSIGNMENT OF INTELLECTUAL PROPERTY

This ASSIGNMENT OF INTELLECTUAL PROPERTY (this “**Assignment**”) is entered into as of October 29, 2021 (the “**Effective Date**”), by and between D1 Sports Parent, LLC, a Tennessee limited liability company (“**Assignor**”), and D1 Sports Franchise, LLC, a Tennessee limited liability company (“**Assignee**”), in accordance with the terms of that certain Securities Purchase Agreement (the “**Securities Purchase Agreement**”) of even date herewith, by and among Assignor, Assignee, D1 New Holdco, LLC, D1 Sports HQ, LLC, D1 PEP Holdco, LLC, and the selling parties party thereto. Capitalized terms used but not defined herein have the meanings assigned to such terms in the Securities Purchase Agreement.

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign, transfer and set over to Assignee, all of Assignor’s worldwide rights, title and interest in and to the trademarks, service marks, domains, and other intellectual property listed on Exhibit A attached hereto (the “**Assigned Intellectual Property**”), the applications and registrations therefor, any issuances, renewals or extensions of such registrations, any and all royalties, fees, income, payments and other proceeds now or hereafter due or payable, and all rights therein and thereto provided by any applicable law of any jurisdiction, by international treaties and conventions, and otherwise throughout the world, together with the goodwill of the business in connection with which the Assigned Intellectual Property are used and which is symbolized by the Assigned Intellectual Property, and the resulting right to recover damages, profits, restitution and injunctive and other legal and equitable relief for past, present, or future infringements or unauthorized uses thereof, with the right to sue for and collect the same for its own use and enjoyment, and for the use and enjoyment of its successors, assigns, or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this assignment and sale had not been made.

Notwithstanding anything to the contrary contained herein, the terms of this Assignment are subject to the terms, provisions, conditions and limitations set forth in the Securities Purchase Agreement, and this Assignment is not intended to alter the rights or obligations of the parties to the Securities Purchase Agreement. In the event of any inconsistencies between the terms of this Assignment and the terms of the Securities Purchase Agreement, and with respect to matters addressed in the Securities Purchased Agreement but not addressed herein, the parties hereto agree that the terms of the Securities Purchase Agreement shall control.

Assignor agrees to execute and deliver at the request of Assignee, and at Assignee’s sole cost and expense, any papers, instruments, affidavits, declarations, powers of attorney and assignments reasonably requested by Assignee to vest in Assignee all of Assignor’s right, title and interest in and to the marks and the applications and registrations therefor and/or to provide evidence to support such assignment in the event such evidence is deemed useful by Assignee.

This Agreement shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.

This Assignment may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute only one instrument.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be executed as of the Effective Date.

ASSIGNOR:

D1 SPORTS PARENT, LLC

By: William H. Bartholomew
Name: William H. Bartholomew
Title: President

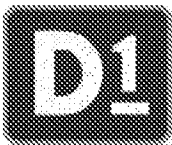
ASSIGNEE:


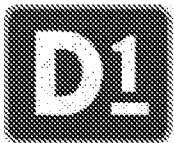
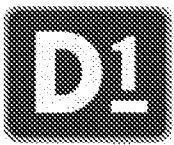
D1 SPORTS FRANCHISE, LLC

By: William H. Bartholomew
Name: William H. Bartholomew
Title: Chief Executive Officer

EXHIBIT A
ASSIGNED INTELLECTUAL PROPERTY

I. Trademarks

Mark	Goods/Services	Relevant Dates
D1 Ser. No.: 78/288,572 Reg. No.: 2,877,559	Class 41: Sports training in the fields of football, baseball, hockey, basketball and soccer.	Filing: Aug. 18, 2003 1st Use: Mar. 1, 2003 Reg.: Aug. 24, 2004
D1 Ser. No.: 77/067,773 Reg. No.: 4,051,176	Class 35: Management of wellness centers for others Class 44: Physical therapy	Filing: Dec. 19, 2006 1st Use: Feb. 1, 2002 Reg.: Nov. 8, 2011
D1 Ser. No.: 86/267,601 Reg. No.: 4,722,520	Class 41: Sports training services; providing facilities for sports and physical fitness training; Providing fitness and exercise facilities; gymnasiums; athletic and physical fitness training services; conducting fitness classes; Personal fitness training services and consultancy; Health club services, namely, providing instruction and equipment in the field of physical exercise; Personal trainer services; Physical fitness studio services, namely, providing group exercise instruction, equipment, and facilities; Physical fitness instruction	Filing: Apr. 30, 2014 1st Use: Mar. 1, 2003 Reg.: Apr. 21, 2015
 Ser. No.: 86/213,500 Reg. No.: 4,943,882	Class 25: Clothing, namely, shirts, shorts, pants, head bands, socks, polo shirts, tee shirts, long sleeve tee shirts, sweatshirts and hoodies; headwear; footwear	Filing: Mar. 6, 2014 1st Use: Mar. 1, 2003 Reg.: Apr. 26, 2016

Mark	Goods/Services	Relevant Dates
 <p>Ser. No.: 77/067,168 Reg. No.: 4,051,175</p>	<p>Class 35: Management of wellness centers for others Class 41: Sports training Class 44: Physical training</p>	<p>Filing: Dec. 19, 2006 1st Use: Feb. 1, 2002 Reg.: Nov. 8, 2011</p>
 <p>Ser. No.: 86/267,641 Reg. No.: 4,722,521</p>	<p>Class 41: Sports training services; providing facilities for sports and physical fitness training; Providing fitness and exercise facilities; gymnasiums; athletic and physical fitness training services; conducting fitness classes; Personal fitness training services and consultancy; Health club services, namely, providing instruction and equipment in the field of physical exercise; Personal trainer services; Physical fitness studio services, namely, providing group exercise instruction, equipment, and facilities; Physical fitness instruction</p>	<p>Filing: Apr. 30, 2014 1st Use: Mar. 1, 2003 Reg.: Apr. 21, 2015</p>
 <p>Ser. No.: 86/644,120 Reg. No.: 4,949,523</p>	<p>Class 45: On-line social networking services</p>	<p>Filing: May 28, 2015 1st Use: Mar. 1, 2003 Reg.: May 3, 2016</p>
<p>THE HOME OF ATHLETIC-BASED TRAINING</p> <p>Ser. No.: 85/927,693 Reg. No.: 4,685,373</p>	<p>Class 35: Athletic training services; Sports training services Class 44: Physical therapy</p>	<p>Filing: May 9, 2013 1st Use: Aug. 31, 2012 Reg.: Feb. 10, 2015</p>
<p>THE PLACE FOR THE ATHLETE</p> <p>Ser. No.: 77/558,797 Reg. No.: 3,653,697</p>	<p>Class 41: Sport and athletic training</p>	<p>Filing: Aug. 29, 2008 1st Use: Apr. 1, 2007 Reg.: Jul. 14, 2009</p>