

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM411855

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
United Soccer Leagues, LLC		01/10/2017	Limited Liability Company: FLORIDA
USL Pro, LLC		01/10/2017	Limited Liability Company: FLORIDA
USL Pro-2, LLC		01/10/2017	Limited Liability Company: FLORIDA
Premier Development League, LLC		01/10/2017	Corporation: FLORIDA
Super Y League, LLC		01/10/2017	Limited Liability Company: FLORIDA
USL Productions, LLC		01/10/2017	Limited Liability Company: FLORIDA

RECEIVING PARTY DATA

Name:	NuRock Soccer Holdings, LLC
Street Address:	227 Sandy Springs Place
Internal Address:	Suite D103-184
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30328
Entity Type:	Limited Liability Company: GEORGIA

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Serial Number:	87116853	USL FOUNDATION
Serial Number:	87116738	USL USL CUP
Serial Number:	87116684	USL FOUNDATION
Serial Number:	87258593	USL UNITES FOUNDATION
Serial Number:	87084210	DERBY WEEK
Serial Number:	86525412	USL
Serial Number:	85199595	USL PRO UNITED SOCCER LEAGUES MEN'S PROF
Serial Number:	75635397	USL
Serial Number:	86854012	PDL

CH \$365.00 87116853

Property Type	Number	Word Mark
Serial Number:	86854029	PREMIER DEVELOPMENT LEAGUE
Serial Number:	85412836	PDL
Serial Number:	87221397	SUPER Y LEAGUE
Serial Number:	87219566	SUPER Y LEAGUE
Serial Number:	76144902	SUPER Y-LEAGUE

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.

Email: trademarks@agg.com
Correspondent Name: Pearl Hu
Address Line 1: 171 17th Street, NW
Address Line 2: Suite 2100
Address Line 4: Atlanta, GEORGIA 30363-1031

NAME OF SUBMITTER:	Pearl Hu
SIGNATURE:	/Pearl Hu/
DATE SIGNED:	01/11/2017

Total Attachments: 9

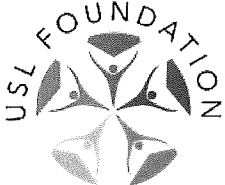

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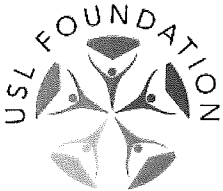

NOTICE OF GRANT OF SECURITY INTEREST IN U.S. TRADEMARKS

To: **United States Patent and Trademark Office**



Ladies and Gentlemen:


Please be advised that pursuant to that certain Secured Promissory Note dated as of January 1, 2017(as the same may be amended, modified, extended or restated from time to time, the “Note”) by (a) United Soccer Leagues, LLC, a Florida limited liability company (“USL”), (b) USL Pro, LLC, a Florida limited liability company (“Pro”), (c) USL Pro-2, LLC, a Florida limited liability company (“Pro-2”), (d) Premier Development League, LLC, a Florida limited liability company (“Premier”), (e) Super Y League, LLC, a Florida limited liability company (“Super Y”) and (f) USL Productions, LLC, a Florida limited liability company (“Productions”; together with Super Y, Premier, Pro-2, Pro and USL, the “Makers”), in favor of NuRock Soccer Holdings, LLC, a Georgia limited liability company (“NuRock”), the undersigned Makers have granted a continuing security interest in and to, and lien upon, all right, title and interest in the trademarks shown below to NuRock:



USPTO Serial Number	Word Mark / Design	Goods & Services
87116853		<p>IC 041. US 100 101 107. G & S: Charitable services, namely, assisting people in the areas of education and physical wellness by providing personal physical fitness training services and personal training and physical fitness consultation to individuals to help them make physical fitness, strength, conditioning, and exercise improvement in their daily living</p>
87116738		<p>IC 025. US 022 039. G & S: Clothing, namely, t-shirts, shirts, sports jerseys, polo shirts, sweaters, cardigans, singlets, suits, vests, warm-up tops, warm-up suits, pants, trousers, shorts, skirts, warm-up pants, dresses, uniforms, jackets, parkas, coats, pajamas, night shirts, bath robes, dressing gowns, undergarments, boxer shorts, hosiery, socks, gloves, mittens, scarves, shawls, belts, ties, wrist bands, aprons, swim wear, bathing suits, bikinis, swim trunks, board shorts, wet suits and beach cover-ups; headgear, namely, hats, caps, beanies, visors, ear muffs, bandanas, headbands, swim caps and bathing caps</p> <p>IC 041. US 100 101 107. G & S: Entertainment services, namely, organizing, conducting and staging soccer events, soccer matches and soccer exhibition games; entertainment services, namely, presenting live and prerecorded soccer events and performances via the Internet, television, radio and mobile communication devices; providing a website featuring prerecorded non-downloadable audio recordings, non-downloadable videos and on-line non-downloadable music videos all featuring soccer events and performances via the Internet; providing non-downloadable prerecorded films about soccer events and performances via an online video-on-demand service; entertainment services, namely, providing ongoing prerecorded multimedia programs featuring soccer events and performances distributed via television, radio and the Internet; rental of films via Internet; providing sports information associated with prerecorded non-downloadable audio recordings, non-downloadable videos and on-line non-downloadable music videos all featuring soccer events and performances via the Internet, television, radio and mobile communication devices; entertainment in the</p>

		<p>nature of ongoing television programs in the fields of sports, news, talk shows and video recordings of personal genealogical documentaries all concerning soccer; entertainment services in the nature of ongoing reality based television programs relating to soccer</p>
87116684		<p>IC 025. US 022 039. G & S: Clothing, namely, t-shirts, shirts, sports jerseys, polo shirts, sweaters, cardigans, singlets, suits, vests, warm-up tops, warm-up suits, pants, trousers, shorts, skirts, warm-up pants, dresses, uniforms, jackets, parkas, coats, pajamas, night shirts, bath robes, dressing gowns, undergarments, boxer shorts, hosiery, socks, gloves, mittens, scarves, shawls, belts, ties, wrist bands, aprons, swim wear, bathing suits, bikinis, swim trunks, board shorts, wet suits and beach cover-ups; headgear, namely, hats, caps, beanies, visors, ear muffs, bandanas, headbands, swim caps and bathing caps</p> <p>IC 041. US 100 101 107. G & S: Entertainment services, namely, organizing, conducting and staging soccer events, soccer matches and soccer exhibition games; entertainment services, namely, presenting live and prerecorded soccer events and performances via the Internet, television, radio and mobile communication devices; providing a website featuring prerecorded non-downloadable audio recordings, non-downloadable videos and on-line non-downloadable music videos all featuring soccer events and performances via the Internet; providing non-downloadable prerecorded films about soccer events and performances via an online video-on-demand service; entertainment services, namely, providing ongoing prerecorded multimedia programs featuring soccer events and performances distributed via television, radio and the Internet; rental of films via Internet; providing sports information associated with prerecorded non-downloadable audio recordings, non-downloadable videos and on-line non-downloadable music videos all featuring soccer events and performances via the Internet, television, radio and mobile communication devices; entertainment in the nature of ongoing television programs in the fields of sports, news, talk shows and video recordings of personal genealogical documentaries all concerning soccer; entertainment services in the nature of ongoing reality based television programs relating to soccer</p>
87258593		<p>IC 025. US 022 039. G & S: Clothing, namely, t-shirts, shirts, sports jerseys, polo shirts, sweaters, cardigans, singlets, suits, vests, warm-up tops, warm-up suits, pants, trousers, shorts, skirts, warm-up pants, dresses, uniforms, jackets, parkas, coats, pajamas, night shirts, bath robes, dressing gowns, undergarments, boxer shorts, hosiery, socks, gloves, mittens, scarves, shawls, belts, ties, wrist bands, aprons, swim wear, bathing suits, bikinis, swim trunks, board shorts, wet suits and beach cover-ups; headgear, namely, hats, caps, beanies, visors, ear muffs, bandanas, headbands, swim caps and bathing caps</p> <p>IC 041. US 100 101 107. G & S: Charitable services, namely, assisting people in the areas of education and physical wellness by providing personal physical fitness training services and personal training and physical fitness consultation to individuals to help them make physical fitness, strength, conditioning, and exercise improvement in their daily living; Entertainment services, namely, organizing, conducting and staging soccer events, soccer matches and soccer exhibition games; entertainment services, namely, presenting live and prerecorded soccer events and</p>

		<p>performances via the Internet, television, radio and mobile communication devices; providing a website featuring prerecorded non-downloadable audio recordings, non-downloadable videos and on-line non-downloadable music videos all featuring soccer events and performances via the Internet; providing non-downloadable prerecorded films about soccer events and performances via an online video-on-demand service; entertainment services, namely, providing ongoing prerecorded multimedia programs featuring soccer events and performances distributed via television, radio and the Internet; rental of films via Internet; providing sports information associated with prerecorded non-downloadable audio recordings, non-downloadable videos and on-line non-downloadable music videos all featuring soccer events and performances via the Internet, television, radio and mobile communication devices; entertainment in the nature of ongoing television programs in the fields of sports, news, talk shows and video recordings of personal genealogical documentaries all concerning soccer; entertainment services in the nature of ongoing reality based television programs relating to soccer</p>
87084210	DERBY WEEK (word mark)	<p>IC 009. US 021 023 026 036 038. G & S: Audio recordings and video recordings in the field of soccer, audio, video, computer and laser discs, pre-recorded audio and video cassettes, pre-recorded audio and video tapes, pre-recorded compact discs, pre-recorded computer discs, all related to soccer; computer accessories, namely, mouse pads, mice, disc cases, computer carry-on cases, keyboard wrist pads, computer monitor cardboard frames, all related to soccer; computer programs for viewing information, statistics or trivia about soccer; computer software, namely, screen savers featuring soccer themes, computer software to access and view computer wallpaper, computer browsers, computer skins and computer cursors; computer game software; video game software, video game cartridges and video game machines for use with televisions; radios, telephones, and cell phone accessories, namely, face plates and cell phone covers; binoculars; sunglasses; eyeglass frames; eyewear straps and chains; eyeglass and sunglass cases; magnets; disposable cameras; credit cards and pre-paid telephone calling cards magnetically encoded, downloadable video recordings, video stream recordings, and audio recordings in the field of soccer provided over the internet; downloadable computer software for viewing databases of information, statistical information, trivia, polling information, and interactive polling in the field of soccer provided over the internet; downloadable computer game software; downloadable video game programs, interactive video games and trivia game software provided over the internet; downloadable computer software for use as screensavers, wallpaper, browsers, skins, avatars and cursors over the internet; downloadable electronic publications in the nature of magazines, newsletters, coloring books, game schedules all in the field of soccer provided over the internet. downloadable catalogs provided over the internet featuring an array of soccer-themed products; downloadable greeting cards provided over the internet</p> <p>IC 025. US 022 039. G & S: Clothing, namely, t-shirts, shirts, sports jerseys, polo shirts, sweaters, cardigans, singlets, suits, vests, warm-up tops, warm-up suits, pants, trousers, shorts, skirts, warm-up pants, dresses, uniforms, jackets, parkas, coats, pajamas, night shirts, bath robes, dressing gowns,</p>

		<p>undergarments, boxer shorts, hosiery, socks, gloves, mittens, scarves, shawls, belts, ties, wrist bands, aprons, swim wear, bathing suits, bikinis, swim trunks, board shorts, wet suits and beach cover-ups; footwear; headgear, namely, hats, caps, beanies, visors, ear muffs, bandanas, head bands, swim caps and bathing caps</p> <p>IC 041. US 100 101 107. G & S: Entertainment services, namely, organizing, conducting, and staging sporting events in the nature of soccer events, soccer matches, and soccer exhibition games; live and pre-recorded presentation of sporting events and performances via the Internet, television, radio and mobile communication devices; live and pre-recorded presentation of sporting events and performances via the Internet, television, radio and mobile communication devices featuring non-downloadable audio clips, video clips, musical videos, film clips and multimedia materials; rental of films via Internet; Providing sports information via Internet, television, radio, and mobile communication devices regarding sports in the field of audio clips, video clips, musical clips and sporting events and performances; Providing film clips and multimedia materials via the internet featuring soccer events; television entertainment in the nature of ongoing television programs in the field of sports entertainment, television news shows, web television talk shows, news casts, sports, documentaries and ongoing reality based television programs</p>
86525412		<p>IC 025. US 022 039. G & S: Clothing, namely, t-shirts, shirts, sports jerseys, polo shirts, sweaters, cardigans, singlets, suits, vests, warm-up tops, warm-up suits, pants, trousers, shorts, skirts, warm-up pants, dresses, uniforms, jackets, parkas, coats, pajamas, night shirts, bath robes, dressing gowns, undergarments, boxer shorts, hosiery, socks, gloves, mittens, scarves, shawls, belts, ties, wrist bands, aprons, swim wear, bathing suits, bikinis, swim trunks, board shorts, wet suits and beach cover-ups; footwear; headgear, namely, hats, caps, beanies, visors, ear muffs, bandanas, head bands, swim caps and bathing caps</p> <p>IC 041. US 100 101 107. G & S: Entertainment services, namely, organizing, conducting, and staging sporting events in the nature of soccer events, soccer matches, and soccer exhibition games; live and pre-recorded presentation of sporting events and performances via the Internet, television, radio and mobile communication devices; live and pre-recorded presentation of sporting events and performances via the Internet, television, radio and mobile communication devices featuring non-downloadable audio clips, video clips, musical videos, film clips and multimedia materials; rental of films via Internet; Providing sports information via Internet, television, radio, and mobile communication devices regarding sports in the field of audio clips, video clips, musical clips and sporting events and performances; Providing film clips and multimedia materials via the internet featuring soccer events; television entertainment in the nature of ongoing television programs in the field of sports entertainment, television news shows, web television talk shows, news casts, sports, documentaries and ongoing reality based television programs</p>
85199595		<p>IC 041. US 100 101 107. G & S: Entertainment services, namely, organizing, conducting and staging sporting events in the nature of soccer events, soccer matches and soccer exhibition games.</p>
75635397	USL	IC 041. US 100 101 107. G & S: entertainment services, namely, organizing,

	(word mark)	conducting, and staging professional and non-professional soccer matches and exhibitions.
86854012		<p>IC 025. US 022 039. G & S: Clothing, namely, t-shirts, shirts, sports jerseys, polo shirts, sweaters, cardigans, singlets, suits, vests, warm-up tops, warm-up suits, pants, trousers, shorts, skirts, warm-up pants, dresses, uniforms, jackets, parkas, coats, pajamas, night shirts, bath robes, dressing gowns, undergarments, boxer shorts, hosiery, socks, gloves, mittens, scarves, shawls, belts, ties, wrist bands, aprons, swim wear, bathing suits, bikinis, swim trunks, board shorts, wet suits and beach cover-ups; footwear; headgear, namely, hats, caps, beanies, visors, ear muffs, bandanas, head bands, swim caps and bathing caps</p> <p>IC 041. US 100 101 107. G & S: Entertainment services, namely, organizing, conducting, and staging sporting events in the nature of soccer events, soccer matches, and soccer exhibition games; live and pre-recorded presentation of sporting events and performances via the Internet, television, radio and mobile communication devices; live and pre-recorded presentation of sporting events and performances via the Internet, television, radio and mobile communication devices featuring non-downloadable audio clips, video clips, musical videos, film clips and multimedia materials; rental of films via Internet; Providing sports information via Internet, television, radio, and mobile communication devices regarding sports in the field of audio clips, video clips, musical clips and sporting events and performances; Providing film clips and multimedia materials via the internet featuring soccer events; television entertainment in the nature of ongoing television programs in the field of sports entertainment, television news shows, web television talk shows, news casts, sports, documentaries and ongoing reality based television programs</p>
86854029	<p>Premier Development League</p> <p>[Word Mark]</p>	<p>IC 025. US 022 039. G & S: Clothing, namely, t-shirts, shirts, sports jerseys, polo shirts, sweaters, cardigans, singlets, suits, vests, warm-up tops, warm-up suits, pants, trousers, shorts, skirts, warm-up pants, dresses, uniforms, jackets, parkas, coats, pajamas, night shirts, bath robes, dressing gowns, undergarments, boxer shorts, hosiery, socks, gloves, mittens, scarves, shawls, belts, ties, wrist bands, aprons, swim wear, bathing suits, bikinis, swim trunks, board shorts, wet suits and beach cover-ups; footwear; headgear, namely, hats, caps, beanies, visors, ear muffs, bandanas, head bands, swim caps and bathing caps</p> <p>IC 041. US 100 101 107. G & S: Entertainment services, namely, organizing, conducting, and staging sporting events in the nature of soccer events, soccer matches, and soccer exhibition games; live and pre-recorded presentation of sporting events and performances via the Internet, television, radio and mobile communication devices; live and pre-recorded presentation</p>

		of sporting events and performances via the Internet, television, radio and mobile communication devices featuring non-downloadable audio clips, video clips, musical videos, film clips and multimedia materials; rental of films via Internet; Providing sports information via Internet, television, radio, and mobile communication devices regarding sports in the field of audio clips, video clips, musical clips and sporting events and performances; Providing film clips and multimedia materials via the internet featuring soccer events; television entertainment in the nature of ongoing television programs in the field of sports entertainment, television news shows, web television talk shows, news casts, sports, documentaries and ongoing reality based television programs
85412836	PDL [Word Mark]	IC 041. US 100 101 107. G & S: Entertainment services, namely, organizing, conducting, and staging sporting events in the nature of soccer events, soccer matches, and soccer exhibition games.
87221397		IC 025. US 022 039. G & S: Clothing, namely, t-shirts, shirts, sports jerseys, polo shirts, sweaters, cardigans, singlets, suits, vests, warm-up tops, warm-up suits, pants, trousers, shorts, skirts, warm-up pants, dresses, uniforms, jackets, parkas, coats, pajamas, night shirts, bath robes, dressing gowns, undergarments, boxer shorts, hosiery, socks, gloves, mittens, scarves, shawls, belts, ties, wrist bands, aprons, swim wear, bathing suits, bikinis, swim trunks, board shorts, wet suits and beach cover-ups; headgear, namely, hats, caps, beanies, visors, ear muffs, bandanas, headbands, swim caps and bathing caps. FIRST USE: 20160517. FIRST USE IN COMMERCE: 20160517 IC 041. US 100 101 107. G & S: Organizing and conducting youth athletic competitions and games in the field of soccer; entertainment in the nature of competitions in the field of soccer; live demonstrations, namely, personal appearances of or by sports personalities for teaching, entertainment, and educational purposes; professional training services in the field of soccer; provision of courses of instruction and teaching services in the field of soccer; practical training in the field of soccer; providing educational information via the internet in the fields of soccer, coaching soccer, and refereeing soccer; soccer camps. FIRST USE: 20160517. FIRST USE IN COMMERCE: 20160517
87219566		IC 025. US 022 039. G & S: Clothing, namely, t-shirts, shirts, sports jerseys, polo shirts, sweaters, cardigans, singlets, suits, vests, warm-up tops, warm-up suits, pants, trousers, shorts, skirts, warm-up pants, dresses, uniforms, jackets, parkas, coats, pajamas, night shirts, bath robes, dressing gowns, undergarments, boxer shorts, hosiery, socks, gloves, mittens, scarves, shawls, belts, ties, wrist bands, aprons, swim wear, bathing suits, bikinis, swim trunks, board shorts, wet suits and beach cover-ups; headgear, namely,

		<p>hats, caps, beanies, visors, ear muffs, bandanas, headbands, swim caps and bathing caps. FIRST USE: 20160517. FIRST USE IN COMMERCE: 20160517</p> <p>IC 041. US 100 101 107. G & S: Organizing and conducting youth athletic competitions and games in the field of soccer; entertainment in the nature of competitions in the field of soccer; live demonstrations, namely, personal appearances of or by sports personalities for teaching, entertainment, and educational purposes; professional training services in the field of soccer; provision of courses of instruction and teaching services in the field of soccer; practical training in the field of soccer; providing educational information via the internet in the fields of soccer, coaching soccer, and refereeing soccer; soccer camps. FIRST USE: 20160517. FIRST USE IN COMMERCE: 20160517</p>
76144902	<p>Super Y League</p> <p>[Word Mark]</p>	<p>IC 041. US 100 101 107. G & S: Entertainment services, namely, organizing, conducting and staging youth soccer matches and exhibitions. FIRST USE: 19990101. FIRST USE IN COMMERCE: 19990101</p>


[Signature pages to follow]

The undersigned Makers and NuRock hereby acknowledge and agree that the security interest in the foregoing trademarks (i) may only be terminated in accordance with the terms of the Note and (ii) is not to be construed as an assignment of any trademarks.

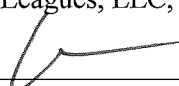
Very truly yours,

MAKERS:

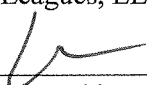
UNITED SOCCER LEAGUES, LLC

By: 
Name: Robert G. Hoskins
Title: Chairman

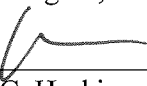
USL PRO, LLC

By: United Soccer Leagues, LLC, its sole member
By: 
Name: Robert G. Hoskins
Title: Chairman


USL PRO-2, LLC

By: United Soccer Leagues, LLC, its sole member
By: 
Name: Robert G. Hoskins
Title: Chairman

PREMIER DEVELOPMENT LEAGUE, LLC

By: United Soccer Leagues, LLC, its sole member
By: 
Name: Robert G. Hoskins
Title: Chairman

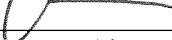
SUPER Y LEAGUE, LLC

By: United Soccer Leagues, LLC, its sole member
By: 
Name: Robert G. Hoskins
Title: Chairman

[Signatures continue on following page]

USL PRODUCTIONS, LLC

By: United Soccer Leagues, LLC, its sole member

By:  _____

Name: Robert G. Hoskins

Title: Chairman

Acknowledged and Accepted:

NUROCK SOCCER HOLDINGS, LLC,

a Georgia limited liability company

By:  _____

Name: Robert G. Hoskins

Title: Manager