

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM411767

<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>
United Soccer Leagues, LLC		01/10/2017	Limited Liability Company: FLORIDA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	USL PRO, LLC		
<b>Street Address:</b>	1715 N. WESTSHORE BLVD		
<b>Internal Address:</b>	Suite 825		
<b>City:</b>	Tampa		
<b>State/Country:</b>	FLORIDA		
<b>Postal Code:</b>	33607		
<b>Entity Type:</b>	Limited Liability Company: FLORIDA		
<b>PROPERTY NUMBERS Total: 8</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	87116853	USL FOUNDATION	
<b>Serial Number:</b>	87116738	USL USL CUP	
<b>Serial Number:</b>	87116684	USL FOUNDATION	
<b>Serial Number:</b>	87258593	USL UNITES FOUNDATION	
<b>Serial Number:</b>	87084210	DERBY WEEK	
<b>Serial Number:</b>	86525412	USL	
<b>Serial Number:</b>	85199595	USL PRO UNITED SOCCER LEAGUES MEN'S PROF	
<b>Serial Number:</b>	75635397	USL	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>			
<b>Email:</b>	trademarks@agg.com		
<b>Correspondent Name:</b>	Pearl Hu		
<b>Address Line 1:</b>	171 17th Street, NW		
<b>Address Line 2:</b>	Suite 2100		
<b>Address Line 4:</b>	Atlanta, GEORGIA 30363-1031		
<b>NAME OF SUBMITTER:</b>	Pearl Hu		

CH \$215.00 87116853

<b>SIGNATURE:</b>	/Pearl Hu/
<b>DATE SIGNED:</b>	01/10/2017
<b>Total Attachments: 6</b> source=Trademark Assignment - USL Pro, LLC (executed)#page1.tif source=Trademark Assignment - USL Pro, LLC (executed)#page2.tif source=Trademark Assignment - USL Pro, LLC (executed)#page3.tif source=Trademark Assignment - USL Pro, LLC (executed)#page4.tif source=Trademark Assignment - USL Pro, LLC (executed)#page5.tif source=Trademark Assignment - USL Pro, LLC (executed)#page6.tif	

## TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Assignment") is effective as of this 1st day of January, 2017, by and between **UNITED SOCCER LEAGUES, LLC**, a Florida limited liability company ("Assignor"), and **USL PRO, LLC**, a Florida limited liability company ("Assignee").

WHEREAS, Assignor is the owner of those certain trademarks set forth on Schedule A and attached hereto (the "Marks");

WHEREAS, Assignee wishes to acquire all rights, title, and interest in and to the Marks, and Assignor wishes to assign to Assignee, all right, title and interest in and to the Marks, together with the goodwill associated therewith.

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

1. Assignment. Assignor hereby assigns and sells to Assignee all right, title, and interest as Assignor may possess in and to the Marks together with the goodwill of the businesses in connection with which the Marks are used and which is symbolized by said Marks, and all registrations and applications therefor, including any renewals and extensions of the registrations that are or may be secured under law, now hereinafter in effect for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if the Assignment had not been made. In addition, Assignor assigns to Assignee all claims to recover for damages and profits for past, present or future infringements or other unauthorized use of the Marks, together with the right to sue for, and to collect, such damages.

2. Further Documentation and Actions. Assignor agrees to execute and deliver at the request of Assignee, all papers, instruments, and assignments, and to perform any other reasonable acts the Assignee may require in order to vest all Assignor's rights, title, and interest in and to the Marks in the Assignee and/or to provide evidence to support any of the foregoing in the event such evidence is deemed necessary by the Assignee, to the extent such evidence is in the possession or control of Assignor.

3. Counterparts. This Assignment may be executed in counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument.

4. Construction. This Assignment shall be governed and construed in accordance with the laws of the State of Florida.


*[Signatures on following page]*

IN WITNESS WHEREOF, the parties hereto have executed this Trademark Assignment as of the date first above written.

**Assignee:**

**USL PRO, LLC**

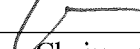
By: United Soccer Leagues, LLC, its sole member

By:   
\_\_\_\_\_

Robert G. Hoskins, Chairman

**Assignor:**

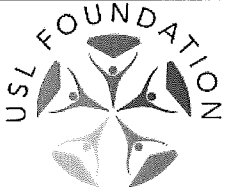

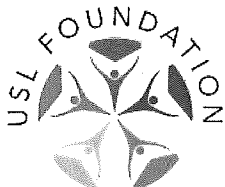
**UNITED SOCCER LEAGUES, LLC**


By:   
\_\_\_\_\_

Robert G. Hoskins, Chairman



**Schedule A**

**Trademarks**

USPTO Serial Number	Word Mark / Design	Goods & Services
87116853		<p>IC 041. US 100 101 107. G &amp; 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 &amp; 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 &amp; 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>
87116684		<p>IC 025. US 022 039. G &amp; 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</p>

		<p>bathing caps</p> <p>IC 041. US 100 101 107. G &amp; 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>
<p>87258593</p>		<p>IC 025. US 022 039. G &amp; 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 &amp; 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 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-</p>

		<p>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 &amp; 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 &amp; 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 &amp; 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</p>

		<p>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 &amp; 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 &amp; 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 &amp; S: Entertainment services, namely, organizing, conducting and staging sporting events in the nature of soccer events, soccer matches and soccer exhibition games.</p>
75635397	<p>USL (word mark)</p>	<p>IC 041. US 100 101 107. G &amp; S: entertainment services, namely, organizing, conducting, and staging professional and non-professional soccer matches and exhibitions.</p>