

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM624747

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TSI Holdings (IP), LLC		11/30/2020	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	New TSI Holdings, Inc.		
Street Address:	100 Duffy Avenue, 3rd Floor		
City:	Hicksville		
State/Country:	NEW YORK		
Postal Code:	11801		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 48			
Property Type	Number	Word Mark	
Registration Number:	1165132	LUCILLE ROBERTS	
Registration Number:	1324009	LUCILLE ROBERTS	
Registration Number:	1806497	TOWN SPORTS INTERNATIONAL	
Registration Number:	1801172	TSI	
Registration Number:	2182153	NYSC	
Registration Number:	2227316	NYSC NEW YORK SPORTS CLUBS	
Registration Number:	2227597	NEW YORK SPORTS CLUBS	
Registration Number:	2333610	PHILADELPHIA SPORTS CLUBS	
Registration Number:	2239729	PSC	
Registration Number:	2343957	PSC PHILADELPHIA SPORTS CLUB	
Registration Number:	2260453	WASHINGTON SPORTS CLUBS	
Registration Number:	2548666	WSC	
Registration Number:	2606256	WSC WASHINGTON SPORTS CLUBS	
Registration Number:	2262192	BOSTON SPORTS CLUB	
Registration Number:	2212754	BSC	
Registration Number:	2325163	BSC BOSTON SPORTS CLUB	
Registration Number:	2225662	NYSC	
Registration Number:	2224136	NYSC NEW YORK SPORTS CLUBS	
Registration Number:	2370104	THERE'S A MILLION REASONS TO JOIN	
TRADEMARK			

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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:	88775823	NY MINUTE
Serial Number:	88775831	NEW YORK 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

ATTORNEY DOCKET NUMBER:	118208variousassg
NAME OF SUBMITTER:	James E. Rosini
SIGNATURE:	/JER/
DATE SIGNED:	02/05/2021

Total Attachments: 12

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TRADEMARK ASSIGNMENT AGREEMENT

This TRADEMARK ASSIGNMENT AGREEMENT (this "Agreement"), dated as of November 30, 2020 (the "Effective Date"), is by and between TSI Holdings (IP), LLC, a Delaware limited liability company ("Assignor") and New TSI Holdings, Inc., a Delaware corporation ("Assignee").

WHEREAS, Assignor is the owner of trademarks and service marks, including those trademark registrations and applications listed on Attachment 1 hereto (such trademarks and service marks, common law or otherwise, registered or not registered, registrations and, to the extent assignable, applications therefor (including intent to use applications), as well as all goodwill appurtenant thereto, being referred to herein as the "Trademarks");

WHEREAS, Assignee is the successor of the ongoing and existing business or portion thereof of Assignor's business to which the Trademarks pertain; and

WHEREAS, Assignor wishes to assign such Trademarks to Assignee;

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

1. As of the Effective Date, Assignor hereby irrevocably assigns and transfers to Assignee, all of its right, title and interest in all Trademarks owned by Assignor, together with all registrations that have been or may be granted thereon, all applications for registrations thereof, all common law rights thereto and the goodwill of the business symbolized by and appurtenant to the Trademarks, including those listed in Attachment 1 hereto, free and clear of any charge, lien, claim, security interest or other similar restriction, and including Assignor's right to all income, royalties and payments due or payable with respect thereto, the right to sue for and collect damages and other recoveries for past, present and future infringement thereof and the right to prosecute and maintain trademark applications and the registrations for the Trademarks. The assignment contemplated herein is meant to be an absolute assignment and not by way of security.

2. Assignor hereby authorizes and requests the U.S. Patent and Trademark Office, and the corresponding entities or agencies in any applicable foreign countries, to record Assignee as the assignee and owner of the Trademarks, and to issue all corresponding registrations to the Assignee, its successors, legal representatives and assigns, in accordance with the terms of this Agreement. Assignee shall be responsible for any and all costs and expenses associated with recording this Agreement with the applicable trademark office(s). Assignor agrees to take all reasonable actions and execute and deliver all documents that Assignee may reasonably request to effect the terms of this Agreement and to perfect Assignee's title in, to and under the Trademarks.

3. If at any time Assignee is unable, for any reason, to secure Assignor's signature on any trademark assignments or applications for registrations, or other documents or filings pertaining to any or all of the Trademarks, Assignor hereby irrevocably designates and appoints Assignee and its duly authorized officers and agents as its agents and attorneys-in-fact, to act for and on its behalf and stead to execute and file any and all such applications, registrations, and other documents and to do all other lawfully permitted acts to further the prosecution thereon with the same legal force and effect as if executed by Assignor.

4. The terms of this Agreement shall be binding upon, and inure to the benefit of and be enforceable by the respective successors and permitted assigns of the parties hereto.

5. This Agreement, the Asset Purchase Agreement by and between Town Sports International, LLC, Assignee and the other signature parties thereto dated October 26, 2020 and the schedules and exhibits thereto contain the entire agreement between the parties and supersede any previous communications, representations, or agreements, verbal or written, relating to the subject matter of this Agreement. This Agreement may only be amended by a writing signed by both parties.

6. This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original, and all of which together shall constitute one and the same instrument.

[Signatures follow on next page]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date first above written.

ASSIGNEE

NEW TSI HOLDINGS, INC.

By:

DocuSigned by:

Roger Harvey

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Name:

Roger Harvey

Title:

Authorized Signatory

Dated:

ASSIGNOR
TSI HOLDINGS (IP), LLC

By:

Name:

John DiDonato

Title:

Chief Restructuring Officer

Dated:

November 30, 2020

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