

06-19-2006

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)



DEPARTMENT OF COMMERCE
Patent and Trademark Office

RECORDATION
103259879
TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

6/15/06

1. Name of conveying party(ies):

Winning Group North America LLC

- Individual(s)
- General Partnership
- Corporation- State: California
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) December 27, 1999

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Triathlon Group North America LLC

Internal _____

Address: _____

Street Address: 328 Encinitas Boulevard, Suite 100

City: Encinitas

State: California

Country: USA Zip: 92024

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other _____
- Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No. (s)

75/292,003

B. Trademark Registration No. (s)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

WINNING (Stylized) Filed May 14, 1997

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Thomas M. Onda

Internal Address: _____

Street Address: 1155 Battery Street

City: San Francisco

State: CA Zip: 94111

Phone Number: 415-501-2373

Fax Number: 415-501-7650

Email Address: tonda@levi.com

6. Total number of applications and registrations involved:

- 7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$40.00
- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers 4085
Expiration Date 12/06

b. Deposit Account Number _____
Authorized User Name _____

9. Signature:

Thomas M. Onda
Signature

April 28, 2006
Date

Thomas M. Onda
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 3

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

06/16/2006 11:16AM 01 FC-0521 40.00 00 00000040 75292003

ASSIGNMENT OF TRADEMARK

This Assignment of Trademark (the "Assignment") is made as of December 27, 1999, by and from WINNING GROUP NORTH AMERICA, LLC, a California limited liability company ("Grantor"), to TRIATHLON GROUP NORTH AMERICA, LLC, a California limited liability company ("Grantee").

RECITALS:

WHEREAS, Grantor is the owner of the right to publish the English (American) language version of *Winning Magazine* in North America and to distribute, disseminate and sell the English (American) language version of *Winning Magazine* throughout North America and in those parts of the rest of the world in which it has heretofore been sold;

WHEREAS, Grantor desires to sell, assign and transfer such rights and property to Grantee, and Grantee desires to accept and receive from Grantor such rights and property;

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

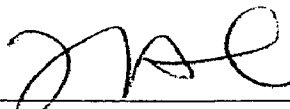
Grantor hereby SELLS, ASSIGNS and TRANSFERS to Grantee all its right, title and interest, now existing or hereafter acquired, in and to the trademark *Winning* for the region of North America only, together with the goodwill of the business in connection with which the trademark *Winning* is used in connection with the publication of the English (American) language version of *Winning Magazine* in North America (the "Trademark"), subject to the terms and conditions of this Assignment, the Assignment of Trademark dated as of January 1, 1998 from Whitechapel Holdings, Société Anonyme ("Whitechapel"), to Grantor, and that certain Amended and Restated Contribution and Purchase Agreement dated as of March 31, 1997 between Whitechapel and La Jolla Holding Group, LLC. Grantee shall have the right to use the Trademark only for and in connection with the publication of the English (American) language version of *Winning Magazine* in and throughout North America and for its distribution, dissemination and sale throughout North America and in those parts of the rest of the world in which it has heretofore been sold. All other rights associated with the Trademark were heretofore reserved and excepted by Whitechapel Holdings, Société Anonyme, and shall remain the property of such party.

IN WITNESS WHEREOF, Grantor has executed this Assignment as of the day and year first above written.

GRANTOR:

WINNING GROUP NORTH AMERICA, LLC

By:



Tony Howard,
Treasurer and Chief Financial Officer