

TRADEMARK ASSIGNMENT

02-25-2009

Electronic Version v1.1  
 Stylesheet Version v1.1



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2-23-2009

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Rock 'N' Roll Marathon, Inc.		01/15/2009	CORPORATION:

RECEIVING PARTY DATA	
Name:	Competitor Group, Inc.
Composed Of:	COMPOSED OF corporation organized in Delaware
Street Address:	9401 Waples Street, Suite 150
City:	San Diego
State/Country:	CALIFORNIA
Postal Code:	92121
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Registration Number:	2131333	ROCK 'N' ROLL MARATHON
Registration Number:	3422420	ROCK 'N' ROLL MARATHON
Registration Number:	2530120	ROCK 'N' ROLL MARATHON
Registration Number:	3477801	ROCK 'N' ROLL SAN ANTONIO
Registration Number:	2700186	ROCK 'N' ROLL ARIZONA
Registration Number:	3026185	KIDS ROCK
Serial Number:	78567925	ROCK 'N' ROLL RELAY
Serial Number:	77517887	ROCK 'N' ROLL 1/2 MARATHON SAN JOSE
Serial Number:	77517882	ROCK 'N' ROLL ARIZONA MARATHON & 1/2 MARATHON
Serial Number:	77517860	ROCK 'N' ROLL 1/2 MARATHON
Serial Number:	77517847	ROCK 'N' ROLL SAN ANTONIO MARATHON & 1/2 MARATHON
Serial Number:	77545878	ROCK 'N' ROLL SEATTLE MARATHON & 1/2 MARATHON
Serial Number:	77545873	ROCK 'N' ROLL SEATTLE

OP \$390.00 2131333

Serial Number:	77517836	ROCK 'N' ROLL PHILADELPHIA 1/2 MARATHON
Serial Number:	77273117	KIDS ROCK AMERICA

**CORRESPONDENCE DATA**

Fax Number: (858)459-0690  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: (858) 459-0581  
Email: GCochran@cmkr.com  
Correspondent Name: Richard K. Circuit  
Address Line 1: 1205 Prospect Street, Suite 400  
Address Line 4: La Jolla, CALIFORNIA 92037

NAME OF SUBMITTER:	Richard K. Circuit
Signature:	/Richard K. Circuit/
Date:	02/23/2009

Total Attachments: 3  
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**ASSIGNMENT OF TRADEMARKS  
AND  
CONSENT TO ASSIGNMENT OF TRADEMARKS**

THIS ASSIGNMENT OF TRADEMARKS AND CONSENT TO ASSIGNMENT OF TRADEMARKS ("Assignment") is entered into and made effective as of the 15<sup>th</sup> day of January, 2009 by and between ROCK 'N' ROLL MARATHON, INC., a California corporation, 9401 Waples Street, Suite 150, San Diego, California, USA ("Assignor") and COMPETITOR GROUP, INC., a Delaware corporation, 9401 Waples Street, Suite 150, San Diego, California, USA ("Assignee"), with reference to the following:

**Recitals**

A. Assignor and Assignee are parties to that certain Agreement and Plan of Merger dated as of November 13, 2007 ("Agreement"), pursuant to which Assignee purchased from Assignor the following Intellectual Property Rights ("Intellectual Property"):

1. Service Mark Registration No. 2131333 for "ROCK 'N' ROLL MARATHON" registered with the United States Patent and Trademark Office on January 20, 1998.
2. Trademark Registration No. 3422420 for "ROCK 'N' ROLL MARATHON" registered with the United States Patent and Trademark Office on May 6, 2008
3. Trademark Registration No. 2530120 for "ROCK 'N' ROLL MARATHON" registered with the United States Patent and Trademark Office on January 15, 2002.
4. Service Mark Registration No. 3477801 for "ROCK 'N' ROLL SAN ANTONIO" registered with the United States Patent and Trademark Office on July 29, 2008.
5. Service Mark Registration No. 2700186 for "ROCK 'N' ROLL ARIZONA" registered with the United States Patent and Trademark Office on March 25, 2003.
6. Service Mark Registration No. 3026185 for "KIDS ROCK" registered with the United States Patent and Trademark Office on December 13, 2005.
7. Service Mark Serial No. 78567925 for "ROCK 'N' ROLL RELAY" filed with the United States Patent and Trademark Office on February 15, 2005.
8. Service Mark Serial No. 77517887 for "ROCK 'N' ROLL ½ MARATHON SAN JOSE" filed with the United States Patent and Trademark Office on July 9, 2008.

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9. Service Mark Serial No. 77517882 for "ROCK 'N' ROLL ARIZONA MARATHON AND ½ MARATHON" filed with the United States Patent and Trademark Office on July 9, 2008.
10. Service Mark Serial No. 77517860 for "ROCK 'N' ROLL ½ MARATHON" filed with the United States Patent and Trademark Office on July 9, 2008.
11. Service Mark Serial No. 77517847 for "ROCK 'N' ROLL SAN ANTONIO MARATHON & ½ MARATHON" filed with the United States Patent and Trademark Office on July 9, 2008.
12. Service Mark Serial No. 7745878 for "ROCK 'N' ROLL SEATTLE MARATHON & ½ MARATHON" filed with the United States Patent and Trademark Office on August 13, 2008.
13. Service Mark Serial No. 77545873 for "ROCK 'N' ROLL SEATTLE" filed with the United States Patent and Trademark Office on August 13, 2008.
14. Service Mark Serial No. 77517836 for "ROCK 'N' ROLL PHILADELPHIA ½ MARATHON" filed with the United States Patent and Trademark Office on July 9, 2008.
15. Service Mark Serial No. 77273117 for "KIDS ROCK AMERICA" filed with the United States Patent and Trademark Office on June 9, 2007.

B. Assignor has agreed to assign to Assignee all of its right, title and interest in and to the above-referenced Intellectual Property under the Agreement; and pursuant to the Agreement, Assignee has agreed to consent to such assignment.

In consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency whereof are hereby acknowledged, the parties agree and declare as follows:

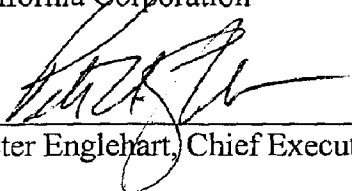
**Assignment of Trademarks**

1. Assignment. Assignor hereby assigns transfers and conveys to Assignee all of its right, title and interest in and to the Intellectual Property.
2. Acceptance of Assignment. Assignee does hereby accept the foregoing assignment.

IN WITNESS WHEREOF, the parties have executed this Assignment of Trademarks and Consent to Assignment of Trademarks effective as of the date first above written.

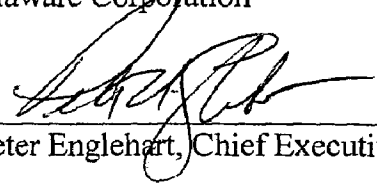
ASSIGNOR:

ROCK 'N' ROLL MARATHON, INC.  
A California Corporation

By:   
Peter Englehart, Chief Executive Officer

ASSIGNEE:

COMPETITOR GROUP, INC.  
A Delaware Corporation

By:   
Peter Englehart, Chief Executive Officer

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