

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TRIATHLON GROUP NORTH AMERICA, INC.	FORMERLY TRIATHLON GROUP NORTH AMERICA, LLC	12/19/2009	CORPORATION:
RECEIVING PARTY DATA			
Name:	COMPETITOR GROUP, INC.		
Street Address:	9477 Waples Street, Suite 150		
City:	San Diego		
State/Country:	CALIFORNIA		
Postal Code:	92121		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	2418749	TRIATHLETE	
Registration Number:	2377816	TRIATHLETE	
Registration Number:	2623222	TRIATHLETE	
Registration Number:	3149030	WINNING	
CORRESPONDENCE DATA			
Fax Number:	(858)459-0690		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
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/		

OP \$115.00 2418749

900157924

**TRADEMARK
 REEL: 004173 FRAME: 0204**

Date:

03/24/2010

Total Attachments: 5

source=Assignment-TGNA#page1.tif

source=Assignment-TGNA#page2.tif

source=Assignment-TGNA#page3.tif

source=Assignment-TGNA#page4.tif

source=Assignment-TGNA#page5.tif

**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 19th day of December, 2009 by and between TRIATHLON GROUP NORTH AMERICA, INC., a California corporation (formerly TRIATHLON GROUP NORTH AMERICA, LLC., a California limited liability company), 9477 Waples Street, Suite 150, San Diego, California, USA ("Assignor") and COMPETITOR GROUP, INC., a Delaware corporation, 9477 Waples Street, Suite 150, San Diego, California, USA ("Assignee"), with reference to the following:

Recitals

A. Assignor is the owner of the following Intellectual Property Rights ("Intellectual Property"):

1. Trademark Registration No. 2418749 for "TRIATHLETE" registered with the United States Patent and Trademark Office on January 9, 2001.
2. Trademark Registration No. 2377816 for "TRIATHLETE" registered with the United States Patent and Trademark Office on August 25, 2000.
3. Service Mark Registration No. 2623222 for "TRIATHLETE" registered with the United States Patent and Trademark Office on September 22, 2002.
4. Trademark Registration No. 3149030 for "WINNING" registered with the United States Patent and Trademark Office on September 26, 2006.

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

In consideration of the sum of One Dollar (\$1.00), 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

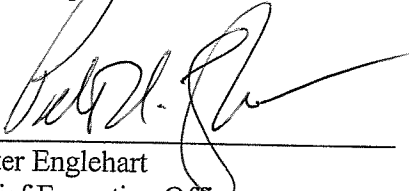
1. Assignment. Assignor hereby assigns transfers and conveys to Assignee all of its right, title and interest in and to the Intellectual Property.
2. Acceptance of Assignment. Assignee does hereby accept the foregoing assignment.

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:

TRIATHLON GROUP NORTH AMERICA, INC.
A California corporation

By: _____


Peter Englehart
Chief Executive Officer

ASSIGNEE:

COMPETITOR GROUP, INC.
A Delaware Corporation

By: _____


Peter Englehart
Chief Executive Officer

State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) is a full, true and correct copy of the original record in the custody of this office.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 21 2009



Debra Bowen

DEBRA BOWEN
Secretary of State



State of California Secretary of State

OBE MERG

CERTIFICATE OF MERGER

(Corporations Code sections 1113(g), 6019.1, 8019.1, 9640, 12540.1, 15678.4, 16915(b) and 17552)

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

1. NAME OF SURVIVING ENTITY VS Publishing, Inc.	2. TYPE OF ENTITY Corporation	3. CA SECRETARY OF STATE FILE NUMBER C2295095	4. JURISDICTION CA
5. NAME OF DISAPPEARING ENTITY Triathlon Group North America, LLC	6. TYPE OF ENTITY LLC	7. CA SECRETARY OF STATE FILE NUMBER 199707610059	8. JURISDICTION CA

9. THE PRINCIPAL TERMS OF THE AGREEMENT OF MERGER WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, SPECIFY THE CLASS AND THE NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE ON THE MERGER AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS. ATTACH ADDITIONAL PAGES, IF NECESSARY.

SURVIVING ENTITY		DISAPPEARING ENTITY	
CLASS AND NUMBER	AND PERCENTAGE VOTE REQUIRED	CLASS AND NUMBER	AND PERCENTAGE VOTE REQUIRED
100 SHARES OF COMMON STOCK	100%	100% of the Membership Units	100%

10. IF EQUITY SECURITIES OF A PARENT PARTY ARE TO BE ISSUED IN THE MERGER, CHECK THE APPLICABLE STATEMENT.

- No vote of the shareholders of the parent party was required. The required vote of the shareholders of the parent party was obtained.

11. IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, PROVIDE THE REQUISITE CHANGES (IF ANY) TO THE INFORMATION SET FORTH IN THE SURVIVING ENTITY'S ARTICLES OF ORGANIZATION, CERTIFICATE OF LIMITED PARTNERSHIP OR STATEMENT OF PARTNERSHIP AUTHORITY RESULTING FROM THE MERGER. ATTACH ADDITIONAL PAGES, IF NECESSARY.

12. IF A DISAPPEARING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, AND THE SURVIVING ENTITY IS NOT A DOMESTIC ENTITY OF THE SAME TYPE, ENTER THE PRINCIPAL ADDRESS OF THE SURVIVING ENTITY.

PRINCIPAL ADDRESS OF SURVIVING ENTITY 9477 Waples Street, Suite 150,	CITY AND STATE San Diego, CA	ZIP CODE 92121
---	---------------------------------	-------------------

13. OTHER INFORMATION REQUIRED TO BE STATED IN THE CERTIFICATE OF MERGER BY THE LAWS UNDER WHICH EACH CONSTITUENT OTHER BUSINESS ENTITY IS ORGANIZED. ATTACH ADDITIONAL PAGES, IF NECESSARY.

14. STATUTORY OR OTHER BASIS UNDER WHICH A FOREIGN OTHER BUSINESS ENTITY IS AUTHORIZED TO EFFECT THE MERGER.

15. FUTURE EFFECTIVE DATE, IF ANY

(Month) (Day) (Year)

16. ADDITIONAL INFORMATION SET FORTH ON ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE PART OF THIS CERTIFICATE.

17. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY

DATE

Peter Englehart, President

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY

DATE

Steven Gintowt, Secretary

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY

DATE

PETER ENGLEHART, PRESIDENT OF THE MEMBER, COMPETITOR GROUP, INC

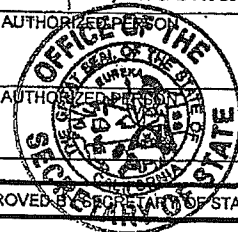
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY

DATE

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

For an entity that is a business trust, real estate investment trust or an unincorporated association, set forth the provision of law or other basis for the authority of the person signing:



APPROVED BY SECRETARY OF STATE

A0698682

CERTIFICATE OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
VS PUBLISHING, INC.

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

DEC 18 2009

The undersigned hereby certify the following:

1. They are the President and Secretary, respectively, of VS Publishing, Inc., a California corporation (the "Corporation").

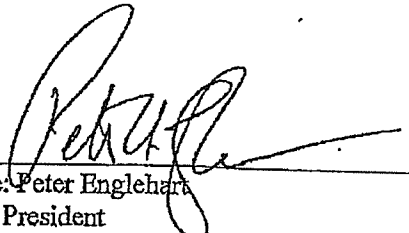
2. Article I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

The name of the corporation (the "Corporation") is Triathlon Group North America, Inc.


3. The foregoing amendment of the Articles of Incorporation of the Corporation has been duly approved by the required vote of the shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares voting in favor of the amendment is 100. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge, as of this 17th day of December, 2009.

By:


Name: Peter Englehart
Title: President

By:


Name: Steven Gintowt
Title: Secretary

16049740_1.DOC



RECORDED: 03/24/2010

TRADEMARK
REEL: 004173 FRAME: 0210