

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BROOKFIELD EQUINOX LLC		02/06/2014	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	PNC Bank, National Association, as Agent		
Street Address:	Two Tower Center Boulevard		
City:	East Brunswick		
State/Country:	NEW JERSEY		
Postal Code:	08816		
Entity Type:	Association: UNITED STATES		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Serial Number:	85484955	EQUINOX	
Serial Number:	85484922	O	
Serial Number:	85411739	EQUINOX PAYMENTS	
Serial Number:	85495889	O	
Serial Number:	85495938	EQUINOX	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	marina.kelly@thomsonreuters.com		
Correspondent Name:	James Murray		
Address Line 1:	4400 Easton Commons Way Suite 125		
Address Line 2:	CT Lien Solutions		
Address Line 4:	Columbus, OHIO 43219		
NAME OF SUBMITTER:	James Murray		

OP \$140.00 85484955

Signature:	/Marina Kelly, Thomson Reuters/
Date:	02/10/2014
Total Attachments: 5 source=Brookfield Equinox LLC - Trademark#page1.tif source=Brookfield Equinox LLC - Trademark#page2.tif source=Brookfield Equinox LLC - Trademark#page3.tif source=Brookfield Equinox LLC - Trademark#page4.tif source=Brookfield Equinox LLC - Trademark#page5.tif	

## TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, BROOKFIELD EQUINOX LLC, a Delaware limited liability company, located 8901 E. Raintree Drive, Suite 400, Scottsdale, Arizona ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to PNC BANK, NATIONAL ASSOCIATION ("PNC") and various other financial institutions (collectively, "Lenders") and PNC as agent for Lenders ("Agent") pursuant to (i) a certain Revolving Credit and Security Agreement, dated the date hereof, among Agent, Lenders, Borrower and the other credit parties named therein and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

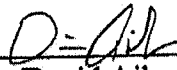
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

**[Remainder of Page Intentionally Left Blank]**

Dated: February 6, 2014

BROOKFIELD EQUINOX LLC

  
\_\_\_\_\_  
Name: David Aiken  
Its: Sr. Vice President

PNC BANK, NATIONAL  
ASSOCIATION, as Agent

\_\_\_\_\_  
Name: Fred Kiehne  
Its: Senior Vice President

[Signature Page to Trademark Assignment of Security]

TRADEMARK  
REEL: 005213 FRAME: 0536

Dated: February 6, 2014

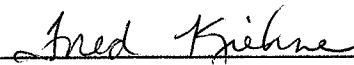
BROOKFIELD EQUINOX LLC

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Name:

Its:

PNC BANK, NATIONAL  
ASSOCIATION, as Agent



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Name: Fred Kiehne

Its: Senior Vice President

**SCHEDULE A**

Schedule A to a Trademark Assignment of Security dated February 6, 2014, by and between BROOKFIELD EQUINOX LLC and PNC BANK, NATIONAL ASSOCIATION, as Agent.

<u>REGISTRATION OR APPLICATION NO.</u>	<u>COUNTRY</u>	<u>REGISTRATION OR FILING DATE</u>	<u>MARK</u>
85/484,955	USA	December 1, 2011	EQUINOX
85/484,922	USA	December 1, 2011	 (including black and grey)
85/411,739	USA	August 31, 2011	Equinox Payments
85/495,889	USA	December 15, 2011	
85/495,938	USA	December 15, 2011	