

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM305906

|                                          |                                                    |                                          |                            |
|------------------------------------------|----------------------------------------------------|------------------------------------------|----------------------------|
| <b>SUBMISSION TYPE:</b>                  | NEW ASSIGNMENT                                     |                                          |                            |
| <b>NATURE OF CONVEYANCE:</b>             | ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL |                                          |                            |
| <b>CONVEYING PARTY DATA</b>              |                                                    |                                          |                            |
| <b>Name</b>                              | <b>Formerly</b>                                    | <b>Execution Date</b>                    | <b>Entity Type</b>         |
| US Road Sports & Entertainment Group, LP |                                                    | 01/17/2014                               | LIMITED PARTNERSHIP: TEXAS |
| <b>RECEIVING PARTY DATA</b>              |                                                    |                                          |                            |
| <b>Name:</b>                             | LTF Triathlon Series, LLC                          |                                          |                            |
| <b>Street Address:</b>                   | 2902 Corporate Place                               |                                          |                            |
| <b>City:</b>                             | Chanhassen                                         |                                          |                            |
| <b>State/Country:</b>                    | MINNESOTA                                          |                                          |                            |
| <b>Postal Code:</b>                      | 55317                                              |                                          |                            |
| <b>Entity Type:</b>                      | LIMITED LIABILITY COMPANY: DELAWARE                |                                          |                            |
| <b>PROPERTY NUMBERS Total: 21</b>        |                                                    |                                          |                            |
| <b>Property Type</b>                     | <b>Number</b>                                      | <b>Word Mark</b>                         |                            |
| <b>Registration Number:</b>              | 3667955                                            | 13.1                                     |                            |
| <b>Registration Number:</b>              | 3574253                                            | MARATHON 13.1                            |                            |
| <b>Registration Number:</b>              | 3624891                                            | MARATHON THIRTEEN.ONE                    |                            |
| <b>Registration Number:</b>              | 3624897                                            | 13.1 MARATHON                            |                            |
| <b>Registration Number:</b>              | 3624898                                            | THIRTEEN.ONE MARATHON                    |                            |
| <b>Registration Number:</b>              | 4065023                                            | 13.1 MARATHON                            |                            |
| <b>Registration Number:</b>              | 4092404                                            | US ROAD SPORTS & ENTERTAINMENT GROUP     |                            |
| <b>Registration Number:</b>              | 4100495                                            | WHERE THE PARTY MEETS THE PAVEMENT       |                            |
| <b>Registration Number:</b>              | 4100491                                            | YOU CAN'T RUN A FULL WITHOUT FINISHING A |                            |
| <b>Registration Number:</b>              | 4100492                                            | IT ISN'T HALF OF ANYTHING                |                            |
| <b>Registration Number:</b>              | 4100496                                            | RUN MIAMI FAMOUS                         |                            |
| <b>Registration Number:</b>              | 4100494                                            | RUN FAMOUS                               |                            |
| <b>Registration Number:</b>              | 3077991                                            | MIAMI MARATHON                           |                            |
| <b>Registration Number:</b>              | 3099544                                            | MIAMI HALF MARATHON                      |                            |
| <b>Registration Number:</b>              | 3116813                                            | MIAMI MARATHON AND HALF MARATHON         |                            |
| <b>Registration Number:</b>              | 4100493                                            | WE MAKE YOUR WEEKENDS BETTER!            |                            |
| <b>Registration Number:</b>              | 3033477                                            | SALT LAKE CITY MARATHON & 5K             |                            |
| <b>Registration Number:</b>              | 4329737                                            | SALT LAKE CITY HALF MARATHON             |                            |
| <b>Registration Number:</b>              | 4329738                                            | SALT LAKE CITY MARATHON                  |                            |
| <b>TRADEMARK</b>                         |                                                    |                                          |                            |

OP \$540.00 3667955

| Property Type        | Number  | Word Mark                                |
|----------------------|---------|------------------------------------------|
| Registration Number: | 4329739 | SALT LAKE CITY MARATHON & HALF MARATHON  |
| Registration Number: | 4333172 | UTAH SALT LAKE CITY MARATHON HALF MARATH |

**CORRESPONDENCE DATA**

**Fax Number:** 6127661600  
*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:** 612-766-8508  
**Email:** tmmpls@FaegreBD.com  
**Correspondent Name:** Faegre Baker Daniels LLP  
**Address Line 1:** 90 South Seventh Street  
**Address Line 2:** 2200 Wells Fargo Center  
**Address Line 4:** Minneapolis, MINNESOTA 55402-3901

|                                |                             |
|--------------------------------|-----------------------------|
| <b>ATTORNEY DOCKET NUMBER:</b> | 454192.32                   |
| <b>NAME OF SUBMITTER:</b>      | Dianna L. Gould - Paralegal |
| <b>SIGNATURE:</b>              | /dlg/                       |
| <b>DATE SIGNED:</b>            | 05/29/2014                  |

**Total Attachments: 5**

- source=USRS - Trademark Assignment (Updated - 5 28 14)#page1.tif
- source=USRS - Trademark Assignment (Updated - 5 28 14)#page2.tif
- source=USRS - Trademark Assignment (Updated - 5 28 14)#page3.tif
- source=USRS - Trademark Assignment (Updated - 5 28 14)#page4.tif
- source=USRS - Trademark Assignment (Updated - 5 28 14)#page5.tif

**EXHIBIT F**

**ASSIGNMENT OF TRADEMARKS**

This Assignment is effective as of the 17<sup>th</sup> day of January, 2014, between US Road Sports & Entertainment Group, LP, a Texas limited partnership, whose address is 5080 Spectrum Drive, Suite 609E, Addison, TX 75001 ("**Assignor**"), who is the owner of the entire title in the United States trademarks set forth in Appendix A (the "**Trademarks**") and in the goodwill associated therewith, and LTF Triathlon Series, LLC, a Delaware limited liability company, whose address is 2902 Corporate Place, Chanhassen, MN 55317 ("**Assignee**") and is acknowledged by (as stated below) Life Time Fitness, Inc., a Minnesota corporation, whose address is 2902 Corporate Place, Chanhassen, MN 55317.

WHEREAS, Assignor previously entered into that certain Assignment of Trademarks, dated January 17, 2014, with respect to the Trademarks (the "**Prior Assignment**"). The Prior Assignment included LTF Triathlon Series, LLC as the signatory to the Prior Assignment as the assignee of the Trademarks but stated that Life Time Fitness, Inc., an affiliate of LTF Triathlon Series, LLC, was the "Assignee" pursuant to the Prior Assignment.

WHEREAS, Assignor, Assignee and Life Time Fitness, Inc. desire to (i) clarify that the Trademarks were, and were intended to be, assigned to Assignee, and (ii) supersede and replace the Prior Assignment with this Assignment.

THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does confirm the assignment of the Trademarks to Assignee and does hereby assign unto Assignee its entire title in and to said Trademarks and all goodwill associated therewith. Assignor, Assignee and Life Time Fitness, Inc. also acknowledge and agree that this Assignment accurately reflects the parties' intent with respect to the assignment of the Trademarks and that this Assignment supersedes and replaces, in all respects, the Prior Assignment.

This document shall be construed, interpreted and applied in accordance with the laws of the State of Texas.

IN WITNESS THEREOF, the parties have caused their respective corporate names to be affixed hereto and this instrument to be signed by their duly authorized officers as of the day and year written below.

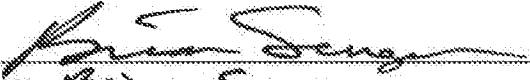
LTF Triathlon Series, LLC

By: 

Name: Brian Senger

Its: Assistant Secretary

**Life Time Fitness, Inc.**

By:   
Name: Brian Seng  
Its: Assistant Secretary

**US Road Sports & Entertainment Group, LP**

By: HL Racing Management, LLC, its General Partner

By: \_\_\_\_\_  
Name: Gregory P. Laird  
Its: Member and Manager

**Life Time Fitness, Inc.**

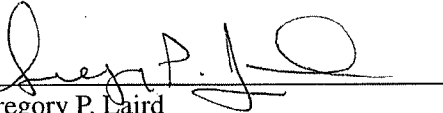
By: \_\_\_\_\_

Name: \_\_\_\_\_

Its: \_\_\_\_\_

**US Road Sports & Entertainment Group, LP**

By: HL Racing Management, LLC, its General Partner

By:  \_\_\_\_\_

Name: Gregory P. Laird

Its: Member and Manager

APPENDIX A

Trademark (Country, Registration Number)

1. 13.1 (United States, Reg. No. 3667955)
2. MARATHON 13.1 (United States, Reg. No. 3574253)
3. MARATHON THIRTEEN.ONE (United States, Reg. No. 3624891)
4. 13.1 MARATHON (United States, Reg. No. 3624897)
5. THIRTEEN.ONE MARATHON (United States, Reg. No. 3624898)
6. 13.1 MARATHON and design (United States, Reg. No. 4065023)



7. US ROAD SPORTS & ENTERTAINMENT GROUP and design (United States, Reg. No. 4092404)

US ROAD SPORTS &  
ENTERTAINMENT GROUP

8. WHERE THE PARTY MEETS THE PAVEMENT (United States, Reg. No. 4100495)
9. YOU CAN'T RUN A FULL WITHOUT FINISHING A HALF (United States, Reg. No. 4100491)
10. IT ISN'T HALF OF ANYTHING (United States, Reg. No. 4100492)
11. RUN MIAMI FAMOUS (United States, Reg. No. 4100496)
12. RUN FAMOUS (United States, Reg. No. 4100494)
13. MIAMI MARATHON (United States, Reg. No. 3077991)
14. MIAMI HALF MARATHON (United States, Reg. No. 3099544)
15. MIAMI MARATHON AND HALF MARATHON and design (United States, Reg. No. 3116813)

  
MIAMI MARATHON  
AND HALF MARATHON

16. WE MAKE YOUR WEEKENDS BETTER! (United States, Reg. No. 4100493)
17. SALT LAKE CITY MARATHON & 5K and design (United States, Reg. No. 3033477)



18. SALT LAKE CITY HALF MARATHON (United States, Reg. No. 4329737)
19. SALT LAKE CITY MARATHON (United States, Reg. No. 4329738)
20. SALT LAKE CITY MARATHON & HALF MARATHON (United States, Reg. No. 4329739)
21. UTAH SALT LAKE CITY MARATHON HALF MARATHON, BIKE TOUR & 5K and design (United States, Reg. No. 4333172)

