

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM308753

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
World Triathlon Corporation		06/26/2014	CORPORATION: FLORIDA
RECEIVING PARTY DATA			
Name:	UBS AG, Stamford Branch, as Collateral Agent		
Street Address:	677 Washington Boulevard, 6th Floor		
City:	Stamford		
State/Country:	CONNECTICUT		
Postal Code:	06901		
Entity Type:	Bank: SWITZERLAND		
PROPERTY NUMBERS Total: 119			
Property Type	Number	Word Mark	
Registration Number:	3298918	70.3	
Registration Number:	3102494	70.3	
Registration Number:	3897269	70.3	
Registration Number:	4466519	A BETTER YOU STARTS AT THE FINISH LINE	
Registration Number:	3434932	A TICKET TO KONA	
Registration Number:	3717289	ALL IRON. ALL THE TIME.	
Registration Number:	2784932	ANYTHING IS POSSIBLE	
Registration Number:	3717288	A TICKET TO KONA ATICKETTOKONA.COM	
Registration Number:	3170334	BOULDER PEAK TRIATHLON	
Registration Number:	3596859	BOULDER TRIATHLON SERIES	
Registration Number:	4082133		
Registration Number:	2945327		
Registration Number:	2908850		
Registration Number:	4218523		
Registration Number:	3777373	IAMTRI	
Registration Number:	1873005	IRON GEAR	
Registration Number:	4188749	IRON GIRL	
Registration Number:	4226346	IRON GIRL	
Registration Number:	2990637	IRON GIRL	
Registration Number:	2908849	IRON GIRL	

CH \$2990.00 3298918

Property Type	Number	Word Mark
Registration Number:	3040767	IRON GIRL
Registration Number:	2908847	IRON GIRL
Registration Number:	2477113	IRON GIRL
Registration Number:	4040798	IRON GIRL
Registration Number:	2908851	IRON GIRL
Registration Number:	2787785	IRON GIRL
Registration Number:	4230540	IRON GIRL
Registration Number:	4044071	IRON GIRL
Registration Number:	2929884	IRON GIRL IT'S YOUR TURN
Registration Number:	2380160	IRON MAN
Registration Number:	1258881	"IRON MAN" WORLD TRIATHLON CHAMPIONSHIP
Registration Number:	4086217	IRONAPPAREL
Registration Number:	4372928	IRONBABY
Registration Number:	4534748	IRONFAN
Registration Number:	4086216	IRONFITNESS
Registration Number:	4086214	IRONFUEL
Registration Number:	4086213	IRONGEAR
Registration Number:	3505140	IRONKIDS
Registration Number:	2525563	IRONKIDS
Registration Number:	3660080	IRONKIDS
Registration Number:	3529542	IRONKIDS
Registration Number:	4088789	IRONKIDS
Registration Number:	4400527	IRONKIDS
Registration Number:	3675102	IRONKIDS
Registration Number:	4086218	IRONLIFE
Registration Number:	3881590	IRONMAN
Registration Number:	3881591	IRONMAN
Registration Number:	2911298	IRONMAN
Registration Number:	2902112	IRONMAN
Registration Number:	2022721	IRONMAN
Registration Number:	1873783	IRONMAN
Registration Number:	2261283	IRONMAN
Registration Number:	2811990	IRONMAN
Registration Number:	2787455	IRONMAN
Registration Number:	2831750	IRONMAN
Registration Number:	4271135	IRONMAN
Registration Number:	2902111	IRONMAN
Registration Number:	2896856	IRONMAN
Registration Number:	2891454	IRONMAN

Property Type	Number	Word Mark
Registration Number:	1353313	IRONMAN
Registration Number:	2350149	IRONMAN
Registration Number:	2998100	IRONMAN
Registration Number:	3040731	IRONMAN
Registration Number:	3143209	IRONMAN
Registration Number:	3328979	IRONMAN
Registration Number:	4271080	IRONMAN
Registration Number:	3696596	IRONMAN
Registration Number:	2806537	IRONMAN
Registration Number:	4058644	IRONMAN
Registration Number:	4466520	IRONMAN
Registration Number:	4069722	IRONMAN
Registration Number:	4078964	IRONMAN
Registration Number:	3970387	IRONMAN
Registration Number:	4442095	IRONMAN 70.3
Registration Number:	2942779	IRONMAN FITNESS
Registration Number:	4546472	IRONMAN FOUNDATION M YOUR JOURNEY, YOUR
Registration Number:	4546473	IRONMAN FOUNDATION
Registration Number:	4053603	IRONMAN PERFORM
Registration Number:	3941945	IRONMAN PERFORM
Registration Number:	4053604	IRONMAN PERFORM
Registration Number:	2908844	IRONMAN PRODUCTIONS
Registration Number:	2845630	IRONMAN PRODUCTIONS
Registration Number:	3897492	IRONMAN RACE TIMING
Registration Number:	3992349	IRONMAN RACE TIMING
Registration Number:	4060926	IRONMAN RESTORE
Registration Number:	2356232	IRONMAN TRIATHLON
Registration Number:	1705114	IRONMAN TRIATHLON
Registration Number:	2869852	IRONMAN TRIATHLON
Registration Number:	1462281	IRONMAN TRIATHLON WORLD CHAMPIONSHIP
Registration Number:	4218323	IRONMAN WHEEL RENTALS
Registration Number:	3836900	IRONMAN XC
Registration Number:	3406214	IRONMAN.COM
Registration Number:	3861091	IRONMAN360.COM
Registration Number:	4058643	IRONMANLIFE
Registration Number:	2343316	IRONMANLIVE.COM
Registration Number:	282 2824558	IRONMATE
Registration Number:	358	
Registration Number:	4086215	IRONREST

Property Type	Number	Word Mark
Registration Number:	2840470	IRONWOMAN
Registration Number:	2450736	IRONWOMAN
Registration Number:	4067753	K
Registration Number:	4536138	KONA INSPIRED
Registration Number:	3970556	M
Registration Number:	4267348	M
Registration Number:	2889373	
Registration Number:	1727447	M
Registration Number:	1280976	M
Registration Number:	2806538	M
Registration Number:	2902110	M
Registration Number:	3928235	M 70.3
Registration Number:	3840183	M XC
Registration Number:	3861092	THE IRONMAN STORE
Registration Number:	3864610	THE ROAD TO KONA
Registration Number:	4465870	YOUR JOURNEY, YOUR CAUSE
Serial Number:	85146359	IRON GIRL
Serial Number:	85074164	5150
Serial Number:	85074823	5150
Serial Number:	85074848	5150
Serial Number:	86105544	IRONFLEECE

CORRESPONDENCE DATA

Fax Number: 2123037064

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: 212.318.6824

Email: christinedionne@paulhastings.com

Correspondent Name: Christine Dionne c/o Paul Hastings LLP

Address Line 1: 75 East 55th Street

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	78303.00076
NAME OF SUBMITTER:	Christine Dionne
SIGNATURE:	/Christine Dionne/
DATE SIGNED:	06/26/2014

Total Attachments: 8

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TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT is entered into as of June 26, 2014, (this “**Agreement**”), among World Triathlon Corporation, a Florida corporation (the “**Grantor**”) and UBS AG, Stamford Branch (“**UBS**”), as collateral agent (in such capacity, the “**Collateral Agent**”) for the Secured Parties.

Reference is made to that certain Pledge and Security Agreement, dated as of June 26, 2014 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time and in effect on the date hereof, the “**Security Agreement**”), among the Loan Parties party thereto and the Collateral Agent. The Lenders (as defined below) have extended credit to the Borrower (as defined in Credit Agreement (as defined below)) subject to the terms and conditions set forth in that certain Credit Agreement, dated as of June 26, 2014 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time and in effect on the date hereof, the “**Credit Agreement**”), by and among, *inter alios*, World Triathlon Corporation, a Florida corporation, World Endurance Holdings, Inc., a Delaware corporation, the lenders from time to time party thereto (collectively, the “**Lenders**”) and UBS, in its capacities as an issuing bank, the swingline lender and as administrative agent and collateral agent for the Lenders. Consistent with the requirements set forth in Sections 4.01 and 5.12 of the Credit Agreement and Section 4.03(c) of the Security Agreement, the parties hereto agree as follows:

SECTION 1. **Terms.** Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Security Agreement.

SECTION 2. **Grant of Security Interest.** As security for the prompt and complete payment or performance, as the case may be, in full of the Secured Obligations, the Grantor, pursuant to the Security Agreement, did and hereby does pledge, collaterally assign, mortgage, transfer and grant to the Collateral Agent, its successors and permitted assigns, on behalf of and for the ratable benefit of the Secured Parties, a continuing security interest in all of its right, title or interest in, to or under all of the following assets, whether now owned or at any time hereafter acquired by or arising in favor of the Grantor and regardless of where located (collectively, the “**Trademark Collateral**”):

- A. all Trademarks, including those Trademark registrations and registration applications in the United States Patent and Trademark Office listed on Schedule I hereto;
- B. all goodwill associated with or symbolized by the Trademarks;
- C. all assets, rights and interests that uniquely reflect or embody the Trademarks;
- D. the right to sue third parties for past, present and future infringements of any Trademark; and
- E. all proceeds of and rights associated with the foregoing;

in each case to the extent the foregoing the foregoing items constitute Collateral.

SECTION 3. **Security Agreement.** The security interests granted to the Collateral Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Collateral Agent pursuant to the Security Agreement. The Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the Trademark Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Security Agreement, the terms of the Security Agreement shall govern.

SECTION 4. *Governing Law.* This Agreement shall be governed by, and construed in accordance with, the laws of the State of New York.

SECTION 5. *Counterparts.* This Agreement may be executed in any number of counterparts, which together shall constitute one instrument. Delivery of an executed counterpart of a signature page of this Agreement by facsimile or by email as a “.pdf” or “.tif” attachment shall be effective as delivery of a manually executed counterpart of this Agreement.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

WORLD TRIATHLON CORPORATION



By: _____
Name: Andrew Messick
Title: Chief Executive Officer

UBS AG, STAMFORD BRANCH, as Collateral Agent

By: Lana Gifas
Name: Lana Gifas
Title: Director

By: Jennifer Anderson
Name: Jennifer Anderson
Title: Associate Director

SCHEDULE I**TRADEMARKS**

REGISTERED OWNER	TRADEMARK	REG. NO.	REG. DATE
World Triathlon Corporation	70.3	3,298,918	9/25/2007
World Triathlon Corporation	70.3	3,102,494	6/ 6/2006
World Triathlon Corporation	70.3	3,897,269	12/28/2010
World Triathlon Corporation	A BETTER YOU STARTS AT THE FINISH LINE (word mark)	4,466,519	1/14/2014
World Triathlon Corporation	A TICKET TO KONA	3,434,932	5/27/2008
World Triathlon Corporation	ALL IRON. ALL THE TIME	3,717,289	12/ 1/2009
World Triathlon Corporation	ANYTHING IS POSSIBLE	2,784,932	11/18/2003
World Triathlon Corporation	ATICKETTOKONA.COM	3,717,288	12/ 1/2009
World Triathlon Corporation	BOULDER PEAK TRIATHLON	3,170,334	11/ 7/2006
World Triathlon Corporation	BOULDER TRIATHLON SERIES	3,596,859	3/24/2009
World Triathlon Corporation	GRACE	4,082,133	1/10/2012
World Triathlon Corporation	Grace (Design)	2,945,327	4/26/2005
World Triathlon Corporation	Grace (Design)	2,908,850	12/ 7/2004
World Triathlon Corporation	GRACE (design)	4,218,523	10/ 2/2012
World Triathlon Corporation	IAMTRI	3,777,373	4/20/2010
World Triathlon Corporation	IRON GEAR (Design)	1,873,005	1/10/1995
World Triathlon Corporation	IRON GIRL (Design Mark)	4,188,749	8/14/2012
World Triathlon Corporation	IRON GIRL (design mark)	4,226,346	10/16/2012
World Triathlon Corporation	IRON GIRL (Design)	2,990,637	8/30/2005
World Triathlon Corporation	IRON GIRL (Design)	2,908,849	12/ 7/2004
World Triathlon Corporation	IRON GIRL (Design)	3,040,767	1/10/2006
World Triathlon Corporation	IRON GIRL (Word Mark)	2,908,847	12/ 7/2004
World Triathlon Corporation	IRON GIRL (Word Mark)	2,477,113	8/14/2001
World Triathlon Corporation	IRON GIRL (Word Mark)	4,040,798	10/18/2011
World Triathlon Corporation	IRON GIRL (Word Mark)	2,908,851	12/ 7/2004
World Triathlon Corporation	IRON GIRL (Word Mark)	2,787,785	12/ 2/2003
World Triathlon Corporation	IRON GIRL (word mark)	4,230,540	10/23/2012
World Triathlon Corporation	IRON GIRL (Word Mark)	4,044,071	10/25/2011
World Triathlon Corporation	IRON GIRL IT'S YOUR TURN (Word Mark)	2,929,884	3/ 1/2005
World Triathlon Corporation	IRON MAN	2,380,160	8/29/2000
World Triathlon Corporation	IRON MAN WORLD TRIATHLON CHAMPIONSHIP	1,258,881	11/22/1983
World Triathlon Corporation	IRONAPPAREL (Word Mark)	4,086,217	1/17/2012
World Triathlon Corporation	IRONBABY	4,372,928	7/23/2013
World Triathlon Corporation	IRONFAN (word mark)	4,534,748	5/20/2014
World Triathlon Corporation	IRONFITNESS (Word Mark)	4,086,216	1/17/2012

World Triathlon Corporation	IRONFUEL (Word Mark)	4,086,214	1/17/2012
World Triathlon Corporation	IRONGEAR (Word Mark)	4,086,213	1/17/2012
World Triathlon Corporation	IRONKIDS (word mark)	3,505,140	9/23/2008
World Triathlon Corporation	IRONKIDS (word mark)	2,525,563	1/ 1/2002
World Triathlon Corporation	IRONKIDS (word mark)	3,660,080	7/28/2009
World Triathlon Corporation	IRONKIDS (word mark)	3,529,542	9/22/1992
World Triathlon Corporation	IRONKIDS (word mark)	4,088,789	1/17/2012
World Triathlon Corporation	IRONKIDS (word mark)	4,400,527	9/10/2013
World Triathlon Corporation	IRONKIDS (word mark)	3,675,102	9/ 1/2009
World Triathlon Corporation	IRONLIFE (Word Mark)	4,086,218	1/17/2012
World Triathlon Corporation	IRONMAN	3,881,590	11/23/2010
World Triathlon Corporation	IRONMAN	3,881,591	11/23/2010
World Triathlon Corporation	IRONMAN	2,911,298	12/14/2004
World Triathlon Corporation	IRONMAN	2,902,112	11/ 9/2004
World Triathlon Corporation	IRONMAN	2,022,721	12/17/1996
World Triathlon Corporation	IRONMAN	1,873,783	1/17/1995
World Triathlon Corporation	IRONMAN	2,261,283	7/13/1999
World Triathlon Corporation	IRONMAN	2,811,990	2/10/2004
World Triathlon Corporation	IRONMAN (Design)	2,787,455	11/25/2003
World Triathlon Corporation	IRONMAN (Design)	2,831,750	4/13/2004
World Triathlon Corporation	IRONMAN (Design)	4,271,135	1/ 8/2013
World Triathlon Corporation	IRONMAN (Design)	2,902,111	11/ 9/2004
World Triathlon Corporation	IRONMAN (Design)	2,896,856	10/26/2004
World Triathlon Corporation	IRONMAN (Design)	2,891,454	10/ 5/2004
World Triathlon Corporation	IRONMAN (Design)	1,353,313	8/ 6/1985
World Triathlon Corporation	IRONMAN (Design)	2,350,149	5/16/2000
World Triathlon Corporation	IRONMAN (Design)	2,998,100	9/20/2005
World Triathlon Corporation	IRONMAN (Design)	3,040,731	1/10/2006
World Triathlon Corporation	IRONMAN (Design)	3,143,209	9/12/2006
World Triathlon Corporation	IRONMAN (Design)	3,328,979	11/ 6/2007
World Triathlon Corporation	IRONMAN (Design)	4,271,080	1/ 8/2013
World Triathlon Corporation	IRONMAN (Design)	3,696,596	10/13/2009
World Triathlon Corporation	IRONMAN (Design)	2,806,537	1/20/2004
World Triathlon Corporation	IRONMAN (Word Mark)	4,058,644	11/22/2011
World Triathlon Corporation	IRONMAN (word mark)	4,466,520	1/14/2014
World Triathlon Corporation	IRONMAN (word mark)	4,069,722	12/13/2011
World Triathlon Corporation	IRONMAN (Word Mark)	4,078,964	1/ 3/2012
World Triathlon Corporation	IRONMAN (Word Mark)	3,970,387	5/31/2011
World Triathlon Corporation	IRONMAN 70.3 (Design)	4,442,095	12/ 3/2013
World Triathlon Corporation	IRONMAN FITNESS	2,942,779	4/19/2005
World Triathlon Corporation	IRONMAN FOUNDATION "M", YOUR JOURNEY YOUR CAUSE (design mark)	4,546,472	6/10/2014

World Triathlon Corporation	IRONMAN FOUNDATION (design mark)	4,546,473	6/10/2014
World Triathlon Corporation	IRONMAN PERFORM (word mark)	4,053,603	11/ 8/2011
World Triathlon Corporation	IRONMAN PERFORM (word mark)	3,941,945	4/ 5/2011
World Triathlon Corporation	IRONMAN PERFORM (word mark)	4,053,604	11/ 8/2011
World Triathlon Corporation	IRONMAN PRODUCTIONS	2,908,844	12/ 7/2004
World Triathlon Corporation	IRONMAN PRODUCTIONS	2,845,630	5/25/2004
World Triathlon Corporation	IRONMAN RACE TIMING	3,897,492	12/28/2010
World Triathlon Corporation	IRONMAN RACE TIMING	3,992,349	7/12/2011
World Triathlon Corporation	IRONMAN RESTORE	4,060,926	11/22/2011
World Triathlon Corporation	IRONMAN TRIATHLON	2,356,232	6/ 6/2000
World Triathlon Corporation	IRONMAN TRIATHLON	1,705,114	8/ 4/1992
World Triathlon Corporation	IRONMAN TRIATHLON	2,869,852	8/ 3/2004
World Triathlon Corporation	IRONMAN TRIATHLON WORLD CHAMPIONSHIP	1,462,281	10/20/1987
World Triathlon Corporation	IRONMAN WHEEL RENTALS	4,218,323	10/ 2/2012
World Triathlon Corporation	IRONMAN XC	3,836,900	8/24/2010
World Triathlon Corporation	IRONMAN.COM	3,406,214	4/ 1/2008
World Triathlon Corporation	IRONMAN360.COM	3,861,091	10/12/2010
World Triathlon Corporation	IRONMANLIFE (Word Mark)	4,058,643	11/22/2011
World Triathlon Corporation	IRONMANLIVE.COM	2,343,316	4/18/2000
World Triathlon Corporation	IRONMATE	2,827,558	3/30/2004
World Triathlon Corporation	IRONREST (Word Mark)	4,086,215	1/17/2012
World Triathlon Corporation	IRONWOMAN	2,840,470	5/11/2004
World Triathlon Corporation	IRONWOMAN	2,450,736	5/15/2001
World Triathlon Corporation	KDOT (design mark)	4,067,753	12/ 6/2011
World Triathlon Corporation	KONA INSPIRED (word mark)	4,536,138	5/27/2014
World Triathlon Corporation	MDOT	3,970,556	5/31/2011
World Triathlon Corporation	MDOT (Design Mark)	4,267,348	1/ 1/2013
World Triathlon Corporation	MDOT (Design)	2,889,373	9/28/2004
World Triathlon Corporation	MDOT (Design)	1,727,447	10/27/1992
World Triathlon Corporation	MDOT (Design)	1,280,976	6/ 5/1984
World Triathlon Corporation	MDOT (Design)	2,806,538	1/20/2004
World Triathlon Corporation	MDOT (Design)	2,902,110	11/ 9/2004
World Triathlon Corporation	MDOT 70.3 (Design)	3,928,235	3/ 8/2011
World Triathlon Corporation	MDOT XC (Design)	3,840,183	8/31/2010
World Triathlon Corporation	THE IRONMAN STORE	3,861,092	10/12/2010
World Triathlon Corporation	THE ROAD TO KONA	3,864,610	10/19/2010
World Triathlon Corporation	YOUR JOURNEY, YOUR CAUSE (word mark)	4,465,870	1/14/2014

TRADEMARK APPLICATIONS

TRADEMARK	APPLICATION NO.	STATUS	ALLOWED DATE	DATE FILED
IRON GIRL (Word Mark)	85/146,359	PENDING	9/4/2012	10/6/2010
5150 (word mark)	85/074,164	PENDING	4/15/2014	6/29/2010
5i50 (design mark)	85/074,823	PENDING	4/15/2014	6/30/2010
5i50 (design mark)	85/074,848	PENDING	5/6/2014	6/30/2010
IRONFLEECE (word mark)	86/105,544	PENDING	5/20/2014	10/30/2013