

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM504265

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Mr. Olympia, LLC		12/31/2018	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	The Bank of New York Mellon		
<b>Street Address:</b>	2001 Bryan Street, 10th Floor		
<b>City:</b>	Dallas		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	75201		
<b>Entity Type:</b>	Corporation: NEW YORK		
<b>PROPERTY NUMBERS Total: 25</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	87079249	212 OLYMPIA	
<b>Registration Number:</b>	5027591	BIKINI OLYMPIA	
<b>Serial Number:</b>	87079245	CLASSIC BODYBUILDING OLYMPIA	
<b>Serial Number:</b>	87482859	CLASSIC PHYSIQUE OLYMPIA	
<b>Registration Number:</b>	4048568	FIGURE OLYMPIA	
<b>Registration Number:</b>	4181747	FIGURE OLYMPIA	
<b>Registration Number:</b>	4038860	FIGURE OLYMPIA	
<b>Registration Number:</b>	4012816	FIGURE OLYMPIA	
<b>Registration Number:</b>	4048570	FITNESS OLYMPIA	
<b>Registration Number:</b>	4048569	FITNESS OLYMPIA	
<b>Registration Number:</b>	4038859	FITNESS OLYMPIA	
<b>Registration Number:</b>	4012815	FITNESS OLYMPIA	
<b>Registration Number:</b>	5282452	MEN'S PHYSIQUE OLYMPIA	
<b>Registration Number:</b>	3951271	MR. OLYMPIA	
<b>Registration Number:</b>	4156815	MR. OLYMPIA	
<b>Registration Number:</b>	4193035	MR. OLYMPIA	
<b>Registration Number:</b>	4166792	MS. OLYMPIA	
<b>Registration Number:</b>	3951272	MS. OLYMPIA	
<b>Registration Number:</b>	5274295	OLYMPIA AMATEUR	
<b>TRADEMARK</b>			

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Property Type	Number	Word Mark
Serial Number:	87107092	OLYMPIA EUROPE
Registration Number:	5036992	OLYMPIA FITNESS AND PERFORMANCE WEEKEND
Registration Number:	4052334	OLYMPIA WEEKEND
Registration Number:	3974949	OLYMPIA WEEKEND
Serial Number:	87518660	OLYMPIA WEEKEND
Registration Number:	5282453	WOMEN'S PHYSIQUE OLYMPIA

**CORRESPONDENCE DATA**

Fax Number: 2125935955  
*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) 756-2132  
Email: scott.kareff@srz.com  
Correspondent Name: Scott Kareff  
Address Line 1: Schulte Roth & Zabel LLP, 919 Third Ave  
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	004952.0002
NAME OF SUBMITTER:	Scott Kareff
SIGNATURE:	/RS for SK/
DATE SIGNED:	01/03/2019

**Total Attachments: 4**  
source=Trademark Security Agreement - Mr. Olympia#page1.tif  
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NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

This Notice of Grant of Security Interest in Trademarks (this "Trademarks Notice of Grant") is made as of December 31, 2018, by Mr. Olympia, LLC ("Grantor"), in favor of The Bank of New York Mellon, in its capacity as collateral agent for itself and the other Secured Parties (together with its successors and assigns in such capacity, "Grantee").

WHEREAS, the Grantor holds the right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantor has entered into a Pledge and Security Agreement, dated December 31, 2018 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Grantee; and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Grantee for the benefit of the Secured Parties (as defined in the Security Agreement), a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

NOW, THEREFORE, as collateral security for the payment, performance and observance of all of the Secured Obligations, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to the Grantee and grant to the Grantee for the benefit of the Secured Parties, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

All capitalized terms used but not otherwise defined herein have the meanings given to them in the Security Agreement

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the 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.

This Trademark Notice of Grant may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart by facsimile or electronic mail shall be equally effective as delivery of an original executed counterpart.

*[Remainder of page intentionally left blank]*

IN WITNESS WHEREOF, the Grantor has caused this Trademark Security Agreement to be duly executed by its officer thereunto duly authorized as of the date first set forth above.

MR. OLYMPIA, LLC

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

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

Name: Christopher V. Polimeni

Title: Executive Vice President, Chief

Operating Officer and Chief Financial Officer

SCHEDULE A TO GRANT OF A SECURITY INTEREST

TRADEMARK	REGISTRATION NO	REISGRATION DATE	APPLICATION NO	APPLICATION DATE	OWNER	TRADEMARK STATUS
212 OLYMPIA			87079249	21-Jun-16	Mr. Olympia, LLC	Pending
BIKINI OLYMPIA	5027591	23-Aug-16	86317988	23-Jun-14	Mr. Olympia, LLC	Registered
CLASSIC BODYBUILDING OLYMPIA			87079245	21-Jun-16	Mr. Olympia, LLC	Pending
CLASSIC PHYSIQUE OLYMPIA			87482859	9-Jun-17	Mr. Olympia, LLC	Pending
FIGURE OLYMPIA	4048568	1-Nov-11	85267956	15-Mar-11	Mr. Olympia, LLC	Registered
FIGURE OLYMPIA	4181747	31-Jul-12	85267955	15-Mar-11	Mr. Olympia, LLC	Registered
FIGURE OLYMPIA	4038860	11-Oct-11	77552000	20-Aug-08	Mr. Olympia, LLC	Registered
FIGURE OLYMPIA	4012816	16-Aug-11	77552001	20-Aug-08	Mr. Olympia, LLC	Registered
FITNESS OLYMPIA	4048570	1-Nov-11	85267958	15-Mar-11	Mr. Olympia, LLC	Registered
FITNESS OLYMPIA	4048569	1-Nov-11	85267957	15-Mar-11	Mr. Olympia, LLC	Registered
FITNESS OLYMPIA	4038859	11-Oct-11	77551998	20-Aug-08	Mr. Olympia, LLC	Registered
FITNESS OLYMPIA	4012815	16-Aug-11	77551999	20-Aug-08	Mr. Olympia, LLC	Registered
MEN'S PHYSIQUE OLYMPIA	5282452	5-Sep-17	87079250	21-Jun-16	Mr. Olympia, LLC	Registered
MR. OLYMPIA	3951271	26-Apr-11	77551993	20-Aug-08	Mr. Olympia, LLC	Registered
MR. OLYMPIA	4156815	12-Jun-12	85354804	23-Jun-11	Mr. Olympia, LLC	Registered
MR. OLYMPIA	4193035	21-Aug-12	85354806	23-Jun-11	Mr. Olympia, LLC	Registered
MS. OLYMPIA	4166792	3-Jul-12	85354807	23-Jun-11	Mr. Olympia, LLC	Registered
MS. OLYMPIA	3951272	26-Apr-11	77551995	20-Aug-08	Mr. Olympia, LLC	Registered
OLYMPIA AMATEUR	5274295	29-Aug-17	87107098	18-Jul-16	Mr. Olympia, LLC	Registered
OLYMPIA EUROPE			87107092	18-Jul-16	Mr. Olympia, LLC	Pending
OLYMPIA FITNESS AND PERFORMANCE WEEKEND	5036992	6-Sep-16	86319039	24-Jun-14	Mr. Olympia, LLC	Registered
OLYMPIA WEEKEND	4052334	8-Nov-11	85267963	15-Mar-11	Mr. Olympia, LLC	Registered
OLYMPIA WEEKEND	3974949	7-Jun-11	77552003	20-Aug-08	Mr. Olympia, LLC	Registered

TRADEMARK	REGISTRATION NO	REISGRATION DATE	APPLICATION NO	APPLICATION DATE	OWNER	TRADEMARK STATUS
OLYMPIA WEEKEND			87518660	6-Jul-17	Mr. Olympia, LLC	Pending
WOMEN'S PHYSIQUE OLYMPIA	5282453	5-Sep-17	87079253	21-Jun-16	Mr. Olympia, LLC	Registered