

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Tapout, LLC		03/11/2008	LIMITED LIABILITY COMPANY: CALIFORNIA

**RECEIVING PARTY DATA**

<b>Name:</b>	GVECR II 2007 E Trust
<b>Street Address:</b>	One Park Plaza, Suite 550
<b>Internal Address:</b>	c/o Private Equity Management Group, Inc.
<b>City:</b>	Irvine
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	92614
<b>Entity Type:</b>	TRUST: BRITISH VIRGIN ISLANDS

**PROPERTY NUMBERS Total: 12**

Property Type	Number	Word Mark
Serial Number:	78839857	TAPOUT
Serial Number:	75525080	TAPOUT
Serial Number:	78839795	TAPOUT
Serial Number:	78839819	TAPOUT
Serial Number:	78839841	TAPOUT
Serial Number:	78839428	TAPOUT
Serial Number:	78839447	TAPOUT
Serial Number:	78839459	TAPOUT
Serial Number:	78744962	TAPOUT
Serial Number:	78729114	TAPOUT
Serial Number:	78797197	TAPOUT
Serial Number:	78745030	TAPOUT

CH \$315.00 78839857

CORRESPONDENCE DATA

Fax Number: (310)203-0567  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 310-203-8080  
Email: trademarkdocket@jmbm.com  
Correspondent Name: Bernard R. Gans  
Address Line 1: Jeffer Mangels Butler & Marmaro LLP  
Address Line 2: 1900 Avenue of the Stars, 7th Floor  
Address Line 4: Los Angeles, CALIFORNIA 90067

ATTORNEY DOCKET NUMBER:	68148-0003
NAME OF SUBMITTER:	Bernard R. Gans
Signature:	/bernard r. gans/
Date:	06/20/2008

Total Attachments: 10  
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## TRADEMARK SECURITY AGREEMENT

Tapout, LLC, a California limited liability company ("Grantor") for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, grants to GVECR II 2007 E Trust ("Secured Party") pursuant to that certain Security Agreement, entered into by and between Grantor and Lender, dated as of March 11, 2008 (the "Security Agreement"), and that certain Intellectual Property Security Agreement, entered into by and between Grantor and Lender, dated as of March 11, 2008 (the "IP Security Agreement"), a continuing security interest in the following property:

(i) Each trademark, trademark registration and trademark application listed on **Schedule A** hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration and trademark application; and

(ii) All proceeds of the foregoing, including without limitation any claim by Grantor against third parties for damages by reason of past, present or future infringement of any trademark or trademark registration listed in **Schedule A** hereto or by reason of injury to the goodwill associated with any such trademark or trademark registration or trademark license, in each case together with the right to sue for and collect said damages;


to secure performance of all obligations of Grantor under that certain Continuing Guaranty, dated as of March 11, 2008, in favor of Lender.

Grantor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the security interest in the works of authorship, trademarks, trademark registrations and recordings, and trademark applications made and granted hereby are more fully set forth in the Security Agreement and the IP Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

All terms defined in the Security Agreement and the IP Security Agreement, whether by reference or otherwise, when used herein, shall have their respective meanings set forth therein, unless the context requires otherwise.

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be duly executed as of March 11, 2008.

**TAPOUT, LLC**, a California limited liability company

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**ACCEPTED BY SECURED PARTY:**

GVECR II 2007 E TRUST

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be duly executed as of March 11, 2008.

TAPOUT, LLC, a California limited liability company

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

ACCEPTED BY SECURED PARTY:

GVECR II 2007E TRUST

By: \_\_\_\_\_  
Name: James D. Daily  
Title: Trustee

Daily & Knudson Law Group  
3 Park Plaza, Suite 120  
Irvine, CA 92614

Schedule A to  
TRADEMARK SECURITY AGREEMENT

Trademarks

United States/Foreign Trademark/Service Mark Applications:  
See Attachment

Trademark/Service Mark:  
TapouT  
TapouT Crew  
TapouT.com

**TRADEMARK INFORMATION ON "TAPOUT"**

UNITED STATES

SERIAL NUMBER	MARK	GOODS	STATUS
78,839,857 (Reg. No. 3,274,753)	TAPOUT	Class 25 - T-shirts, sweatshirts, shirts, underwear, g-strings, hats and caps, beanies, skull caps, shorts, tank tops, jerseys, briefs, thong underwear, wristbands, belts and jackets	Registered
75,525,080 (Reg. No. 2,346,533)	TAPOUT	Class 25 - Clothing, namely t-shirts and caps.	Registered
78,839,795	TAPOUT	Class 09 - DVDs featuring sports events, fights, character performance and general entertainment; game software; (Based on Intent to Use) CDs and DVDs featuring music and narrations and commentary on sports, spoils fighting events and character performances; downloadable electronic newsletters featuring sports, fighting, entertainment, events and company products for sale.	Published Intent to Use (Registration Is Pending Evidence of In Use)
78,839,819	TAPOUT	Class 16 - trading cards, stickers and decals; pens, posters and magazines in the field of sports, extreme fighting, character performance art, general entertainment and sports and entertainment events; (based on intent to use) comic books, newsletters manuals, brochures and books in the field of sports, extreme fighting, character performance art, general entertainment and sports and entertainment events; pencils, note paper, note pads, stationery binders.	Published Intent to Use (Registration Is Pending Evidence of In Use)
78,839,841	TAPOUT	Class 18 - purses tote bags and backpacks	Published Intent to Use (Registration Is Pending Evidence of In Use)

**TRADEMARK INFORMATION ON "TAPOUT"**

SERIAL NUMBER	MARK	GOODS	STATUS
78,839,428	TAPOUT	Class 28 - toy figures; playsets for use with toy figures; board games, hand-held units for playing electronic games; sports equipment and apparatus, namely, car and eyebrow protectors, head gear and face masks for wrestlers, boxers, and other sports fighters, protective padding, guards and body protectors for all types of sports, mitts and gloves for all types of sports, striking bags, striking-bag platforms, weights for exercise and for lifting, weight lifting belts, manually operated exercise equipment, namely spring exercisers, grip developers, medicine balls; punching bags, striking bags for training in wrestling, boxing and other fighting sports; skipping ropes, athletic equipment, namely, mouth guards, athletic supporters, athletic equipment, namely, shoe guards boxing, wrestling and mixed martial arts rings, sports balls of all types, weightlifting benches, aerobic step machines and bags specially adapted for sports equipment.	Published Intent to Use (Registration Is Pending Evidence of In Use)
	TAPOUT	Class 29 - Meats and Processed Foods	Application in Process
	TAPOUT	Class 30 - Staple Foods	Application in Process
78,839,447	TAPOUT	Class 32 - Non-alcoholic beverages, namely energy drinks, fruit beverages, soda pop, carbonated beverages, drinking water, flavored and bottled drinking water	Published Intent to Use (Registration Is Pending Evidence of In Use)
78,839,459	TAPOUT	Class 41 - Conducting entertainment exhibitions in the nature of live character performance art relating to mixed martial arts and other sporting events; entertainment in the nature of on-going television programs in the field of character performance art relating to mixed martial arts and other sporting	Published Intent to Use (Registration Is Pending)



**TRADEMARK INFORMATION ON "TAPOUT"**

SERIAL NUMBER	MARK	GOODS	STATUS
	TAPOUT	events; entertainment in the nature of live performances by mixed martial arts and other sporting events characters and personalities; entertainment services, namely personal appearances by a sports celebrity; entertainment services, namely providing a web site featuring live character and sports performances, related film clips, photographs and other multimedia materials; entertainment services namely live, televised and live event appearances by a professional entertainer; presentation of live show performances; entertainment services, namely live performances by a mixed martial arts and other sporting events celebrities.	Evidence of In Use)
	TAPOUT	Class 43 - Hotels and Restaurants	Application in Process
78,744,962	TAPOUT	Class 09 - Computer software used in developing math, reading, science, geography, thinking and other academic skills, and user manuals sold therewith; computer game programs; computer software for playing video games; interactive video game software; downloadable computer programs for playing computer games and video games over the internet; computer programs for computer game and video game users to use in accessing and playing online computer games and video games; electronic game programs; electronic game software; electronic game cartridges; video game cartridges and Digital Versatile Discs (DVD's); protective helmets for wrestling and boxing; spoils and protective eyewear, contact lenses, eyeglasses, sunglasses, eyeglass frames, sunglass frames, eyeglass cases, sunglass cases, contact lens cases, parts and accessories for eyewear, namely straps, neck cords and head straps which restrain eyewear from movement on a wearer.	Abandoned/Pal etz
78,729,114	TAPOUT	Class 09 - Pre-recorded audio and video cassettes, pre-recorded audio and videotapes, pre-recorded videodiscs and digital versatile discs (DVD's) with or without sound components, featuring action and adventure, sports, comedies,	Abandoned/Pal etz

TRADEMARK INFORMATION ON "TAPOUT"

SERIAL NUMBER	MARK	GOODS	STATUS
78,797,197	TAPOUT	<p>drama, cartoons, animated characters, and music,</p> <p>Class 16 - Printed matter, namely, newsletters, catalogs, magazines, books, pamphlets and brochures all featuring content related to sports, sports personalities, sports awards and sports award programs and entertainment related thereto; paper, cardboard and goods made thereof, namely, posters, decals, picture books, printed awards, souvenir hooks, calendars, postcards, greeting cards and photographic prints; photographs; paper stationery; printed instructional or teaching materials providing information on sports, sports instruction, statistics, history, news in the field of sports, history of sports and athletics, historical figures and famous persons in the athletic and fields.</p>	Abandoned/Pal etz
78,745,030	TAPOUT	<p>Class 28 - Ear and eyebrow protectors for boxers, boxing masks, protective padding, guards and body protectors for all types of sports, mitts and gloves for all types of sports, striking bags, training, dummies, striking-bag platforms, rowing machines, weights for exercises and for lifting, weight lifting belts; spring exercises, grip developers, medicine balls, head guards, punching bags, training bags, skip ropes, mouth pieces, wrestling and boxing trunks, supporters, shoe guards, helmets, boxing and wrestling and mixed martial arts rings, sport balls of all types, baseball bats, catchers' masks, catchers' protectors, roller skates, ice skates, gymnasium horses, parallel bars, climbing ropes, weight benches, step machines, equipment bags, gym bags.</p>	Abandoned/Pal etz

TRADEMARK INFORMATION ON "TAPOUT"

FOREIGN

COUNTRY COMMUNITY	NUMBER	MARK	GOODS	STATUS
Australia	1085188	TAPOUT	Classes 9, 16, 18, 25, 28, 29, 30, 32, 41 and 43	Application Filed
Australia		TAPOUT	Classes 16, 18, 28, 29, 30, 32 and 43	Application in Process
Brazil		TAPOUT	Classes 9, 25 and 41	Application in Process
Brazil		TAPOUT	Classes 16, 18, 28, 29, 30, 32 and 43	Application in Process
Canada	1279732	TAPOUT	Classes 9, 25 and 41	Application Filed
Canada		TAPOUT	Classes 16, 18, 28, 29, 30, 32 and 43	Application in Process
The European Community	004710381	TAPOUT	Classes 9, 16, 18, 25, 28, 29, 30, 32, 41 and 43	Application Filed
The European Community		TAPOUT	Classes 16, 18, 28, 29, 30, 32 and 43	Application in Process
Japan	2005-105780	TAPOUT	Classes 9, 16, 18, 25, 28, 29, 30, 32, 41 and 43	Application Filed
Japan		TAPOUT	Classes 16, 18, 28, 29, 30, 32 and 43	Application in Process

TRADEMARK INFORMATION ON "TAPOUT"

Mexico	899883	TAPOUT	Class 9	Application Filed
Mexico	899885	TAPOUT	Class 16	Application Filed
Mexico		TAPOUT	Class 18	Application In Process
Mexico	899890	TAPOUT	Class 25	Application Filed
Mexico	899886	TAPOUT	Class 28	Application Filed
Mexico	899887	TAPOUT	Class 29	Application Filed
Mexico	899888	TAPOUT	Class 30	Application Filed
Mexico	899884	TAPOUT	Class 32	Application Filed
Mexico	899891	TAPOUT	Class 41	Application Filed
Mexico	899889	TAPOUT	Class 43	Application Filed
New Zealand	738510	TAPOUT	Classes 9, 16, 18, 25, 28, 29, 30, 32, 41 and 43	Application Filed
New Zealand		TAPOUT	Classes 16, 18, 28, 29, 30, 32 and 43	Application in Process