

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM325217

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Tough Mudder LLC		06/26/2014	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Tough Mudder Incorporated		
<b>Street Address:</b>	15 Metrotech Center		
<b>Internal Address:</b>	7th Floor		
<b>City:</b>	Brooklyn		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	11201		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86315787	NIGHT MUDDER	
<b>Serial Number:</b>	86315762	URBAN MUDDER	
<b>Serial Number:</b>	86189056		
<b>Serial Number:</b>	86262485	MUDDER LEGION	
<b>Serial Number:</b>	86262481	MUDDER LEGION	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	9015770783		
<i>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.</i>			
<b>Phone:</b>	901-579-3128		
<b>Email:</b>	trademarks@bakerdonelson.com		
<b>Correspondent Name:</b>	Wendy Robertson		
<b>Address Line 1:</b>	6060 Poplar Avenue		
<b>Address Line 2:</b>	Suite 440		
<b>Address Line 4:</b>	Memphis, TENNESSEE 38119		
<b>ATTORNEY DOCKET NUMBER:</b>	2922686-000066		
<b>NAME OF SUBMITTER:</b>	Wendy Robertson		
<b>SIGNATURE:</b>	/wrobertson/		

OP \$140.00 86315787

<b>DATE SIGNED:</b>	12/05/2014
<b>Total Attachments: 2</b> source=Tough Mudder Assign#page1.tif source=Tough Mudder Assign#page2.tif	

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "TOUGH MUDDER LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "TOUGH MUDDER LLC" TO "TOUGH MUDDER INCORPORATED", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JUNE, A.D. 2014, AT 9:13 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF JULY, A.D. 2014, AT 12:01 O'CLOCK A.M.

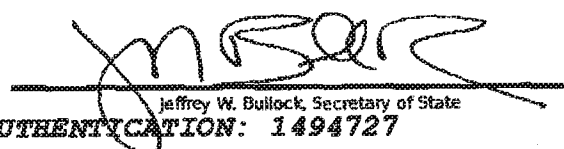
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4744978 8100V

140886276

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1494727

DATE: 06-27-14

TRADEMARK  
REEL: 005414 FRAME: 0083

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 09:13 AM 06/26/2014  
FILED 09:13 AM 06/26/2014  
SRV 140886276 - 4744978 FILE


STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A LIMITED LIABILITY COMPANY  
TO A CORPORATION

Pursuant to Section 265 of the Delaware General Corporation Law, the undersigned hereby adopts the following Certificate of Conversion for the purpose of converting Tough Mudder LLC (the "LLC") from a Delaware limited liability company to a Delaware corporation:

1. The jurisdiction where the LLC was first formed is Delaware.
2. The jurisdiction immediately prior to filing this Certificate is Delaware.
3. The date the LLC was first formed is October 22, 2009.
4. The name of the Limited Liability Company immediately prior to filing this Certificate is Tough Mudder LLC.
5. The name of the Corporation as set forth in the Certificate of Incorporation is Tough Mudder Incorporated.
6. This Certificate shall be effective as of 12:01 a.m. on the 1st day of July, 2014.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the LLC has executed this Certificate on June 26, 2014.

TOUGH MUDDER LLC

By:   
Name: William T. Dean  
Title: Chief Executive Officer