

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM326341

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT FOR SECURITY TRADEMARKS		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Tough Mudder Incorporated		12/10/2014	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	BRWTM LLC, as collateral agent		
Street Address:	1335 Trafalgar Street		
City:	Teaneck		
State/Country:	NEW JERSEY		
Postal Code:	07666		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 52			
Property Type	Number	Word Mark	
Serial Number:	86315787	NIGHT MUDDER	
Serial Number:	86315762	URBAN MUDDER	
Serial Number:	86262485	MUDDER LEGION	
Serial Number:	86189056		
Serial Number:	86262481	MUDDER LEGION	
Serial Number:	85715205	ARCTIC ENEMA	
Serial Number:	85715230	BALE BONDS	
Serial Number:	85403653	BALL SHRINKER	
Serial Number:	85715802	BERLINS WALLS	
Serial Number:	85715787	BOA CONSTRICTOR	
Serial Number:	85971771	CAGE CRAWL	
Serial Number:	85575319	CARNIVAL OF TOUGH	
Serial Number:	85716097	CLIFFHANGER	
Serial Number:	85403623	DEVIL'S BEARD	
Serial Number:	85715605	DIRTY BALLERINA	
Serial Number:	85716132	ELECTRIC EEL	
Serial Number:	85715623	ELECTROSHOCK THERAPY	
Serial Number:	85715591	EVEREST	
Serial Number:	85715658	FIRE WALKER	
Serial Number:	85715629	FUNKY MONKEY	
TRADEMARK			

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Property Type	Number	Word Mark
Serial Number:	85971832	GLORY BLADES
Serial Number:	85715633	GREASED LIGHTNING
Serial Number:	85971721	HANGIN TOUGH
Serial Number:	85403562	HOLD YOUR WOOD
Serial Number:	85403646	KISS OF MUD
Serial Number:	85715254	MUD MILE
Serial Number:	85964910	MUDDER
Serial Number:	85575306	MUDDER CORPS
Serial Number:	85575337	MUDDER NATION
Serial Number:	85575330	MUDDER NATION
Serial Number:	85897953	MUDDERELLA
Serial Number:	85938041	MUDDERELLA
Serial Number:	85938075	OWN YOUR STRONG
Serial Number:	85401264	PROBABLY THE TOUGHEST EVENT ON THE PLANE
Serial Number:	85938097	RINSE + REVIVE
Serial Number:	85715270	SPIDER'S WEB
Serial Number:	85403630	SWAMP STOMP
Serial Number:	85403524	SWEATY YETI
Serial Number:	85403667	THE KILLA GORILLA
Serial Number:	77862682	TOUGH MUDDER
Serial Number:	85889216	TOUGH MUDDER
Serial Number:	85896107	TOUGH MUDDER
Serial Number:	85894969	TOUGH MUDDER
Serial Number:	85407879	TOUGH MUDDER
Serial Number:	85692214	TOUGH MUDDER
Serial Number:	85696468	TOUGH MUDDER
Serial Number:	85575294	TOUGH MUDDER MOST RESPECT AWARD
Serial Number:	85895023	
Serial Number:	85715301	TRENCH WARFARE
Serial Number:	85715743	UNDERWATER TUNNELS
Serial Number:	85715682	WALK THE PLANK
Serial Number:	85407888	WORLD'S TOUGHEST MUDDER

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: S. Kareff c/o Schulte Roth & Zabel LLP

TRADEMARK

REEL: 005420 FRAME: 0624

Address Line 1: 919 Third Avenue
Address Line 2: 22nd floor
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER: 099981-1185

NAME OF SUBMITTER: Scott Kareff (099981-1185)

SIGNATURE: /kc for sk/

DATE SIGNED: 12/16/2014

Total Attachments: 8

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ASSIGNMENT FOR SECURITY

TRADEMARKS

WHEREAS, **Tough Mudder Incorporated**, a Delaware corporation (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor has entered into a Pledge and Security Agreement, dated as of December 10, 2014 (as amended, restated or otherwise modified from time to time the "Security Agreement"), in favor of BRWTM LLC, as collateral agent for certain buyers (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the Buyers (as defined in the Security Agreement) a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will 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 "Obligations" (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the Buyers a continuing security interest in the Collateral to secure the prompt payment, performance and for the benefit of the Buyers observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee 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.

IN WITNESS WHEREOF, the Assignor has caused this Assignment for Security to be duly executed by its officer thereunto duly authorized as of December 10, 2014

TOUGH MUDDER INCORPORATED

By: 

Name: William T. Dean

Title: Chief Executive Officer

ASSIGNMENT FOR SECURITY
(TRADEMARKS)

TRADEMARK
REEL: 005420 FRAME: 0627

SCHEDULE 1A TO ASSIGNMENT FOR SECURITY

Trademarks and Trademark Applications
Owned by Tough Mudder Incorporated

Country Name	Trademark Name	Trademark Status	App Number	File Date	Reg. Number	Reg. Date
United States of America	NIGHT MUDDER	Allowed	86/315,787	6/20/2014		
United States of America	URBAN MUDDER	Allowed	86/315,762	6/20/2014		
United States of America	MUDDER LEGION	Pending	86/262,485	4/25/2014		
Colombia	TOUGH MUDDER	Published	13.253.911	10/25/2013		
South Africa	TOUGH MUDDER	Published	2013/09853	4/16/2013		
South Africa	TOUGH MUDDER	Published	2013/09854	4/16/2013		
South Africa	TOUGH MUDDER (MAN W/FLAMES)	Published	2013/09855	4/16/2013		
South Africa	TOUGH MUDDER (MAN W/FLAMES)	Published	2013/09856	4/16/2013		
United Arab Emirates	TOUGH MUDDER	Published	203084	9/23/2013		
United States of America	COLOR ORANGE	Published	86/189,056	2/10/2014		
United States of America	MUDDER LEGION (DESIGN)	Published	86/262,481	4/25/2014		
Australia	TOUGH MUDDER AND DESIGN (MAN W/FLAMES)	Registered	1501433	7/11/2012	1501433	7/11/2012
Canada	TOUGH MUDDER	Registered	1,540,495	8/19/2011	TMA834029	10/10/2012
Canada	TOUGH MUDDER AND DESIGN (MAN W/FLAMES)	Registered	1,584,295	6/29/2012	TMA876,614	4/28/2014
Hong Kong	TOUGH MUDDER (MAN W/ FLAMES)	Registered	302606715	5/14/2013	302606715	12/11/2013
Hong Kong	TOUGH MUDDER (MAN W/OUT FLAMES)	Registered	302606698	5/14/2013	302606698	12/11/2013
Madrid	ARCTIC ENEMA	Registered	A0035958	5/23/2013	1163364	5/23/2013

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Madrid	ELECTROSHOCK THERAPY	Registered	A0035955	5/23/2013	1164085	5/23/2013
Madrid	EVEREST	Registered	A0035953	5/23/2013	1164086	5/23/2013
Madrid	FUNKY MONKEY	Registered	A0035957	5/23/2013	1163770	5/23/2013
Madrid	TOUGH MUDDER	Registered	1095812	8/23/2011	1095812	8/23/2011
Madrid	TOUGH MUDDER	Registered	A0035078	4/3/2013	1157337	4/3/2013
Madrid	TOUGH MUDDER	Registered	A0035633	5/6/2013	1163696	5/6/2013
Madrid	TOUGH MUDDER (MAN W/FLAMES)	Registered	A0035007	3/29/2013	1158118	3/29/2013
Madrid	TOUGH MUDDER LOGO NO FLAMES	Registered	A0035200	4/10/2013	1160901	4/10/2013
Madrid	TOUGH MUDDER RUNNING MAN	Registered	A0035199	4/10/2013	1160903	4/10/2013
New Zealand	TOUGH MUDDER	Registered	965352	9/12/2012	965352	9/12/2012
New Zealand	TOUGH MUDDER AND DESIGN (MAN W/FLAMES)	Registered	965353	9/12/2012	965353	9/12/2012
United Kingdom	TOUGH MUDDER LOGO (MAN W/FLAMES)	Registered	UK00002629587	7/25/2012	UK00002629587	7/25/2012
United States of America	ARCTIC ENEMA	Registered	85/715,205	8/28/2012	4,309,150	3/26/2013
United States of America	BALE BONDS	Registered	85/715,230	8/28/2012	4,309,151	3/26/2013
United States of America	BALL SHRINKER	Registered	85/403,653	8/22/2011	4,131,542	4/24/2012
United States of America	BERLINS WALLS	Registered	85/715,802	8/29/2012	4,323,969	4/23/2013
United States of America	BOA CONSTRUCTOR	Registered	85/715,787	8/29/2012	4,323,968	4/23/2013
United States of America	CAGE CRAWL	Registered	85/971,771	6/27/2013	4,484,521	2/18/2014
United States of America	CARNIVAL OF TOUGH	Registered	85/575,319	3/21/2012	4,241,511	11/13/2012

PLEDGE AND SECURITY AGREEMENT

TRADEMARK
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United States of America	CLIFFHANGER	Registered	85/716,097	8/29/2012	4,323,995	4/23/2013
United States of America	DEVIL'S BEARD	Registered	85/403,623	8/22/2011	4,134,725	5/1/2012
United States of America	DIRTY BALLERINA	Registered	85/715,605	8/29/2012	4,309,153	3/26/2013
United States of America	ELECTRIC EEL	Registered	85/716,132	8/29/2012	4,324,000	4/23/2013
United States of America	ELECTROSHOCK THERAPY	Registered	85/715,623	8/29/2012	4,309,154	3/26/2013
United States of America	EVEREST	Registered	85/715,591	8/29/2012	4,313,102	4/2/2013
United States of America	FIRE WALKER	Registered	85/715,658	8/29/2012	4,323,953	4/23/2013
United States of America	FUNKY MONKEY	Registered	85/715,629	8/29/2012	4,337,888	5/21/2013
United States of America	GLORY BLADES	Registered	85/971,832	6/27/2013	4,484,526	2/18/2014
United States of America	GREASED LIGHTNING	Registered	85/715,633	8/29/2012	4,323,950	4/23/2013
United States of America	HANGIN TOUGH	Registered	85/971,721	6/27/2013	4,484,516	2/18/2014
United States of America	HOLD YOUR WOOD	Registered	85/403,562	8/22/2011	4,134,724	5/1/2012
United States of America	KISS OF MUD	Registered	85/403,646	8/22/2011	4,131,540	4/24/2012
United States of America	MUD MILE	Registered	85/715,254	8/28/2012	4,307,031	3/19/2013
United States of America	MUDDER	Registered	85/964,910	6/20/2013	4,527,038	5/6/2014
United States of America	MUDDER CORPS	Registered	85/575,306	3/21/2012	4,241,510	11/13/2012

PLEDGE AND SECURITY AGREEMENT

TRADEMARK
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United States of America	MUDDER NATION	Registered	85/575,337	3/21/2012	4,241,513	11/13/2012
United States of America	MUDDER NATION LOGO	Registered	85/575,330	3/21/2012	4,241,512	11/13/2012
United States of America	MUDDERELLA	Registered	85/897,953	4/8/2013	4,552,917	6/17/2014
United States of America	MUDDERELLA (DESIGN)	Registered	85/938,041	5/21/2013	4,553,072	6/17/2014
United States of America	OWN YOUR STRONG	Registered	85/938,075	5/21/2013	4,553,074	6/17/2014
United States of America	PROBABLY THE TOUGHEST EVENT ON THE PLANET	Registered	85/401,264	8/18/2011	4,121,748	4/3/2012
United States of America	RINSE + REVIVE	Registered	85/938,097	5/21/2013	4,573,450	7/22/2014
United States of America	SPIDER'S WEB	Registered	85/715,270	8/28/2012	4,309,152	3/26/2013
United States of America	SWAMP STOMP	Registered	85/403,630	8/22/2011	4,134,726	5/1/2012
United States of America	SWEATY YETI	Registered	85/403,524	8/22/2011	4,134,721	5/1/2012
United States of America	THE KILLA GORILLA	Registered	85/403,667	8/22/2011	4,131,544	4/24/2012
United States of America	TOUGH MUDDER	Registered	77/862,682	11/2/2009	3,810,118	6/29/2010
United States of America	TOUGH MUDDER	Registered	85/889,216	3/28/2013	4,465,111	1/14/2014
United States of America	TOUGH MUDDER (ORANGE HEADBAND)	Registered	85/896,107	4/5/2013	4,439,609	11/26/2013
United States of America	TOUGH MUDDER (WITHOUT FLAMES) & DESIGN	Registered	85/894,969	4/4/2013	4,585,429	8/12/2014

PLEDGE AND SECURITY AGREEMENT

TRADEMARK
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United States of America	TOUGH MUDDER LOGO (MAN W/FLAMES)	Registered	85/407,879	8/25/2011	4,131,912	4/24/2012
United States of America	TOUGH MUDDER LOGO (MAN W/FLAMES)	Registered	85/692,214	8/1/2012	4,308,918	3/26/2013
United States of America	TOUGH MUDDER LOGO (MAN W/FLAMES)	Registered	85/696,468	8/6/2012	4,552,330	6/17/2014
United States of America	TOUGH MUDDER MOST RESPECT AWARD	Registered	85/575,294	3/21/2012	4,233,607	10/30/2012
United States of America	TOUGH MUDDER RUNNING MAN LOGO	Registered	85/895,023	4/4/2013	4,557,089	6/24/2014
United States of America	TRENCH WARFARE	Registered	85/715,301	8/28/2012	4,345,862	6/4/2013
United States of America	UNDERWATER TUNNELS	Registered	85/715,743	8/29/2012	4,337,889	5/21/2013
United States of America	WALK THE PLANK	Registered	85/715,682	8/29/2012	4,323,957	4/23/2013
United States of America	WORLD'S TOUGHEST MUDDER LOGO	Registered	85/407,888	8/25/2011	4,131,913	4/24/2012

PLEDGE AND SECURITY AGREEMENT