

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM719954

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST
SEQUENCE:	2

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
EWC FRANCHISOR LLC		04/06/2022	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	CITIBANK, N.A.
Street Address:	388 Greenwich Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10013
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 45

Property Type	Number	Word Mark
Serial Number:	88436027	EUROPEAN WAX CENTER
Serial Number:	90688688	EWC REWARDS
Serial Number:	97229731	SMOOTH TALK
Registration Number:	3097087	EUROPEAN WAX CENTER
Registration Number:	3281599	WAX PASS
Registration Number:	3790189	THE ULTIMATE WAX EXPERIENCE
Registration Number:	3921531	THE SECRET IS IN THE WAX
Registration Number:	4254688	COMFORT WAX
Registration Number:	4257793	EWC
Registration Number:	4387463	EUROPEAN WAX CENTER
Registration Number:	4387464	EUROPEAN WAX CENTER
Registration Number:	4404744	4 STEPS TO GORGEOUS
Registration Number:	4413176	EUROPEAN WAX CENTER
Registration Number:	4440945	WAXING FOR ALL
Registration Number:	4487315	EUROPEAN WAX CENTER
Registration Number:	4603144	REVEALING BEAUTIFUL SKIN
Registration Number:	4603986	EUROPEAN WAX CENTER
Registration Number:	4603987	EUROPEAN WAX CENTER

OP \$1140.00 88436027

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4643946	WALK IN STRUT OUT
Registration Number:	5059673	OH MY BROW!
Registration Number:	5064427	BROW PALS
Registration Number:	5064960	SUCHA TWEEZE
Registration Number:	5105640	STRUT SMOOTHLY
Registration Number:	5156668	STRUT BOLDLY
Registration Number:	5161638	COMFORT BLEND
Registration Number:	5172028	STRUT LAVISHLY
Registration Number:	5182020	BROWFECTION
Registration Number:	5224260	SENSUAL STRUT
Registration Number:	5312559	READY. SET. BROW!
Registration Number:	5342742	LOVE AT FIRST WAX
Registration Number:	5342789	UNAPOLOGETICALLY CONFIDENT
Registration Number:	5346636	STRUT 365
Registration Number:	5355619	WHERE BUSINESS MEETS BEAUTIFUL SKIN
Registration Number:	5596921	MASK ME
Registration Number:	5649627	GRACEFUL STRUT
Registration Number:	5766973	AX THE PINK TAX
Registration Number:	5772480	SASSY STRUT
Registration Number:	5909670	PARADISE STRUT
Registration Number:	5947081	REVEAL ME
Registration Number:	5969979	SMOOTH ME
Registration Number:	5969980	RENEW ME
Registration Number:	6245917	C 135°
Registration Number:	6397147	C 135°
Registration Number:	6639508	CIREFUSION THERAPIE
Registration Number:	6639509	CIREFUSION

CORRESPONDENCE DATA

Fax Number:

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: +1.978.463.9100

Email: trademarks@sandsip.com

Correspondent Name: Aaron Y. Silverstein

Address Line 1: 14 Cedar Street, Suite 224

Address Line 4: Amesbury, MASSACHUSETTS 01913

NAME OF SUBMITTER: Aaron Y. Silverstein

SIGNATURE: /Aaron Y. Silverstein/

DATE SIGNED:	04/08/2022
---------------------	------------

Total Attachments: 5

- source=2. EWC - Notice of Grant of Security Interest in Trademarks Executed Apr-6-2022#page1.tif
- source=2. EWC - Notice of Grant of Security Interest in Trademarks Executed Apr-6-2022#page2.tif
- source=2. EWC - Notice of Grant of Security Interest in Trademarks Executed Apr-6-2022#page3.tif
- source=2. EWC - Notice of Grant of Security Interest in Trademarks Executed Apr-6-2022#page4.tif
- source=2. EWC - Notice of Grant of Security Interest in Trademarks Executed Apr-6-2022#page5.tif

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

This NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS (the “Notice”) is made and entered into as of April 6, 2022, by EWC FRANCHISOR LLC, a Delaware limited liability company located at 5830 Granite Parkway, 3rd Floor, Plano Texas 75024 (“Grantor”), in favor of CITIBANK, N.A., a national banking association (“Citibank”), as trustee, located at 388 Greenwich Street, New York, New York 10013 (“Trustee”).

WHEREAS, Grantor is the owner of the United States trademarks and service marks (including the associated registrations and applications for registration) set forth in Schedule 1 attached hereto (collectively, the “Trademarks”) and goodwill connected with the use of or symbolized by such Trademarks; and

WHEREAS, pursuant to the Guarantee and Collateral Agreement, dated as of March [•], 2022, made by EWC Franchisor LLC, a Delaware limited liability company, EWC Distributor LLC, a Delaware limited liability company, and EWC Holding Guarantor LLC, a Delaware limited liability company, each as a Guarantor, in favor of the Trustee (as amended, supplemented or otherwise modified from time to time, the “Guarantee and Collateral Agreement”), to secure the Obligations, Grantor has granted to the Trustee for the benefit of the Secured Parties, a security interest in Grantor’s right, title and interest in, to and under certain intellectual property of Grantor, including the Trademarks and the goodwill connected with the use of or symbolized by the Trademarks and the right to bring an action at law or in equity for any infringement, dilution, misappropriation or other violation thereof, and to collect all damages, settlements and proceeds relating thereto, and, to the extent not otherwise included, all payments, proceeds, supporting obligations and accrued and future rights to payment with respect to the foregoing (collectively, the “Trademark Collateral”); and

WHEREAS, pursuant to Section 3.5(a) of the Guarantee and Collateral Agreement, Grantor agreed to execute and deliver to the Trustee this Notice for purposes of recording the same with the United States Patent and Trademark Office (“USPTO”) to confirm, evidence and perfect the security interest in the Trademark Collateral granted under the Guarantee and Collateral Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and subject to all applicable terms and conditions of the Indenture (as defined below) and the Guarantee and Collateral Agreement, which are incorporated by reference as if fully set forth herein, to secure the Obligations, Grantor hereby grants to the Trustee, for the benefit of the Secured Parties, a security interest in Grantor’s right, title and interest in, to and under the Trademark Collateral, to the extent now owned or at any time hereafter acquired by Grantor; provided that the grant of security interest hereunder shall not include any application for a Trademark that would be invalidated, canceled, voided or abandoned due to the grant and/or enforcement of such security interest, including intent-to-use applications filed with the USPTO pursuant to 15 U.S.C. Section 1051(b) prior to the filing and acceptance of a statement of use or amendment to allege use pursuant to 15 U.S.C. Section 1051(c) or (d), provided that at such time as the grant and/or enforcement of the security interest will not cause such application to be deemed

invalidated, cancelled or abandoned, such Trademark application will not be excluded from the Notice.

Capitalized terms used in this Notice (including the preamble and the recitals hereto), and not defined in this Notice, shall have the meanings assigned to such terms in Annex A attached to the Base Indenture, dated as of March [•], 2022, by and among EWC Master Issuer LLC, a Delaware limited liability company, and Citibank, as Trustee and Securities Intermediary (the "Indenture").

1. The parties intend that this Notice is for recordation purposes. The terms of this Notice shall not modify the applicable terms and conditions of the Indenture or the Guarantee and Collateral Agreement, which govern the Trustee's interest in the Trademark Collateral and which shall control in the event of any conflict. Grantor hereby acknowledges the sufficiency and completeness of this Notice to create a security interest in the Trademark Collateral in favor of the Trustee for the benefit of the Secured Parties, and Grantor hereby requests the USPTO to file and record this Notice together with the annexed Schedule 1.

2. Grantor and Trustee hereby acknowledge and agree that the grant of security interest in, to and under the Trademark Collateral made hereby may be terminated only in accordance with the terms of the Indenture and the Guarantee and Collateral Agreement and shall terminate automatically upon the termination of the Indenture or the Guarantee and Collateral Agreement.

3. THIS NOTICE SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK WITHOUT REGARD TO CONFLICTS OF LAW PRINCIPLES (OTHER THAN SECTIONS 5-1401 AND 5-1402 OF THE GENERAL OBLIGATIONS LAW OF THE STATE OF NEW YORK).

4. This Notice may be executed by the parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which when taken together shall constitute one and the same agreement.





[Remainder of this page intentionally left blank]


IN WITNESS WHEREOF, the undersigned has caused this NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS to be duly executed by its duly authorized officer as of the date and year first written above.

EWC FRANCHISOR LLC, as Grantor

By: DocuSigned by:
Gavin O'Connor
Name: Gavin O'Connor
Title: Chief Legal Officer

Schedule 1 Trademarks

Trademark	U.S. Registration or Application Serial No.
EUROPEAN WAX CENTER	88436027
EWC REWARDS	90688688
SMOOTH TALK	97229731
EUROPEAN WAX CENTER	3097087
WAX PASS	3281599
THE ULTIMATE WAX EXPERIENCE	3790189
THE SECRET IS IN THE WAX	3921531
COMFORT WAX	4254688
EWC	4257793
EUROPEAN WAX CENTER EUROPEAN WAX CENTER (stylized)	4387463
EUROPEAN WAX CENTER EUROPEAN WAX CENTER (stylized)	4387464
4 STEPS TO GORGEOUS	4404744
 EUROPEAN WAX CENTER	4413176
WAXING FOR ALL	4440945
 EUROPEAN WAX CENTER	4487315
REVEALING BEAUTIFUL SKIN	4603144
 EUROPEAN WAX CENTER	4603986
 EUROPEAN WAX CENTER	4603987
WALK IN STRUT OUT	4643946
OH MY BROW!	5059673
BROW PALS	5064427
SUCHA TWEEZE	5064960
STRUT SMOOTHLY	5105640

Trademark	U.S. Registration or Application Serial No.
STRUT BOLDLY	5156668
COMFORT BLEND	5161638
STRUT LAVISHLY	5172028
BROWFECTION	5182020
SENSUAL STRUT	5224260
READY. SET. BROW!	5312559
LOVE AT FIRST WAX	5342742
UNAPOLOGETICALLY CONFIDENT	5342789
STRUT 365	5346636
WHERE BUSINESS MEETS BEAUTIFUL SKIN	5355619
MASK ME	5596921
GRACEFUL STRUT	5649627
AX THE PINK TAX	5766973
SASSY STRUT	5772480
PARADISE STRUT	5909670
REVEAL ME	5947081
SMOOTH ME	5969979
RENEW ME	5969980
C 135° Cross References: C 135 DEGREES	6245917
 C 135 Cross References: C 135 DEGREES	6397147
CIREFUSION THERAPIE	6639508
CIREFUSION	6639509