

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM755047

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	10/15/2021
RESUBMIT DOCUMENT ID:	900715321

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ClassPass Inc.		10/15/2021	Corporation: DELAWARE

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
New ClassPass, LLC	10/15/2021	Limited Liability Company: DELAWARE

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	ClassPass, LLC
Street Address:	4051 Broad Street, Suite 220
City:	San Luis Obispo
State/Country:	CALIFORNIA
Postal Code:	93401
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	5121700	CLASSPASS
Registration Number:	5409850	CLASSPASS
Registration Number:	6242444	CLASSPASS
Registration Number:	6622786	LIFEPASS
Registration Number:	3923532	LIFEPASS
Registration Number:	6236225	

CORRESPONDENCE DATA

Fax Number: 2027995000

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: 2027994159

Email: MindbodyTeam@us.dlapiper.com

Correspondent Name: Ann K. Ford, DLA Piper LLP (US)

Address Line 1: 500 Eighth Street NW

TRADEMARK

Address Line 4:	Washington, D.C. 20004
ATTORNEY DOCKET NUMBER:	427060-000051
NAME OF SUBMITTER:	Alberto Zacapa
SIGNATURE:	/Alberto Zacapa/
DATE SIGNED:	09/13/2022
Total Attachments: 4 source=DE - ClassPass Inc into New ClassPass, LLC under name ClassPass, LLC#page1.tif source=DE - ClassPass Inc into New ClassPass, LLC under name ClassPass, LLC#page2.tif source=DE - ClassPass Inc into New ClassPass, LLC under name ClassPass, LLC#page3.tif source=DE - ClassPass Inc into New ClassPass, LLC under name ClassPass, LLC#page4.tif	

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CLASSPASS INC.", A DELAWARE CORPORATION,
WITH AND INTO "NEW CLASSPASS, LLC" UNDER THE NAME OF
"CLASSPASS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF OCTOBER, A.D.
2021, AT 11:18 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

6147022 8100M
SR# 20213523638

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 204422580
Date: 10-15-21

TRADEMARK
REEL: 007796 FRAME: 0651

CERTIFICATE OF MERGER

OF

CLASSPASS INC.,
a Delaware corporation,

WITH AND INTO

NEW CLASSPASS, LLC,
a Delaware limited liability company

(Under Section 18-209 of the Limited Liability Company Act)

Pursuant to Section 18-209 of the Limited Liability Company Act of the State of Delaware (the "Act"), New ClassPass, LLC, a Delaware limited liability company (the "Company"), in connection with the merger of ClassPass Inc., a Delaware corporation ("Merger Sub"), with and into the Company (the "Merger"), hereby certifies as follows:

FIRST: The names and states of formation or incorporation, as applicable, of the constituent entities to the Merger (the "Constituent Entities") are:

<u>Name</u>	<u>State of Formation/Incorporation</u>
New ClassPass, LLC	Delaware
ClassPass Inc.	Delaware

SECOND: An Agreement and Plan of Merger, dated as of August 27, 2021, by and among (i) Torreys Topco, Inc., a Delaware corporation, (ii) Conflux Aggregator, LLC, a Delaware limited liability company, (iii) VEPF Torreys Aggregator, LLC, a Delaware limited liability company, (iv) Conflux Merger Sub, Inc., a Delaware corporation, (v) the Company, (vi) Merger Sub, (vii) ClassPass Aggregator, LLC, a Delaware limited liability company, (viii) ClassPass Aggregator Sub, LLC, a Delaware limited liability company and (ix) Vista Equity Partners Management, LLC, a Delaware limited liability company, solely in its capacity as the representative of the MB Equityholders (as defined in the Merger Agreement), has been approved, adopted, certified, executed and acknowledged by each of the Constituent Entities in accordance with the Act.

THIRD: Upon the effectiveness of the Merger, the Company shall be the surviving entity (the "Surviving Entity"), and the name of the Surviving Entity shall be "ClassPass, LLC".

FOURTH: The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

FIFTH: An executed copy of the Merger Agreement is on file at the office of the Surviving Entity at 4051 Broad Street, Suite 220, San Luis Obispo, CA 93401.

SIXTH: An executed copy of the Merger Agreement will be furnished by the Surviving Entity, on request and without cost, to any of the members or stockholders, as applicable, of either of the Constituent Entities.

* * * * *

IN WITNESS WHEREOF, the undersigned, for the purpose of effectuating the Merger pursuant to the Act and under penalty of perjury, does hereby declare and certify that this is the act and deed of the Company and the facts stated herein are true, and accordingly has hereunto signed this Certificate of Merger this 15th day of October, 2021.

NEW CLASSPASS, LLC,
a Delaware limited liability company

By: 
Name: Adrian R. Alonso
Its: President

Signature Page to Company Certificate of Merger