

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM779300

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
HEADSPACE, INC.		12/13/2022	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Pacific Western Bank		
Street Address:	555 S. Mangum Street		
Internal Address:	Suite 1000		
City:	Durham		
State/Country:	NORTH CAROLINA		
Postal Code:	27701		
Entity Type:	State Chartered Bank: CALIFORNIA		
PROPERTY NUMBERS Total: 14			
Property Type	Number	Word Mark	
Serial Number:	97357687	TAKE10	
Serial Number:	90849125	HEADSPACE	
Serial Number:	90825315	HEADSPACE	
Serial Number:	88620533		
Serial Number:	88980895		
Serial Number:	88977049	HEADSPACE	
Serial Number:	88937925	BE KIND TO YOUR MIND	
Serial Number:	88783082	HEADSPACE STUDIOS	
Serial Number:	88080142	IMPROVE THE HEALTH AND HAPPINESS OF THE	
Serial Number:	87778567	EVERYDAY HEADSPACE	
Serial Number:	87581105	HEADSPACE	
Serial Number:	86982375	GET SOME / GIVE SOME	
Serial Number:	86583131	GYM MEMBERSHIP FOR YOUR MIND	
Serial Number:	86529296	RADIO HEADSPACE	
CORRESPONDENCE DATA			
Fax Number:	9192823941		
<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>			

CH \$365.00 97357687

Phone: 919-314-3086
Email: diligencereview@square1bank.com
Correspondent Name: PACIFIC WESTERN BANK
Address Line 1: 555 S. MANGUM STREET
Address Line 2: SUITE 1000
Address Line 4: DURHAM, NORTH CAROLINA 27701

NAME OF SUBMITTER: Nicholas Nance

SIGNATURE: /NicholasNance/

DATE SIGNED: 01/09/2023

Total Attachments: 14

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SUPPLEMENT
TO
INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Supplement to Intellectual Property Security Agreement is entered into as of December 13, 2022 by and between PACIFIC WESTERN BANK ("*Bank*") and HEADSPACE, INC., a Delaware corporation ("*Grantor*").

RECITALS

A. Bank and Grantor previously entered into an Intellectual Property Security Agreement (the "*IP Security Agreement*"), dated as of May 24, 2019 (the "*Effective Date*"). Capitalized terms that are used but not defined herein shall have the meanings provided for in the IP Security Agreement.

B. Bank and Grantor now desire to amend and supplement the IP Security Agreement as set forth herein.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, the parties hereby represent, warrant, covenant and agree as follows:

AGREEMENT


The IP Security Agreement is hereby amended and supplemented by adding the Intellectual Property listed on Exhibit A hereto to Exhibit A of the IP Security Agreement, the Intellectual Property listed on Exhibit B hereto to Exhibit B of the IP Security Agreement, and the Intellectual Property listed on Exhibit C hereto to Exhibit C of the IP Security Agreement. References to Exhibits contained in the IP Security Agreement shall be deemed to refer to such Exhibits as supplemented by the Exhibits attached hereto. Without limitation on the generality of the foregoing, (1) Grantor grants and pledges to Bank a security interest in all of Grantor's right, title and interest in, to and under the intellectual property described on the Exhibits hereto, including without limitation all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all re-issues, divisions, continuations, renewals, extensions and continuations-in-part thereof, and (2) Grantor represents and warrants to Bank that, other than as set forth on the Exhibits to the IP Security Agreement (as amended and supplemented by the Exhibits hereto), it has no trademarks or patents registered with the United States Patent and Trademark Office, or copyrights registered with the United States Copyright Office, or any pending applications therefor.

This Agreement is part of the IP Security Agreement and the provisions thereof are incorporated herein. The parties are authorized to attach to the IP Security Agreement a copy of the Exhibits hereto. This Agreement may be executed in any number of, and by different parties hereto on, separate counterparts, all of which, when so executed, shall be deemed an original, for all such counterparts shall constitute one and the same agreement.

IN WITNESS WHEREOF, the parties have caused this Supplement to Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

GRANTOR:

HEADSPACE, INC.

By: 
Name: Sean Brecker
Title: CFO

BANK:

PACIFIC WESTERN BANK

By: 
Name: Steve Befens
Title: SVP, Structured Finance

EXHIBIT A

COPYRIGHTS

DESCRIPTION	REGISTRATION/ APPLICATION NUMBER	REGISTRATION/ APPLICATION DATE
See Attached List		

U.S. Copyright Office

Primary Title of Work	Registration Number	Registration Year
7-Minute Stretch.	PA0002285369	2021
Acceptance (Dora)	SR0000902317	2021
Afternoon Pick-Me-Up.	PA0002294012	2021
Allyship and Growth - Deep Listening with Dora.	SR0000923143	2021
Allyship and Growth - Growing Compassion with Eve.	SR0000923144	2021
Allyship and Growth - Loving Kindness with Samantha.	SR0000923114	2021
Allyship and Growth - Non-striving with Kessonga.	SR0000923154	2021
Approaching Change.	SR0000918228	2021
Awake Worrying.	SR0000904349	2021
Back to School - Heading to School.	SR0000923149	2021
Back to School - Moments away from Kids.	SR0000923150	2021
Back to School (Sunday Scaries) : 01, Reflecting.	PA0002346057	2021
Back to School (Sunday Scaries) : 03, Mindful Walk.	PA0002346060	2021
Back to School (Sunday Scaries) : 04, Bring Yourself Back.	PA0002346063	2021
Back to School (Sunday Scaries) : 06, Easing Into Work.	PA0002346059	2021
Back to School (Sunday Scaries) : 07, Learn to Identify.	PA0002346062	2021
Back to School (Sunday Scaries) : 08, Focus Your Attention Formerly Focus Yourself.	PA0002346055	2021
Back to School (Sunday Scaries) : 09, Setting Intention.	PA0002346064	2021
Back to School (Sunday Scaries) - Self Care.	PA0002336284	2021
Balance (Dora) - 10 Sessions.	SR0000901823	2021
Basics 1 (Dora) ? 10 sessions.	SR0000902217	2020
Basics 1 (Kessonga)	SR0000903112	2021
Basics 2 (Dora) ? 10 sessions.	SR0000901837	2021
Basics 2 (Kessonga)	SR0000903114	2021
Basics 3 (Dora) ? 10 Sessions.	SR0000901871	2021
Basics 3 (Kessonga)	SR0000904164	2021
Bedtime Meditations.	PA0002297129	2021
Being in Nature (topic) - Connect with Nature.	SR0000931786	2022
Being in Nature (topic) - Earth Appreciation.	SR0000931789	2022
Being in Nature (topic) - Our Natural Selves.	SR0000931792	2022

Being in Nature (topic) - The Nature of Change.	SR0000931791	2022
Boosting self-esteem.	SR0000918266	2021
Breathe.	SR0000916883	2021
Breathe with the Balloon.	PA0002317885	2021
Breathe with the Cat.	PA0002317887	2021
Breathe with the Clouds.	PA0002317886	2021
Breathe with the Dot.	PA0002317471	2021
Breathe with the Flower.	PA0002317405	2021
Breathe with the Shapes.	PA0002317419	2021
Breathe with the Sun.	PA0002317404	2021
Breathe with the Triangle.	PA0002317403	2021
Breathe with the Waves.	PA0002317884	2021
Breathing into stress.	SR0000918303	2021
Breathing through exams.	SR0000918262	2021
Calming 25.	PA0002331152	2021
Calming 45.	PA0002331154	2021
Care for Caregivers.	PA0002297131	2021
Celebrating Women - Inspired by women.	SR0000925549	2022
Celebrating Women - Solidarity and connection.	PA0002351305	2022
Chamber Light Focus Music.	SR0000896952	2021
Communicating with Care.	SR0000918238	2021
Connect With Your Core.	PA0002294016	2020
Conscious Creativity .	PA0002359594	2022
Crimson Chords Focus Music.	SR0000897612	2021
Decompressing After Work.	SR0000914403	2021
Does Music Help You Focus?	PA0002317522	2021
Energizing 20.	PA0002331155	2021
Energizing 45.	PA0002331156	2021
Everyday gratitude.	SR0000918258	2021
Fear and Trauma - Connection and Belonging.	SR0000923113	2021
Fear and Trauma - Relaxing Into Sleep.	SR0000923128	2021
Fear and Trauma - Seeking Safety.	SR0000923122	2021
Fear of the Future.	SR0000899067	2021
Finding Happiness at Home - 10 Day Course.	SR0000898810	2021

Finding time for joy.	SR0000923117	2021
Focus.	SR0000916539	2021
Follow the Breath.	PA0002359577	2022
Full-Body Blast.	PA0002294015	2021
Gentle Flow.	PA0002294014	2021
Guide to Meditation Music.	SR0000901831	2021
Guide to Sleep Music.	SR0000902246	2021
Guided.	SR0000916541	2021
Guided Breathwork (topic) - Alternate Nostril Breathing.	PA0002351314	2022
Guided Breathwork (topic) - Breathwork Basics.	PA0002351307	2022
Guided Breathwork (topic) - Breathwork FAQs.	PA0002351300	2022
Happier Holidays - Ask Dora - Expressing Emotions When You're Feeling Overwhelmed.	PA0002335094	2021
Happier Holidays - Ask Dora - Social Anxiety.	PA0002335088	2021
Happier Holidays - Dr. Ajita Robinson - Naming Grief In A Year of Loss.	PA0002335096	2021
Happier Holidays - Headspace Survey - Holiday Traditions.	PA0002335097	2021
Happier Holidays - Holiday chalet (Wind downs)	SR0000925466	2021
Happier Holidays - Holiday Gratitude Practice.	SR0000916036	2021
Happier Holidays - Holiday Perfectionism.	SR0000916051	2021
Happier Holidays - Loneliness at the Holidays.	SR0000916057	2021
Happier Holidays - Managing Holiday Social Anxiety.	SR0000916055	2021
Happier Holidays - Plant Wisdom - Giving Plants as Gifts.	PA0002335098	2021
Happier Holidays - Re-defining Holidays.	SR0000916045	2021
Healing After a Breakup (Dora)	SR0000903115	2021
Heartache.	SR0000918257	2021
High Intensity Workout.	PA0002294017	2021
How Flavor Affects Satisfaction.	PA0002300616	2021
How It Works (Eve)	PA0002303023	2021
How Movement Aids Digestion.	PA0002292903	2021
Indigo Dream.	SR0000900508	2020
Inflammation and Food.	PA0002308831	2021
Interrupted Sleep.	SR0000904079	2021
Jazz Cat.	SR0000905680	2021
Joyful Grocery Shopping.	SR0000898697	2021
Kessonga's Guide to Focus - Guide to Focus.	PA0002336289	2021

Kessonga's Guide to Focus - The science of "when" .	PA0002336288	2021
Kickstart Your Morning.	PA0002294008	2021
Kids Appreciation (Ages 6-8)	SR0000915347	2021
Kids Appreciation (Ages 9-12)	SR0000915345	2021
Kids Appreciation (Under 5)	SR0000915349	2021
Kids Calm (Age 6-8)	SR0000914002	2021
Kids Calm (Ages 9-12)	SR0000914001	2021
Kids Calm (Under 5)	SR0000909722	2021
Kids Good Morning (Ages 6-8)	SR0000917226	2021
Kids Good Morning (Ages 9-12)	SR0000917223	2021
Kids Good Morning (Under 5)	SR0000915352	2021
Kids Goodnight (Ages 9-12)	SR0000909711	2021
Kids Sleep Tight (Ages 6-8)	SR0000907097	2021
Kids Sleep Tight (Ages 9-12)	SR0000907096	2021
Kids Sleep Tight (Under 5)	SR0000907078	2021
Kids Stay Positive (Ages 6-8)	SR0000914275	2021
Kids Stay Positive (Ages 9-12)	SR0000914263	2021
Leg Day.	PA0002294005	2020
Letting go of jealousy.	SR0000918300	2021
Letting Go of Stress (Kessonga) Part 1.	SR0000909714	2021
Letting Go of Stress (Kessonga) Part 2.	SR0000909977	2021
Letting Go of Stress (Kessonga) Part 3.	SR0000909716	2021
Letting Go of Stress: Part 1.	SR0000898677	2021
Letting Go of Stress: Part 3.	SR0000898680	2021
Letting Go of Stress Part Two.	SR0000909720	2021
Lo-fi Times.	SR0000902606	2019
Lo-Fi Times 2.	SR0000902296	2021
Lotus Seed.	PA0002359576	2022
Managing Anxiety (Dora) ? Level One.	SR0000903098	2021
Managing Anxiety (Dora) ? Level Three.	SR0000903121	2021
Managing Anxious Moments.	SR0000918239	2021
Managing Difficult Emotions.	PA0002294819	2021
Meditating with Kids.	PA0002294816	2021
Meet Eve Lewis.	PA0002301314	2021

Meet Kessonga Giscombe.	PA0002335095	2021
Mental Health as Mindfulness.	SR0000918234	2021
Midday Check-in.	SR0000914401	2021
Mindful Activities with Dora - Washing Your Face.	SR0000918307	2021
Mindful Activities with Dora - Washing Your Hands.	SR0000918306	2021
Mindful Cooking.	SR0000899868	2021
Mindful Eating.	SR0000898695	2021
Mindful Eating Day 10 - Be Kind to You.	PA0002292976	2021
Mindful Eating Day 2 - Recognizing Hunger.	PA0002292986	2021
Mindful Eating Day 3 - All 5 Senses.	PA0002292985	2021
Mindful Eating Day 4 - Slow Down and Savor.	PA0002292984	2021
Mindful Eating Day 5 - Pausing Judgment.	PA0002292983	2021
Mindful Eating Day 6 - What's Enough.	PA0002292982	2021
Mindful Eating Day 7 - Ditch the Distractions.	PA0002292980	2021
Mindful Eating Day 8 - The Science of Chewing.	PA0002292979	2021
Mindful Eating Day 9 - Just Add Gratitude.	PA0002292977	2021
Mindful Identity - Imposter Syndrome at Home.	SR0000923111	2021
Mindful Identity - Imposter Syndrome at Work.	SR0000923118	2021
Mindful Identity - Mental Health and Identity.	SR0000923125	2021
Mindful Parenting - About mindful parenting.	SR0000914277	2021
Mindful Parenting - Accept and allow.	SR0000914273	2021
Mindful Parenting - Beginner's mind for caregivers.	SR0000914289	2021
Mindful Parenting - Coping with worries.	SR0000914291	2021
Mindful Parenting - Experiencing strong emotions.	SR0000914304	2021
Mindful Parenting - Finding awareness as caregivers.	SR0000914309	2021
Mindful Parenting - Forging ourselves.	SR0000914314	2021
Mindful Parenting - Honoring our efforts.	SR0000914321	2021
Mindful Parenting - Imagining ourselves fully present.	SR0000914328	2021
Mindful Parenting - Recalling the good.	SR0000914279	2021
Mindful Parenting - Self-compassion for caregivers.	SR0000914334	2021
Mobility Workout.	PA0002294009	2020
Mood Shifters - Release Tension.	SR0000915543	2021
Mood Shifters - Shed Sadness.	SR0000915544	2021
Mood Shifters - Slow Racing Thoughts.	SR0000915546	2021

Motivation-boosting Workout.	PA0002294021	2020
Mountain Climb Focus Music.	SR0000900966	2021
Moving Beyond Shame.	SR0000918231	2021
Naming Grief.	PA0002359587	2022
Nature Bathing.	PA0002359595	2022
Navigating Injustice - Asian Mental Health Collective.	PA0002339315	2021
Neon Drive Focus Music.	SR0000909721	2021
New Moon.	SR0000900506	2020
Open Acre.	SR0000900509	2020
Organizing thoughts.	SR0000918263	2021
Pre-Date Inner Voice.	SR0000914339	2021
Pre-Date Nerves.	SR0000914350	2021
Pride from the Inside Out, Building Bridges through Grief.	SR0000936109	2022
Pride from the Inside Out - Celebrate with Love.	PA0002366802	2022
Pride from the Inside Out, Holding Onto Hope.	SR0000936125	2022
Pride from the Inside Out - Identity through Language.	PA0002366805	2022
Pride from the Inside Out, Living authentically.	SR0000936115	2022
Pride from the Inside Out - Navigating coming out.	PA0002366803	2022
Pride from the Inside Out, Pride affirmations .	SR0000936130	2022
Pride from the Inside Out - Raising Queer Youth.	PA0002366807	2022
Pride from the Inside Out - Understanding Disenfranchised Grief.	PA0002366801	2022
Processing tragedy.	SR0000918304	2021
Reframing Anxiety.	PA0002294007	2020
Reframing Loneliness (Dora)	SR0000904022	2021
Restorative Workout.	PA0002294006	2020
Rooted in the Present.	PA0002359578	2022
Self-compassion (Dora) - 10 sessions.	SR0000914266	2021
Sharing Meals as a Ritual.	PA0002359585	2022
Sleep Music: Cloud Level.	SR0000897644	2021
Sleep Music: Drift Well.	SR0000897956	2021
Sleep Music: Night Drive.	SR0000897613	2021
Sleep Music: Small Hours.	SR0000930275	2020
Sleep Music: Streamways.	SR0000897952	2021
Sleepcast ? Main: Cat Marina (2)	SR0000903142	2021

Sleepcast ? Main ? Evening Tide.	SR0000912020	2021
Sleepcast- Main: Flower Market.	SR0000898703	2021
Sleepcast ? Main: Hushed Theater.	SR0000903883	2021
Sleepcast ? Main: Mars Buggy.	SR0000902403	2021
Sleepcast ? Main: Rainday Antiques (2)	SR0000903153	2021
Sleepcast ? Main: Raindrop Soaps.	SR0000921909	2021
Sleepcast ? Main ? Timeless Clockshop.	SR0000912312	2021
Sleepcast- Main: Windswept Lighthouse.	SR0000898691	2021
Sleepcast ? SFX: Cat Marina (2)	SR0000903127	2021
Sleepcast ? SFX ? Evening Tide.	SR0000911850	2021
Sleepcast - SFX - Flower Market.	SR0000898704	2021
Sleepcast ? SFX: Hushed Theater.	SR0000901592	2021
Sleepcast ? SFX: Mars Buggy.	SR0000902405	2021
Sleepcast ? SFX: Rainday Antiques (2)	SR0000903157	2021
Sleepcast ? SFX ? Timeless Clockshop.	SR0000911849	2021
Sleepcast ? SFX: Windswept Lighthouse.	SR0000901588	2021
Sleepcast- Wind Downs: Blue Hamman.	SR0000920436	2021
Sleepcast- Wind Downs: Island Drive.	SR0000905006	2020
Sleepcast- Wind Downs: Meandering Stream.	SR0000904923	2020
Sleepcast- Wind Downs: Moon Buggy.	SR0000904924	2020
Sleepcast- Wind Downs: Northwest Rainforest.	SR0000904925	2020
Sleepcast ? Wind Downs ? Timeless Clockshop.	SR0000916822	2021
Sleepcast- Wind Downs: Twilight Square.	SR0000920431	2021
Sleepcast ? Wind Downs: Vineyard Sunset.	SR0000922629	2021
Sleepcast- Wind Downs: Windswept Lighthouse.	SR0000925992	2021
Sleepcast ? Wind Downs: Cat Marina (2)	SR0000903147	2021
Sleepcast ? Wind Downs: Flower Market.	SR0000925993	2021
Sleepcast ? Wind Downs: Mars Buggy.	SR0000902404	2021
Sleepcast ? Wind Downs: Rainday Antiques (2)	SR0000903146	2021
Sleepcasts - Bengal Forest - Main.	SR0000921538	2021
Sleepcasts - Bengal Forest - Windowns.	SR0000926423	2021
Sleepcasts - Himalayan Mist - Main.	SR0000926421	2021
Sleepcasts - Himalayan Mist - Windowns.	SR0000921637	2021
Soundscape Bowed Creek.	SR0000897938	2021

Soundscape Forest Stream.	SR0000897626	2021
Soundscape Forest Temple.	SR0000897946	2021
Soundscape Lighthouse Bluff.	SR0000897643	2021
Soundscape Mountain Forest.	SR0000851658	2019
Strengthening 10.	PA0002331158	2021
Strengthening 25.	PA0002331159	2021
Strengthening 45.	PA0002331160	2021
Stress and Digestion.	PA0002308828	2021
Stress Release.	PA0002294018	2020
Stress Release 20.	PA0002331157	2021
Stress Release 45.	PA0002331153	2021
Sudden loss.	SR0000923152	2021
Switching Tasks.	SR0000914405	2021
Taking Mindful Breaks.	PA0002294742	2021
Time for me.	SR0000918302	2021
To-Do List Anxiety.	SR0000904074	2021
Tragedy Response.	PA0002359588	2022
Travel Day.	PA0002294019	2020
Tucking In.	SR0000904071	2021
Unwind.	SR0000916212	2021
Wake Up Workout.	PA0002294011	2020
WFH Reset.	PA0002294013	2021
Wind-down Workout.	PA0002294010	2020
Workout, Day 1.	PA0002331161	2020
Workout, Day 10.	PA0002331165	2020
Workout, Day 13.	PA0002331166	2020
Workout, Day 15.	PA0002331167	2020
Workout, Day 17.	PA0002331168	2020
Workout, Day 20.	PA0002331169	2020
Workout, Day 22.	PA0002331170	2020
Workout, Day 24.	PA0002331171	2020
Workout, Day 27.	PA0002331172	2020
Workout, Day 3.	PA0002331162	2020
Workout, Day 6.	PA0002331163	2020



EXHIBIT B

PATENTS

DESCRIPTION	REGISTRATION/ APPLICATION NUMBER	REGISTRATION/ APPLICATION DATE
None.		

EXHIBIT C

TRADEMARKS

DESCRIPTION	REGISTRATION/ SERIAL NUMBER	REGISTRATION/ APPLICATION DATE
TAKE10	97357687	04/11/22
HEADSPACE	90849125	07/26/21
HEADSPACE	90825315	07/13/21
	88620533	09/17/19
	88980895	09/17/19
	6406912	07/06/21
HEADSPACE	88977049	09/17/19
	6190017	11/30/20
BE KIND TO YOUR MIND	88937925	05/28/20
	6571909	11/30/21
HEADSPACE STUDIOS	88783082	02/03/20
	6660295	03/01/22
IMPROVE THE HEALTH AND HAPPINESS OF THE WORLD	88080142	08/15/18
EVERYDAY HEADSPACE	87778567	01/31/18
	5555344	09/04/18
HEADSPACE	87581105	08/23/17
	6396849	06/22/21
GET SOME / GIVE SOME	86982375	04/15/15
	5592800	10/30/18
GYM MEMBERSHIP FOR YOUR MIND	86583131	03/31/15
	5709957	03/26/19
RADIO HEADSPACE	86529296	02/09/15
	5102782	12/20/16