

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM811485

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECOND AMENDMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
WHOOOP, INC.		05/17/2023	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	FIRST-CITIZENS BANK & TRUST COMPANY (SUCCESSOR BY PURCHASE TO THE FEDERAL DEPOSIT INSURANCE CORPORATION AS RECEIVER FOR SILICON VALLEY BRIDGE BANK, N.A. (AS SUCCESSOR TO SILICON VALLEY BANK))
Street Address:	3003 Tasman Drive, HF 150
City:	Santa Clara
State/Country:	CALIFORNIA
Postal Code:	95054
Entity Type:	Corporation: NORTH CAROLINA

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Serial Number:	90879644	ANY-WEAR
Serial Number:	90071652	KNOW YOURSELF
Registration Number:	6763212	KNOW YOURSELF
Registration Number:	6656083	KNOW YOURSELF
Registration Number:	6141320	UNLOCK YOURSELF
Registration Number:	6392505	UNLOCK YOURSELF
Registration Number:	6141324	UNLOCK YOURSELF
Registration Number:	6136283	W
Registration Number:	6254923	W
Registration Number:	6136284	W
Registration Number:	6141323	W
Registration Number:	6999289	W
Serial Number:	97829675	W
Serial Number:	97829670	W
Serial Number:	97684459	WHOOOP
Registration Number:	4805176	WHOOOP
Serial Number:	97153186	WHOOOP

OP \$465.00 90879644

Property Type	Number	Word Mark
Serial Number:	97667308	WHOOOP UNITE

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: 8004945225
Email: ipteam@cogencyglobal.com
Correspondent Name: Stewart Walsh
Address Line 1: 1025 Connecticut Ave NW, Suite 712
Address Line 2: COGENCY GLOBAL Inc.
Address Line 4: Washington, D.C. 20036

ATTORNEY DOCKET NUMBER:	2002872 TM
NAME OF SUBMITTER:	Naomi Sakata
SIGNATURE:	/Naomi Sakata/
DATE SIGNED:	05/18/2023

Total Attachments: 9

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SECOND AMENDMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Second Amendment to Intellectual Property Security Agreement (this “Amendment”) is made as of May 17, 2023, by and between **SILICON VALLEY BANK, A DIVISION OF FIRST-CITIZENS BANK & TRUST COMPANY (SUCCESSOR BY PURCHASE TO THE FEDERAL DEPOSIT INSURANCE CORPORATION AS RECEIVER FOR SILICON VALLEY BRIDGE BANK, N.A. (AS SUCCESSOR TO SILICON VALLEY BANK))** (“Bank”), and **WHOOP, INC.**, a Delaware corporation with its principal place of business located at 1325 Boylston Street, #401, Boston, Massachusetts 02215 (“Grantor”).

Recitals

A. Grantor and Bank have previously entered into that certain Loan and Security Agreement dated as of December 23, 2019, as amended by a certain First Loan Modification Agreement dated as of February 16, 2021, as further amended by a certain Second Loan Modification Agreement dated as of August 31, 2022, as affected by a certain Letter Agreement dated as of March 24, 2023, and as further amended by a certain Third Loan Modification Agreement dated as of the date hereof.

B. To secure its obligations and liabilities to Bank, Grantor has previously granted Bank a security interest in the Intellectual Property Collateral pursuant to that certain Intellectual Property Security Agreement dated as of January 16, 2020, as amended by that certain First Amendment to Intellectual Property Security Agreement dated as of August 31, 2022 (as has been and may be further amended, modified, restated, replaced, or supplemented from time to time, the “IP Security Agreement”). Capitalized terms used but not otherwise defined herein shall have the same meaning as in the IP Security Agreement.

C. Grantor and Bank have agreed to enter into this Amendment.

NOW, THEREFORE, GRANTOR AND BANK AGREE AS FOLLOWS:

A. MODIFICATIONS TO THE IP SECURITY AGREEMENT.

1. Exhibit B to the IP Security Agreement is hereby deleted in its entirety and replaced with Exhibit B attached hereto.

2. Exhibit C to the IP Security Agreement is hereby deleted in its entirety and replaced with Exhibit C attached hereto.

B. RATIFICATION OF IP SECURITY AGREEMENT. Grantor hereby ratifies, confirms and reaffirms, all and singular, the terms and conditions of the IP Security Agreement, and acknowledges, confirms and agrees that the IP Security Agreement contains an accurate and complete listing of all Intellectual Property Collateral and shall remain in full force and effect.

C. COUNTERSIGNATURE. This Amendment shall become effective only when it shall have been executed by Grantor and Bank.

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IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed as of the date first above written.

GRANTOR:

WHOOP, INC.

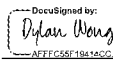
By:  _____

Name: Tricia Gugler

Title: Chief Financial Officer and Treasurer

BANK:

FIRST-CITIZENS BANK & TRUST COMPANY
(SUCCESSOR BY PURCHASE TO THE FEDERAL
DEPOSIT INSURANCE CORPORATION AS RECEIVER
FOR SILICON VALLEY BRIDGE BANK, N.A. (AS
SUCCESSOR TO SILICON VALLEY BANK))

By:  _____

Name: Dylan Wong

Title: Vice President

EXHIBIT B

Patents

EXHIBIT C

Trademarks

App Name	Country	Registration	App ID	Effective Date	Expiration Date
139V1.0004.0018 KNOW YOURSELF	United States of America	Registered	90071701	28-Jul-2020	6/30/2023
139V1.0004.0019 KNOW YOURSELF	United States of America	Registered	90071726	28-Jul-2020	6/30/2023
139V1.0004.0017 KNOW YOURSELF	United States of America	Published	90071652	28-Jul-2020	6/30/2023
139V1.0004.0012 UNLOCK YOURSELF	United States of America	Registered	60799940	17-Feb-2020	6/30/2023
139V1.0004.0011 UNLOCK YOURSELF	United States of America	Registered	60800226	17-Feb-2020	6/30/2023
139V1.0004.0019 KNOW YOURSELF	United States of America	Registered	60799999	17-Feb-2020	6/30/2023
139V1.0004.0029 W (Game)	European Union (Community)	Registered	01865267	21-Jan-2022	6/30/2027



13917.13904.0008	WHQCP	United States of America	Filed	Whop, Inc.	9766499	18-Nov-2022		15-Aug-2022	09 Inr., 42 Inr., 44 Inr.	Health monitoring device for capturing and transmitting physiological metrics to be available on an online analytics system, wearable heart rate monitors; providing customized data services, namely, providing personalized analytics based on physiological metrics for purposes of health monitoring to individuals via a website and mobile portal.	Whop, Inc.	Final Reexam - Trial Petition Status - Final 18-Aug-2023 - Final 19-Sep-2023 - Trial 20-Sep-2023 - Trial 20-Sep-2023 - Trial 20-Sep-2023 - Trial	13917	
13917.13904.0006	WHQCP	Australia	Proposed	Whop, Inc.	1235939	09-Dec-2014		09-Dec-2014	09 Inr., 42 Inr., 44 Inr., 48 Inr.	Health monitoring device for capturing and transmitting physiological metrics to be available on an online analytics system, wearable heart rate monitors; providing customized data services, namely, providing personalized analytics based on physiological metrics for purposes of health monitoring to individuals via a website and mobile portal.	Whop, Inc.		13917	
13917.13904.0006	WHQCP	China (People's Republic)	Proposed	Whop, Inc.	1235938	09-Dec-2014		09-Dec-2014	42 Inr., 44 Inr.	Providing customized data services, namely, providing to individual analytics based on physiological metrics for purposes of health monitoring to individuals via a website and mobile portal.	Whop, Inc.		13917	
13917.13904.0006	WHQCP	European Union (Community)	Proposed	Whop, Inc.	1235938	09-Dec-2014	1235938	09-Dec-2014	09 Inr., 42 Inr., 44 Inr.	Health monitoring device for capturing and transmitting physiological metrics to be available on an online analytics system, wearable heart rate monitors; providing customized data services, namely, providing personalized analytics based on physiological metrics for purposes of health monitoring to individuals via a website and mobile portal.	Whop, Inc.		13917	
13917.13904.0006	WHQCP	Japan	Proposed	Whop, Inc.	1235939	09-Dec-2014	1235938	09-Dec-2014	09 Inr., 42 Inr., 44 Inr.	Wearable healthcare monitors other than for medical use; software as a service (SaaS) services, namely, providing a customized web and mobile portal for individuals featuring data analytics based on physiological metrics for purposes of health monitoring; providing information via a portal featuring information about medical history; analysis based on physiological metrics.	Whop, Inc.		13917	
13917.13904.0003	WHQCP	Canada	Registered	Whop, Inc.	1795297	09-Dec-2014	714482975	15-Dec-2017	10 Inr., 44 Inr.	Health monitoring device for capturing and transmitting physiological metrics to be available on an online analytics system, wearable heart rate monitors; providing customized data services, namely, providing to individuals analytics based on physiological metrics for purposes of health monitoring to individuals via a website and mobile portal.	Whop, Inc.	Final Reexam - 15-Oct-2023 - Vent/Due	13917	
13917.13904.0028	WHQCP	European Union (Community)	Registered	Whop, Inc.	018649193	27-Jan-2022	018649193	28-Jun-2022	09 Inr., 10 Inr., 28 Inr., 44 Inr.	Downloadable mobile application software, namely, mobile portal for individual featuring data analytics based on physiological metrics for purposes of health monitoring to individuals via a website and mobile portal; downloadable mobile application software for recording, saving, sharing, and accessing videos and photographs related to tracking a user's physiological metrics, performance and health; and coaching and health monitoring. Downloadable physiological fitness for digital and health monitoring; downloadable mobile application software for social networking and health monitoring; downloadable mobile application software for social networking and for creating, managing, and accessing groups within virtual communities in the fields of health and health monitoring; devices, performance measurement, and coaching; Health monitoring device health monitoring system for capturing and transmitting physiological metrics to be available on an online analytics system, wearable heart rate monitors; providing customized data services, namely, providing personalized analytics based on physiological metrics for purposes of health monitoring to individuals via a website and mobile portal.	Whop, Inc.	Due - 28-Jun-2027 - 13917	13917	
13917.13904.0006	WHQCP	United Kingdom	Registered	Whop, Inc.						Health monitoring device for capturing and transmitting physiological metrics to be available on an online analytics system, wearable heart rate monitors; software as a service (SaaS) services, namely, providing a customized web and mobile portal for individuals featuring data analytics based on physiological metrics for purposes of health monitoring to individuals via a website and mobile portal.	Whop, Inc.	Final Reexam - 09-Dec-2024 - Rev/Due	13917	
13917.13904.0027	WHQCP	United Kingdom	Registered	Whop, Inc.						SaaS 9. Downloadable mobile application software, namely, mobile portal for individuals featuring data analytics based on physiological metrics for purposes of performance measurement, coaching and health monitoring; Downloadable mobile application software for recording, saving, sharing, and accessing videos and photographs related to tracking a user's physiological metrics, fitness for digital and health monitoring; Downloadable mobile application software for social networking and for creating, managing, and accessing groups within virtual communities in the fields of health and health monitoring; downloadable mobile application software for social networking and for creating, managing, and accessing groups within virtual communities in the fields of health and health monitoring; devices, performance measurement, and coaching; Health monitoring device health monitoring system for capturing and transmitting physiological metrics to be available on an online analytics system, wearable heart rate monitors; providing customized data services, namely, providing personalized analytics based on physiological metrics for purposes of health monitoring to individuals via a website and mobile portal.	Whop, Inc.	Due - 15-Aug-2027 - 13917	13917	

12947.0904.0029	WVOCOP	United States of America	Registered	Whoon, Inc.	86116942	13-Jun-2014	4803176	01-Sep-2015	107 Int., 42 Int., 41 Int., 42 Int., 41 Int., 42 Int., 41 Int., 42 Int.	Health monitoring device for capturing and transmitting physiological metrics to be available on an online athletic system. Wearable heart rate monitors, software as a Service (SaaS) services, namely, providing a customized website and mobile portal for individuals featuring data analytics and performance monitoring for purposes of health monitoring, providing a website and mobile portal for performance monitoring and data analytics to individuals based on physiological metrics for purposes of health monitoring.	Whoon, Inc.	Renewal, Expiring Date Date 01-Sep-2024 - Date Date	12947	
12947.0904.0031	WVOCOP	United States of America	Suspended	Whoon, Inc.	87153188	02-Dec-2021			597 Int., 113 Int., 26 Int., 42 Int., 41 Int.	Downloadable mobile application software, namely, mobile app(s) for individual training data and health monitoring; downloadable mobile application software for recording, saving, sharing, and accessing video and photographs related to tracking a user's physiological metrics, performance and wellness; and downloadable mobile application software for recording, saving, sharing, and accessing video and photographs related to tracking a user's physiological metrics, performance and wellness; downloadable mobile application software for social networking and for creating, managing, and accessing groups within virtual communities in the field of health and health monitoring; fitness, performance measurement, and coaching; Compression type: Software as a Service (SaaS) services, namely, non-downloadable software to access a customized wearable heart rate monitor and coaching based on physiological metrics; providing information and coaching about physical fitness, health and wellness via a website featuring personalized data analytics gathered through the use of health monitoring devices and wearable heart rate monitors; providing information and coaching about physical fitness, health and wellness via a website featuring personalized data analytics gathered through the use of health monitoring devices and wearable heart rate monitors; research, performance measurement and coaching; health and wellness services in the form of a program that provides personalized data analytics gathered through use of health monitoring devices and wearable heart rate monitors and personalized coaching and advisory services based on physiological metrics.	Whoon, Inc.	Renewal, Expiring Date Date 01-Sep-2023 - Date Date	12947	
12947.0904.0037	WVOCOP	United States of America	Pending	Whoon, Inc.	57669208	08-Nov-2022			42 Int., 44 Int.	Software as a Service (SaaS) services, namely, non-downloadable software to access a customized wearable heart rate monitor and coaching based on physiological metrics; providing information and coaching about physical fitness, health and wellness via a website featuring personalized data analytics gathered through the use of health monitoring devices and wearable heart rate monitors; providing information and coaching about physical fitness, health and wellness via a website featuring personalized data analytics gathered through the use of health monitoring devices and wearable heart rate monitors; research, performance measurement and coaching; health and wellness services in the form of a program that provides personalized data analytics gathered through use of health monitoring devices and wearable heart rate monitors and personalized coaching and advisory services based on physiological metrics.	Whoon, Inc.	Renewal, Expiring Date Date 01-Sep-2023 - Date Date	12947	

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