

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM819365

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
HEADSPACE, INC.		06/23/2023	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	OXFORD FINANCE LLC		
Street Address:	115 S. Union Street, Suite 300		
City:	Alexandria		
State/Country:	VIRGINIA		
Postal Code:	22314		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 13			
Property Type	Number	Word Mark	
Registration Number:	5709957	GYM MEMBERSHIP FOR YOUR MIND	
Registration Number:	5592800	GET SOME / GIVE SOME	
Registration Number:	5102782	RADIO HEADSPACE	
Registration Number:	6396849	HEADSPACE	
Registration Number:	5555344	EVERYDAY HEADSPACE	
Registration Number:	6660295	HEADSPACE STUDIOS	
Registration Number:	6571909	BE KIND TO YOUR MIND	
Registration Number:	6190017	HEADSPACE	
Registration Number:	6406912		
Registration Number:	7000833		
Registration Number:	6976934	HEADSPACE	
Serial Number:	90849125	HEADSPACE	
Serial Number:	97699638	HEADSPACE HEALTH	
CORRESPONDENCE DATA			
Fax Number:	4048817777		
<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>			
Phone:	4048814458		
Email:	elissa.hart@alston.com		

CH \$340.00 5709957

Correspondent Name: Alston & Bird LLP
Address Line 1: 1201 W. Peachtree St.
Address Line 4: Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER: 594139

NAME OF SUBMITTER: Elissa Hart

SIGNATURE: /Elissa Hart/

DATE SIGNED: 06/24/2023

Total Attachments: 5

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NOTICE OF IP SECURITY INTEREST
(Trademarks)

June 23, 2023

United States Department of Commerce
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

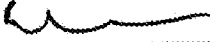
Ladies and Gentlemen:

Pursuant to that certain Credit and Security Agreement, dated as of June 23, 2023 (as amended, restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”), **HEADSPACE, INC.**, a Delaware corporation (the “**Assignor**”), whose address is 2417 Michigan Avenue, Santa Monica, California 90404, has granted to **OXFORD FINANCE LLC**, a Delaware limited liability company, as administrative agent for certain secured parties (in such capacity, the “**Assignee**”), whose address is 115 S. Union Street, Suite 300, Alexandria, VA 22314, a security interest in the Trademarks (as such term is defined in the Security Agreement), including (i) the trademarks listed on Exhibit A hereto, (ii) all applications, registrations and recordings thereof, (iii) all extensions and renewals thereof, (iv) the right to sue for past, present and future infringement or dilution of any of the foregoing or for any injury to goodwill, and (v) all proceeds (including licenses, royalties, income, payments, claims, damages and proceeds of suit) thereof, in each case, to the extent constituting Collateral. The Assignee’s security interest in the Trademarks can only be terminated in accordance with the terms of the Security Agreement.

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IN WITNESS WHEREOF, the undersigned have caused this Notice of Security Interest in Trademarks to be duly executed and delivered as of the date first above written.

HEADSPACE, INC., as the Assignor

By: 
Name: Sean Brecker
Title: Chief Financial Officer

Acknowledged by:

OXFORD FINANCE LEC,
as the Assignee



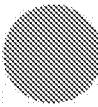
By: _____

Name: Colette H. Featherly

Title: Senior Vice President

Exhibit A to Notice of Security Interest in Trademarks

Registered Trademarks:

Trademark	Country/ Jurisdiction	Registration No./ Serial No.	Filing Date	Registration Date	Owner
GYM MEMBERSHIP FOR YOUR MIND	United States	RN: 5709957 SN: 86583131	Mar. 31, 2015	Mar. 26, 2019	Headspace Inc.
GET SOME / GIVE SOME	United States	RN: 5592800 SN: 86982375	Apr. 15, 2015	Oct. 30, 2018	Headspace Inc.
RADIO HEADSPACE	United States	RN: 5102782 SN: 86529296	Feb. 9, 2015	Dec. 20, 2016	Headspace Inc.
HEADSPACE	United States	RN: 6396849 SN: 87581105	Aug. 23, 2017	Jun. 22, 2021	Headspace Inc.
EVERYDAY HEADSPACE	United States	RN: 5555344 SN: 87778567	Jan. 31, 2018	Sep. 4, 2018	Headspace Inc.
HEADSPACE STUDIOS	United States	RN: 6660295 SN: 88783082	Feb. 3, 2020	Mar. 1, 2022	Headspace Inc.
BE KIND TO YOUR MIND	United States	RN: 6571909 SN: 88937925	May 28, 2020	Nov. 30, 2021	Headspace Inc.
HEADSPACE <i>(and Design)</i> 	United States	RN: 6190017 SN: 88977049	Sep. 17, 2019	Nov. 3, 2020	Headspace Inc.
<i>Design only</i> 	United States	RN: 6406912 SN: 88980895	Sep. 17, 2019	Jul. 6, 2021	Headspace Inc.
<i>Design only</i> 	United States	RN: 7000833 SN: 88620533	Sep. 17, 2019	Mar. 14, 2023	Headspace Inc.
HEADSPACE	United States	RN: 6976934 SN: 90825315	Jul. 13, 2021	Feb. 14, 2023	Headspace Inc.

Trademark Applications:

Trademark	Country/ Jurisdiction	Registration No./ Serial No.	Filing Date	Registration Date	Owner
HEADSPACE	United States	RN: n/a SN: 90849125	Jul. 26, 2021	n/a	Headspace Inc.
HEADSPACE HEALTH (<i>and Design</i>) 	United States	RN: n/a SN: 97699638	Dec. 1, 2022	n/a	Headspace Inc.