

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM634561

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
SOULCYCLE LLC	FORMERLY SOULCYCLE INC.	03/09/2021	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	HPS Investment Partners, LLC, as Collateral Agent		
<b>Street Address:</b>	40 West 57th Street, 33rd Floor		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10019		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 49</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5034652	ATHLETE LEGEND WARRIOR RENEGADE ROCKSTAR	
<b>Registration Number:</b>	5034651	ATHLETE LEGEND WARRIOR RENEGADE ROCKSTAR	
<b>Registration Number:</b>	4620811	FIND YOUR SOUL	
<b>Registration Number:</b>	5039517	FIND YOUR SOUL	
<b>Registration Number:</b>	5314491		
<b>Registration Number:</b>	4684667		
<b>Registration Number:</b>	5956001	SEE YOU ON A BIKE	
<b>Registration Number:</b>	4926546	X	
<b>Registration Number:</b>	5052120	SOUL	
<b>Registration Number:</b>	4988808	SOUL	
<b>Registration Number:</b>	4829066	SOUL	
<b>Registration Number:</b>	5138980	SOUL	
<b>Registration Number:</b>	5168429	SOUL	
<b>Registration Number:</b>	4973220	SOUL101	
<b>Registration Number:</b>	5851412	SOUL PEOPLE ARE THE BEST PEOPLE	
<b>Registration Number:</b>	5386668	SOUL WARRIOR	
<b>Registration Number:</b>	4688307	SOUL	
<b>Registration Number:</b>	4973280	SOUL	
<b>Registration Number:</b>	4829056	SOUL	
<b>TRADEMARK</b>			

CH \$1240.00 5034652

Property Type	Number	Word Mark
Registration Number:	5077032	SOUL
Registration Number:	4973219	SOULCHALLENGE
Registration Number:	3264026	SOULCYCLE
Registration Number:	3824906	SOULCYCLE
Registration Number:	3844345	SOULCYCLE
Registration Number:	4434026	SOULCYCLE
Registration Number:	4874832	SOULCYCLE
Registration Number:	4889672	SOULCYCLE
Registration Number:	5174931	SOULCYCLE
Registration Number:	5908457	SOULCYCLE
Registration Number:	4609667	SOULCYCLE
Registration Number:	4838481	SOULCYCLE
Registration Number:	4886041	SOULSCHOLARSHIP
Registration Number:	4886042	SOULSCHOLARSHIP
Registration Number:	4353332	SOULSURVIVOR
Registration Number:	4613890	TAP IT BACK
Registration Number:	5202660	TAP IT BACK
Registration Number:	3650759	
Registration Number:	4411325	
Registration Number:	3824897	
Registration Number:	3844347	
Registration Number:	4584697	
Registration Number:	4434025	
Registration Number:	4881966	
Registration Number:	5179550	
Registration Number:	5961838	
Registration Number:	5770035	
Registration Number:	5174778	
Registration Number:	5067822	
Registration Number:	6095032	

**CORRESPONDENCE DATA**

Fax Number: 2125305219

*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: 2125305096

Email: dcip@milbank.com, ehyla@milbank.com

Correspondent Name: Eric Hyla, Esq.

Address Line 1: 55 Hudson Yards

Address Line 2: Milbank, LLP

**TRADEMARK**

REEL: 007233 FRAME: 0587

<b>Address Line 4:</b>	New York, NEW YORK 10001-2163
<b>ATTORNEY DOCKET NUMBER:</b>	34408.02700
<b>NAME OF SUBMITTER:</b>	Eric Hyla
<b>SIGNATURE:</b>	/Eric Hyla/
<b>DATE SIGNED:</b>	03/25/2021
<b>Total Attachments: 7</b> source=SoulCycle - Trademark Security Agreement (March 2021)#page1.tif source=SoulCycle - Trademark Security Agreement (March 2021)#page2.tif source=SoulCycle - Trademark Security Agreement (March 2021)#page3.tif source=SoulCycle - Trademark Security Agreement (March 2021)#page4.tif source=SoulCycle - Trademark Security Agreement (March 2021)#page5.tif source=SoulCycle - Trademark Security Agreement (March 2021)#page6.tif source=SoulCycle - Trademark Security Agreement (March 2021)#page7.tif	

SHORT-FORM TRADEMARKS SECURITY AGREEMENT

WHEREAS, SOULCYCLE LLC (f/k/a SOULCYCLE INC.) (the “Obligor”) has adopted, used, is using, or intends to use, and is the owner of the trademarks and trademark applications listed in the attached Schedule of Registered Trademarks, and the registrations and applications associated therewith;

WHEREAS, the Obligor entered into the Pledge and Security Agreement dated as of January 5, 2017 (as it may be amended, restated, supplemented or otherwise modified from time to time, the “Security Agreement”), in which the Obligor granted certain interests in favor of HPS Investment Partners, LLC, as Collateral Agent (the “Collateral Agent”) for the benefit of the Secured Parties (as defined therein); and

WHEREAS, pursuant to the Security Agreement, the Obligor has agreed with Collateral Agent and the Secured Parties to execute this Short-Form Trademarks Security Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Obligor hereby grants to Collateral Agent for the benefit of the Secured Parties, to the extent provided in the Security Agreement (the terms and conditions of which are hereby incorporated herein), a security interest in all of its right, title and interest in, to and under all the trademarks, whether now owned or at any time hereafter owned, of the Obligor that are registered with, or for which applications for registration have been filed with, the United States Patent and Trademark Office, including the trademarks listed on the attached Schedule of Registered Trademarks (excluding any Excluded Collateral, including, for the avoidance of doubt, any application for registration of a trademark filed on an intent-to-use basis pursuant to Section 1(b) of the Lanham Act, 15 U.S.C. § 1051, prior to the filing of a “Statement of Use” pursuant to Section 1(d) of the Lanham Act or an “Amendment to Allege Use” pursuant to Section 1(c) of the Lanham Act with respect thereto, solely to the extent, if any, that, and solely during the period, if any, in which, the grant of a security interest in any such trademark application would materially adversely affect the validity or enforceability of the resulting trademark registration or result in the cancellation of such trademark application under applicable law), as collateral security for the prompt and complete payment and performance when due of all the Secured Obligations (as defined in the Security Agreement).

This Short-Form Trademarks Security Agreement shall be governed by the laws of the State of New York.

Date: March 9, 2021

**SOULCYCLE LLC**

DocuSigned by:  
By: David Phillipps  
Name: David Phillipps  
Title: Chief Financial Officer

[Signature Page to Trademarks Security Agreement]

**HPS INVESTMENT PARTNERS, LLC, as  
Collateral Agent and Administrative Agent**

By: \_\_\_\_\_

Name: Colbert Cannon





Title: Managing Director

[Signature Page to Trademarks Security Agreement]

**TRADEMARK  
REEL: 007233 FRAME: 0591**

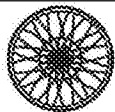
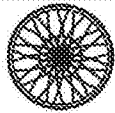
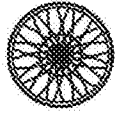
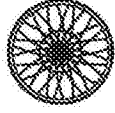
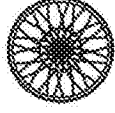
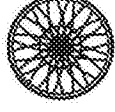
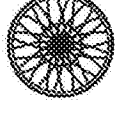
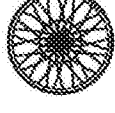
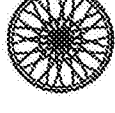
SCHEDULE OF  
REGISTERED TRADEMARKS

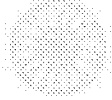
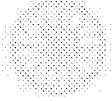
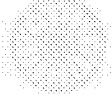
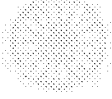
**LIST OF TRADEMARK AND SERVICE MARK REGISTRATIONS AND  
APPLICATIONS FOR TRADEMARK AND SERVICE MARK REGISTRATIONS**

Mark	Application Serial No.	Record Holder	Status	Registration Number	Jurisdiction
ATHLETE LEGEND WARRIOR RENEGADE ROCKSTAR SOULCYCLE	86/723586	SoulCycle LLC	Registered	5034652	United States of America
	86/723517	SoulCycle LLC	Registered	5034651	United States of America
FIND YOUR SOUL	86/224417	SoulCycle LLC	Registered	4620811	United States of America
FIND YOUR SOUL	86/834239	SoulCycle LLC	Registered	5039517	United States of America
	86/357287	SoulCycle LLC	Registered	5314491	United States of America
	86/327994	SoulCycle LLC	Registered	4684667	United States of America
SEE YOU ON A BIKE	87/444604	SoulCycle LLC	Registered	5956001	United States of America
	86/717086	SoulCycle LLC	Registered	4926546	United States of America
SOUL	86/081105	SoulCycle LLC	Registered	5052120	United States of America
SOUL	86/871659	SoulCycle LLC	Registered	4988808	United States of America
SOUL	86/976997	SoulCycle LLC	Registered	4829066	United States of America
SOUL	86/981187	SoulCycle LLC	Registered	5138980	United States of America

SOUL	87/059548	SoulCycle LLC	Registered	5168429	United States of America
SOUL 101	86/809053	SoulCycle LLC	Registered	4973220	United States of America
SOUL PEOPLE ARE THE BEST PEOPLE	88/325913	SoulCycle LLC	Registered	5851412	United States of America
SOUL WARRIOR	87/541987	SoulCycle LLC	Registered	5386668	United States of America
	86/328007	SoulCycle LLC	Registered	4688307	United States of America
	86/857084	SoulCycle LLC	Registered	4973280	United States of America
	86/976259	SoulCycle LLC	Registered	4829056	United States of America
	86/942608	SoulCycle LLC	Registered	5077032	United States of America
SOULCHALLENGE	86/809037	SoulCycle LLC	Registered	4973219	United States of America
SOULCYCLE	77/001399	SoulCycle LLC	Registered	3264026	United States of America
SOULCYCLE	77/896569	SoulCycle LLC	Registered	3824906	United States of America
SOULCYCLE	77/896727	SoulCycle LLC	Registered	3844345	United States of America
SOULCYCLE	85/980326	SoulCycle LLC	Registered	4434026	United States of America
SOULCYCLE	85/983949	SoulCycle LLC	Registered	4874832	United States of America
SOULCYCLE	86/726671	SoulCycle LLC	Registered	4889672	United States of America
SOULCYCLE	87/013297	SoulCycle LLC	Registered	5174931	United States of America
SOULCYCLE	87/078362	SoulCycle LLC	Registered	5908457	United States of America
	86/203100	SoulCycle LLC	Registered	4609667	United States of America
	86/977142	SoulCycle LLC	Registered	4838481	United States of America



SOULSCHOLARSHIP	86/680783	SoulCycle LLC	Registered	4886041	United States of America
SOULSCHOLARSHIP	86/680806	SoulCycle LLC	Registered	4886042	United States of America
SOULSURVIVOR	85/748957	SoulCycle LLC	Registered	4353332	United States of America
TAP IT BACK	86/224425	SoulCycle LLC	Registered	4613890	United States of America
TAP IT BACK	86/789088	SoulCycle LLC	Registered	5202660	United States of America
	77/636834	SoulCycle LLC	Registered	3650759	United States of America
	77/896201	SoulCycle LLC	Registered	4411325	United States of America
	77/896501	SoulCycle LLC	Registered	3824897	United States of America
	77/896895	SoulCycle LLC	Registered	3844347	United States of America
	85/173467	SoulCycle LLC	Registered	4584697	United States of America
	85/980325	SoulCycle LLC	Registered	4434025	United States of America
	85/983950	SoulCycle LLC	Registered	4881966	United States of America
	87/013319	SoulCycle LLC	Registered	5179550	United States of America
	87/139774	SoulCycle LLC	Registered	5961838	United States of America

	86/984434	SoulCycle LLC	Registered	5770035	United States of America
	86/942799	SoulCycle LLC	Registered	5174778	United States of America
	86/943015	SoulCycle LLC	Registered	5067822	United States of America
	88/716483	SoulCycle LLC	Registered	6095032	United States of America

4811-8244-2719

RECORDED: 03/25/2021

TRADEMARK  
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