

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM767966

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
HYDRAFACIAL LLC (formerly known as Edge Systems LLC)		11/14/2022	Limited Liability Company: CALIFORNIA
RECEIVING PARTY DATA			
Name:	JPMorgan Chase Bank, N.A., as Administrative Agent		
Street Address:	10 SOUTH DEARBORN		
City:	CHICAGO		
State/Country:	ILLINOIS		
Postal Code:	60603		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	6741338	HYDRAFACIAL	
Registration Number:	6647964	HYDRAFACIAL CONNECT	
Serial Number:	97375424	#HYDRAFACIAL	
Serial Number:	97364380	HYDRAFACIAL	
Serial Number:	97301816	SYNDEO	
Serial Number:	97408167	THE HYDRAFACIAL COMPANY	
CORRESPONDENCE DATA			
Fax Number:	2149813400		
<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:	214-981-3483		
Email:	dclark@sidley.com		
Correspondent Name:	Dusan Clark, Esq.		
Address Line 1:	Sidley Austin LLP		
Address Line 2:	2021 McKinney Ave., Suite 2000		
Address Line 4:	Dallas, TEXAS 75201		
ATTORNEY DOCKET NUMBER:	036084-30126		
NAME OF SUBMITTER:	Dusan Clark		
SIGNATURE:	/Dusan Clark/		

CH \$165.00 6741338

DATE SIGNED:	11/15/2022
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Total Attachments: 5

- source=The Beauty Health Company - 2022 Confirmatory Grant of SI in Trademarks (HydraFacial LLC)#page1.tif
- source=The Beauty Health Company - 2022 Confirmatory Grant of SI in Trademarks (HydraFacial LLC)#page2.tif
- source=The Beauty Health Company - 2022 Confirmatory Grant of SI in Trademarks (HydraFacial LLC)#page3.tif
- source=The Beauty Health Company - 2022 Confirmatory Grant of SI in Trademarks (HydraFacial LLC)#page4.tif
- source=The Beauty Health Company - 2022 Confirmatory Grant of SI in Trademarks (HydraFacial LLC)#page5.tif

**CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (the “Confirmatory Grant”) is made effective as of November 14, 2022 by and from HYDRAFACIAL LLC (formerly known as Edge Systems LLC), a California limited liability company (the “Grantor”), to and in favor of JPMORGAN CHASE BANK, N.A., (the “Grantee”) for itself and as Administrative Agent for the Secured Parties (as defined in the Credit Agreement referenced below).

WHEREAS, the Grantor, the other Loan Parties party thereto, the Lenders party thereto and Grantee have entered into an Amended and Restated Credit Agreement dated as of the date hereof (as may be amended, restated, supplemented or otherwise modified from time to time, the “Credit Agreement”).

WHEREAS, the Grantor, the other Loan Parties and the Grantee have entered into an Amended and Restated Pledge and Security Agreement dated as of the date hereof (as may be amended, restated, supplemented or otherwise modified from time to time, the “Security Agreement”).

WHEREAS, the Grantor owns the trademarks (the “Trademarks”) listed on Exhibit A attached hereto, which Trademarks are pending or registered with the United States Patent and Trademark Office.

WHEREAS, this Confirmatory Grant has been granted in conjunction with the security interest granted to Grantee under the Security Agreement. The rights and remedies of Grantee with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Security Agreement and the other Loan Documents, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Confirmatory Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1) Definitions. All capitalized terms not defined herein shall have the respective meanings given to them in the Credit Agreement.

2) The Security Interest.

(a) This Confirmatory Grant is made to secure the satisfactory performance and payment of all the Secured Obligations. Upon the payment in full of all Secured Obligations (other than Unliquidated Obligations that have not yet arisen), Grantee shall promptly, upon such satisfaction, execute, acknowledge, and deliver to Grantor all reasonably requested instruments in writing or otherwise, releasing the security interest in the Trademarks acquired under this Confirmatory Grant.

(b) The Grantor hereby grants to Grantee a security interest in (1) all of Grantor's right, title and interest in and to the Trademarks now owned or from time to time after the date hereof owned or acquired by the Grantor, together with (2) all proceeds and products of the Trademarks, (3) the goodwill associated with such Trademarks, and (4) all causes of action arising prior to or after the date hereof for infringement of the Trademarks or unfair competition regarding the same.

3) Counterparts. This Confirmatory Grant may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart. Delivery of an executed counterpart of a signature page of this Agreement that is an Electronic Signature transmitted by telecopy, emailed pdf. or any other electronic means that reproduces an image of an actual executed signature page shall be effective as delivery of a manually executed counterpart of this Confirmatory Grant.

4) Governing Law. This Confirmatory Grant and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the law of the State of New York.

IN WITNESS WHEREOF, the Grantor has executed this Confirmatory Grant of Security Interest in United States Trademarks effective as of the date first written above.

HYDRAFACIAL LLC (f/k/a Edge Systems LLC)

By: 

Name: Liyuan Woo

Title: Chief Financial Officer

CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

Exhibit A - SCHEDULE OF TRADEMARKS

Registered Trademarks:

Mark	Class	App. No./ App. Date	Reg. No./ Reg. Date	Current Owner	Status
HYDRAFACIAL	21	90791675 23-JUN-2021	6741338 24-MAY-2022	HydraFacial LLC	Registered
HYDRAFACIAL CONNECT	41 INT. CL. 21 COSMETIC DEVICES, NAMELY, POWER OPERATED DEVICES WITH A PLASTIC TIP USED TO CLEAN AND EXFOLIATE THE SKIN	90269758 21-OCT-2020	6647964 15-FEB-2022	HydraFacial LLC	Registered
	INT. CL. 41 PROVIDING ONLINE AND IN-PERSON EDUCATIONAL PROGRAMS AND TRAINING IN THE DEVELOPMENT OF ESTHETIC SALES SKILLS, BUSINESS AND FINANCIAL SKILLS, BUSINESS PRESENTATION SKILLS, AND PATIENT CONSULTATIONS; PROVIDING ONLINE AND IN-PERSON EDUCATIONAL PROGRAMS AND TRAINING FOR PROFESSIONALS IN THE ESTHETIC AND COSMETOLOGY INDUSTRIES IN THE FIELDS OF COSMETIC SKIN PROCEDURES AND SCALP PROCEDURES				

Pending Trademarks:

Mark	Class	App. No./ App. Date	Reg. No./ Reg. Date	Current Owner	Status
#HYDRAFACIAL	44 INT. CL. 44 MEDICAL SPA SERVICES, NAMELY, MINIMALLY AND NON-INVASIVE SKIN, COSMETIC AND BODY FITNESS THERAPIES	97375424 21-APR-2022		HydraFacial LLC	Pending
HYDRAFACIAL	3 10 44 INT. CL. 3 CLEANING PREPARATIONS FOR MICRODERMABRASION MACHINES; NON-MEDICATED SKIN CARE PREPARATIONS, NAMELY, LOTIONS AND SERUMS INT. CL. 10 MEDICAL APPARATUS AND INSTRUMENTS FOR USE IN SKIN RESURFACING AND SKIN NOURISHING PROCEDURES, NAMELY, DEVICES TO PERFORM MICRODERMABRASION AND HYDRODERMABRASION PROCEDURES INT. CL. 44 MEDICAL SPA SERVICES, NAMELY, MINIMALLY AND NON-INVASIVE SKIN, COSMETIC AND BODY FITNESS THERAPIES	97364380 14-APR-2022		HydraFacial LLC	Pending
SYNDEO	10 INT. CL. 10 MEDICAL APPARATUS AND INSTRUMENTS FOR USE IN SKIN RESURFACING AND SKIN NOURISHING PROCEDURES	97301816 08-MAR-2022		HydraFacial LLC	Pending
THE HYDRAFACIAL COMPANY	44 INT. CL. 44 MEDICAL SPA SERVICES, NAMELY, MINIMALLY AND NON-INVASIVE SKIN, COSMETIC AND BODY FITNESS THERAPIES	97408167 12-MAY-2022		HydraFacial LLC	Pending

TRADEMARK

REEL: 007913 FRAME: 0181

RECORDED: 11/15/2022