

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM343515

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/02/2015

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SOULCYCLE IP LLC	FORMERLY SOULCYCLE, LLC	06/02/2015	LIMITED LIABILITY COMPANY: NEW YORK

RECEIVING PARTY DATA

Name:	SOULCYCLE INC.
Street Address:	609 Greenwich Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10014
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 37

Property Type	Number	Word Mark
Serial Number:	86104515	SOUL
Serial Number:	86104495	SOUL
Serial Number:	86328007	SOUL
Serial Number:	86327994	
Serial Number:	86224425	TAP IT BACK
Serial Number:	86224417	FIND YOUR SOUL
Serial Number:	86203100	SOULCYCLE
Serial Number:	86357287	
Serial Number:	86280819	FIND YOUR SOUL
Serial Number:	86113908	SOULCYCLE
Serial Number:	86081105	SOUL
Serial Number:	86014899	
Serial Number:	86014892	SOULCYCLE
Serial Number:	85980326	SOULCYCLE
Serial Number:	85980325	
Serial Number:	85748957	SOULSURVIVOR
Serial Number:	85748947	SOULTEEN
Serial Number:	85748932	SOULBANDS

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	85173479	SOULWATER
Serial Number:	85173467	
Serial Number:	85788260	SEE YOU ON A BIKE
Serial Number:	85378863	
Serial Number:	85378857	SOULCYCLE
Serial Number:	85378848	
Serial Number:	85378841	SOULCYCLE
Serial Number:	77896895	
Serial Number:	77896727	SOULCYCLE
Serial Number:	77896569	SOULCYCLE
Serial Number:	77896501	
Serial Number:	77896498	SOULCYCLE
Serial Number:	77896495	
Serial Number:	77896201	
Serial Number:	77896084	SOULCYCLE
Serial Number:	77636834	
Serial Number:	77631756	MINDBODYCARDIO
Serial Number:	77001399	SOULCYCLE
Serial Number:	75597947	SOUL WATER

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: 212.826.5579

Email: pto@fkks.com

Correspondent Name: Catherine M.C. Farrelly

Address Line 1: 488 Madison Avenue, 10th Fl.

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	023896.0200
NAME OF SUBMITTER:	Catherine M.C. Farrelly
SIGNATURE:	/cmf/
DATE SIGNED:	06/04/2015

Total Attachments: 4

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on June 2, 2015.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

CSC 45
DRAW DOWN

150602000175

CERTIFICATE OF MERGER

OF

SOULCYCLE IP LLC

INTO

SOULCYCLE INC.

Under Section 904-a of the Business Corporation Law

FIRST: The name of the domestic entity that is to merge is SoulCycle IP LLC; a New York limited liability company, organized under the name of Elizabeth Plamondon Cutler, LLC. (domestic LLC). The name of the foreign surviving entity is SoulCycle Inc. a Delaware corporation (foreign corporation).

SECOND: The articles of organization of the domestic LLC were filed by the Department of State on December 21, 2001.

THIRD: The initial certificate of incorporation of the foreign corporation was filed with the Secretary of State of Delaware on March 25, 2011, and an application for authority of the foreign corporation was filed with the Department of State on May 29, 2015.

FOURTH: The agreement and plan of merger has been approved and executed by each entity that is to merge.

FIFTH: The name of the surviving corporation shall be SoulCycle Inc.

SIXTH: The surviving foreign corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the domestic entity, previously amenable to suit in the State of New York, and for the enforcement, as provided in the Business Corporation Law of the State of New York, of the right of shareholders or members of any domestic entity to receive payment for their interests against the surviving corporation.

SEVENTH: The surviving corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of section 306 of the Business Corporation Law in any action or special proceeding. The post office address within the State of New York to which the said Secretary of State shall mail a copy of any process against the surviving foreign corporation served upon him is 609 Greenwich Street, New York, NY 10014.

EIGHTH: Subject to the provisions of section 623 of the Business Corporation Law, Section 1005 of the Limited Liability Company Law, and any applicable statute, the surviving foreign corporation will promptly pay to the members the amount, if any, to which they shall be entitled under the provisions the Limited Liability Company Law or any applicable statute relating to the rights of members to receive payment for their interests.

NINTH: The effective date of the merger shall be the date of filing of the certificate of merger by the Department of State

TENTH: The agreement of merger is on file at the following place of business of the surviving foreign corporation: 609 Greenwich Street, New York, NY 10014.

ELEVENTH: The merger herein certified in respect of the merged foreign corporation is permitted by its jurisdiction of incorporation and is in compliance therewith.

SOULCYCLE IP LLC

SOULCYCLE INC.

By: /s/ Larry Segall

By: /s/ Larry Segall

Name: Larry Segall
Title: Authorized Person

Name: Larry Segall
Title: Executive Vice President and
Chief Financial Officer

CSC 45
DRAW DOWN

150.602000175

CERTIFICATE OF MERGER

OF

SOULCYCLE IP LLC

INTO

SOULCYCLE INC.

(Under Section 904-a of the Business Corporation Law)

RECEIVED

2015 JUN -2 AM 9:00

RECEIVED

2015 JUN -1 PM 2:12

2015 JUN -2 AM 9:59

FILED

lcc
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUN 02 2015

TAXS

BY: Luc

FILER: Paul Hastings LLP
75 East 55th Street
New York, NY 10022

Cont'd 65139/AJC

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