

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM411360

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SOULCYCLE, INC.		01/05/2017	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	HPS Investment Partners, LLC		
Street Address:	40 West 57th Street, 33rd Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10019		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 62			
Property Type	Number	Word Mark	
Serial Number:	86014892	SOULCYCLE	
Serial Number:	85983949	SOULCYCLE	
Serial Number:	87078362	SOULCYCLE	
Serial Number:	77896498	SOULCYCLE	
Serial Number:	77896569	SOULCYCLE	
Serial Number:	77896727	SOULCYCLE	
Serial Number:	77896084	SOULCYCLE	
Serial Number:	86726671	SOULCYCLE	
Serial Number:	77001399	SOULCYCLE	
Serial Number:	85980326	SOULCYCLE	
Serial Number:	87013297	SOULCYCLE	
Serial Number:	86014899		
Serial Number:	85983950		
Serial Number:	87139774		
Serial Number:	77896495		
Serial Number:	77896501		
Serial Number:	77896895		
Serial Number:	77896201		
Serial Number:	85173467		

CH \$1565.00 86014892

Property Type	Number	Word Mark
Serial Number:	77636834	
Serial Number:	85980325	
Serial Number:	87013319	
Serial Number:	86942762	
Serial Number:	86943015	
Serial Number:	86942799	
Serial Number:	86977142	SOULCYCLE
Serial Number:	86113908	SOULCYCLE
Serial Number:	86203100	SOULCYCLE
Serial Number:	86857084	SOUL
Serial Number:	86976259	SOUL
Serial Number:	86104515	SOUL
Serial Number:	86328007	SOUL
Serial Number:	86942608	SOUL
Serial Number:	86660775	SOUL
Serial Number:	87059548	SOUL
Serial Number:	86871659	SOUL
Serial Number:	86976997	SOUL
Serial Number:	86104495	SOUL
Serial Number:	86081105	SOUL
Serial Number:	77631756	MINDBODYCARDIO
Serial Number:	75597947	SOUL WATER
Serial Number:	85173479	SOULWATER
Serial Number:	85748957	SOULSURVIVOR
Serial Number:	85748947	SOULTEEN
Serial Number:	85748932	SOULBANDS
Serial Number:	85788260	SEE YOU ON A BIKE
Serial Number:	86280819	FIND YOUR SOUL
Serial Number:	86224417	FIND YOUR SOUL
Serial Number:	86834239	FIND YOUR SOUL
Serial Number:	86789088	TAP IT BACK
Serial Number:	86224425	TAP IT BACK
Serial Number:	86327994	
Serial Number:	86357287	
Serial Number:	86680783	SOULSCHOLARSHIP
Serial Number:	86680806	SOULSCHOLARSHIP
Serial Number:	86694994	SOULJUICE
Serial Number:	86717086	X

Property Type	Number	Word Mark
Serial Number:	86723517	ATHLETE LEGEND WARRIOR RENEGADE ROCKSTAR
Serial Number:	86723586	ATHLETE LEGEND WARRIOR RENEGADE ROCKSTAR
Serial Number:	86809053	SOUL101
Serial Number:	86809037	SOULCHALLENGE
Serial Number:	86948844	SOULDANCE

CORRESPONDENCE DATA

Fax Number: 2128225607
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: 212-530-5607
Email: abrook@milbank.com
Correspondent Name: Anna Brook
Address Line 1: 28 Liberty Street
Address Line 2: Milbank, Tweed, Hadley & McCloy LLP
Address Line 4: New York, NEW YORK 10005

ATTORNEY DOCKET NUMBER:	34408.02700
NAME OF SUBMITTER:	Anna Brook
SIGNATURE:	/Anna Brook/
DATE SIGNED:	01/06/2017

Total Attachments: 22

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EXECUTION VERSION

SHORT-FORM TRADEMARKS SECURITY AGREEMENT

WHEREAS, 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 has contemporaneously with the execution of this Short-Form Trademarks Security Agreement entered into the Pledge and Security Agreement dated as of January 5, 2017 (as modified from time to time, the "Security Agreement"), in which the Obligor has 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: January 5, 2017

SOULCYCLE INC.

By: Paul J. Tizil
Name: Paul Tizil
Title: Senior Vice President Finance

[Trademark Security Agreement Signature Page]

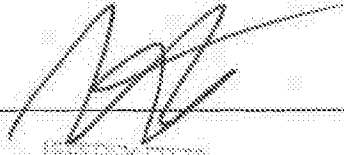
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REEL: 005960 FRAME: 0318

HPS INVESTMENT PARTNERS, LLC,
as Collateral Agent,

By: _____

Name:

Title:

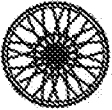
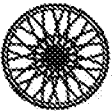


JEFFREY PITTS
MANAGING DIRECTOR

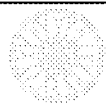
[Trademark Security Agreement Signature Page]

SCHEDULE OF
REGISTERED TRADEMARKS



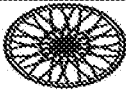
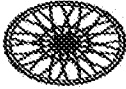



**LIST OF TRADEMARK AND SERVICE MARK REGISTRATIONS AND
APPLICATIONS FOR TRADEMARK AND SERVICE MARK REGISTRATIONS**

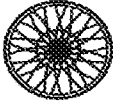
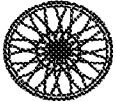
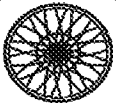
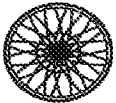
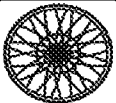
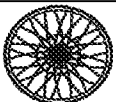
Mark	Application Serial Number	Record Holder	Status	Registration Number	Jurisdiction
SOULCYCLE	86/014892 (ITU)	SoulCycle Inc.	Pending		United States of America
SOULCYCLE	85/983949	SoulCycle Inc.	Registered	4874832	United States of America
SOULCYCLE	87/078362 (ITU)	SoulCycle Inc.	Pending		United States of America
SOULCYCLE	77/896498	SoulCycle Inc.	Registered	3824896	United States of America
SOULCYCLE	77/896569	SoulCycle Inc.	Registered	3824906	United States of America
SOULCYCLE	77/896727	SoulCycle Inc.	Registered	3844345	United States of America
SOULCYCLE	77/896084	SoulCycle Inc.	Registered	4218194	United States of America
SOULCYCLE	86/726671	SoulCycle Inc.	Registered	4889672	United States of America
SOULCYCLE	77/001399	SoulCycle Inc.	Registered	3264026	United States of America
SOULCYCLE	85/980326	SoulCycle Inc.	Registered	4434026	United States of America
SOULCYCLE	87/013297	SoulCycle Inc.	Pending		United States of America
	86/014899 (ITU)	SoulCycle Inc.	Pending		United States of America
	85/983950	SoulCycle Inc.	Registered	4881966	United States of America

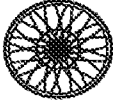
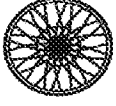
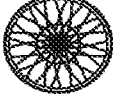
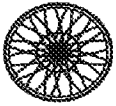
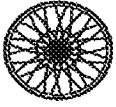
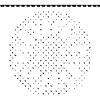
Mark	Application Serial Number	Record Holder	Status	Registration Number	Jurisdiction
	87/139774 (ITU)	SoulCycle Inc.	Pending		United States of America
	77/896495	SoulCycle Inc.	Registered	3824895	United States of America
	77/896501	SoulCycle Inc.	Registered	3824897	United States of America
	77/896895	SoulCycle Inc.	Registered	3844347	United States of America
	77/896201	SoulCycle Inc.	Registered	4411325	United States of America
	85/173467	SoulCycle Inc.	Registered	4584697	United States of America
	77/636834	SoulCycle Inc.	Registered	3650759	United States of America
	85/980325	SoulCycle Inc.	Registered	4434025	United States of America
	87/013319	SoulCycle Inc.	Pending		United States of America
	86/942762 (ITU)	SoulCycle Inc.	Pending		United States of America
	86/943015	SoulCycle Inc.	Registered	5067822	United States of America

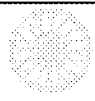
Mark	Application Serial Number	Record Holder	Status	Registration Number	Jurisdiction
	86/942799	SoulCycle Inc.	Pending		United States of America
SOULCYCLE	86/977142	SoulCycle Inc.	Registered	4838481	United States of America
SOULCYCLE	86/113908 (ITU)	SoulCycle Inc.	Pending		United States of America
SOULCYCLE	86/203100	SoulCycle Inc.	Registered	4609667	United States of America
SOUL	86/857084	SoulCycle Inc.	Registered	4973280	United States of America
SOUL	86/976259	SoulCycle Inc.	Registered	4829056	United States of America
SOUL	86/104515 (ITU)	SoulCycle Inc.	Pending		United States of America
SOUL	86/328007	SoulCycle Inc.	Registered	4688307	United States of America
S OUL	86/942608	SoulCycle Inc.	Registered	5077032	United States of America
SOUL	86/660775 (ITU)	SoulCycle Inc.	Pending		United States of America
SOUL	87/059548 (ITU)	SoulCycle Inc.	Pending		United States of America
SOUL	86/871659	SoulCycle Inc.	Registered	4988808	United States of America
SOUL	86/976997	SoulCycle Inc.	Registered	4829066	United States of America
SOUL	86/104495 (ITU)	SoulCycle Inc.	Pending		United States of America
SOUL	86/081105	SoulCycle Inc.	Registered	5052120	United States of America
MINDBODYCARDIO	77/631756	SoulCycle Inc.	Registered	3647325	United States of America









Mark	Application Serial Number	Record Holder	Status	Registration Number	Jurisdiction
SOUL WATER	75/597947	SoulCycle Inc.	Registered	2496683	United States of America
SOULWATER	85/173479	SoulCycle Inc.	Registered	4176402	United States of America
SOULSURVIVOR	85/748957	SoulCycle Inc.	Registered	4353332	United States of America
SOULTEEN	85/748947	SoulCycle Inc.	Registered	4353331	United States of America
SOULBANDS	85/748932	SoulCycle Inc.	Registered	4353330	United States of America
SEE YOU ON A BIKE	85/788260 (ITU)	SoulCycle Inc.	Pending		United States of America
FIND YOUR SOUL	86/280819 (ITU)	SoulCycle Inc.	Pending		United States of America
FIND YOUR SOUL	86/224417	SoulCycle Inc.	Registered	4620811	United States of America
FIND YOUR SOUL	86/834239	SoulCycle Inc.	Registered	5039517	United States of America
TAP IT BACK	86/789088	SoulCycle Inc.	Pending		United States of America
TAP IT BACK	86/224425	SoulCycle Inc.	Registered	4613890	United States of America
	86/327994	SoulCycle Inc.	Registered	4684667	United States of America
	86/357287	SoulCycle Inc.	Pending		United States of America
SOULSCHOLARSHIP	86/680783	SoulCycle Inc.	Registered	4886041	United States of America
SOULSCHOLARSHIP	86/680806	SoulCycle Inc.	Registered	4886042	United States of America
SOULJUICE	86/694994 (ITU)	SoulCycle Inc.	Pending		United States of America









Mark	Application Serial Number	Record Holder	Status	Registration Number	Jurisdiction
	86/717086	SoulCycle Inc.	Registered	4926546	United States of America
	86/723517	SoulCycle Inc.	Registered	5034651	United States of America
ATHLETE LEGEND WARRIOR RENEGADE ROCKSTAR SOULCYCLE	86/723586	SoulCycle Inc.	Registered	5034652	United States of America
SOUL101	86/809053	SoulCycle Inc.	Registered	4973220	United States of America
SOULCHALLENGE	86/809037	SoulCycle Inc.	Registered	4973219	United States of America
SOULDANCE	86/948844 (ITU)	SoulCycle Inc.	Pending		United States of America
SOULCYCLE	3315831	SoulCycle Inc.	Registered	2825611	Argentina
SOULCYCLE	3315832	SoulCycle Inc.	Registered	2825610	Argentina
SOULCYCLE	3315833	SoulCycle Inc.	Registered	2825609	Argentina
SOULCYCLE	3315834	SoulCycle Inc.	Registered	2825608	Argentina
	3561612	SoulCycle Inc.	Pending		Argentina
	3561613	SoulCycle Inc.	Pending		Argentina
SOUL	3323798	SoulCycle Inc.	Pending		Argentina
SOUL	3561611	SoulCycle Inc.	Pending		Argentina
	3333901	SoulCycle Inc.	Registered	2821708	Argentina
	3333902	SoulCycle Inc.	Registered	2821709	Argentina
	3333903	SoulCycle Inc.	Registered	2820156	Argentina

Mark	Application Serial Number	Record Holder	Status	Registration Number	Jurisdiction
SOUL	3323799	SoulCycle Inc.	Registered	2834200	Argentina
SOUL	3561614	SoulCycle Inc.	Pending		Argentina
SOULCYCLE	1576291	SoulCycle Inc.	Registered	1576291	Australia
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SOUL	1619812	SoulCycle Inc.	Pending		Australia
SOULCYCLE	1642597	SoulCycle Inc.	Registered	1642597	Australia
SOULCYCLE	840395183	SoulCycle Inc.	Pending		Brazil
SOULCYCLE	840395191	SoulCycle Inc.	Pending		Brazil
SOULCYCLE	840395205	SoulCycle Inc.	Pending		Brazil
	911704361	SoulCycle Inc.	Pending		Brazil
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



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	911704663	SoulCycle Inc.	Pending		Brazil
	840621264	SoulCycle Inc.	Pending		Brazil
SOUL	907621368	SoulCycle Inc.	Pending		Brazil
SOUL	907519920	SoulCycle Inc.	Pending		Brazil
SOULCYCLE	908168365	SoulCycle Inc.	Pending		Brazil
SOUL	907621406	SoulCycle Inc.	Pending		Brazil
	911704809	SoulCycle Inc.	Pending		Brazil
	911704841	SoulCycle Inc.	Pending		Brazil
SOULCYCLE	1508902	SoulCycle Inc.	Registered	TMA919,065	Canada
SOULCYCLE	1782070	SoulCycle Inc.	Pending		Canada
SOULCYCLE	1782069	SoulCycle Inc.	Pending		Canada
	1508903	SoulCycle Inc.	Registered	TMA880,666	Canada
	1660263	SoulCycle Inc.	Pending		Canada
	1782598	SoulCycle Inc.	Pending		Canada




Mark	Application Serial Number	Record Holder	Status	Registration Number	Jurisdiction
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SOUL	1782071	SoulCycle Inc.	Pending		Canada
SOUL	1670913	SoulCycle Inc.	Pending		Canada
SOUL	1674475	SoulCycle Inc.	Pending		Canada
SOUL	1782072	SoulCycle Inc.	Pending		Canada
SOULCYCLE	1690583	SoulCycle Inc.	Pending		Canada
TAP IT BACK	1752873	SoulCycle Inc.	Pending		Canada
TAP IT BACK	1752874	SoulCycle Inc.	Pending		Canada
ATHLETE LEGEND WARRIOR RENEGADE ROCKSTAR SOULCYCLE	1782046	SoulCycle Inc.	Pending		Canada
FIND YOUR SOUL	1782075	SoulCycle Inc.	Pending		Canada
	1782043	SoulCycle Inc.	Pending		Canada
SOUL101	1782044	SoulCycle Inc.	Pending		Canada
SOULCHALLENGE	1782045	SoulCycle Inc.	Pending		Canada
SOULSCHOLARSHIP	1782076	SoulCycle Inc.	Pending		Canada
SOULSURVIVOR	1782073	SoulCycle Inc.	Pending		Canada
SOULTEEN	1782074	SoulCycle Inc.	Pending		Canada
	1801868	SoulCycle Inc.	Pending		Canada
SOULCYCLE	1119999	SoulCycle Inc.	Registered	1173401	Chile
SOUL	1104711	SoulCycle Inc.	Pending (to be abandoned)		Chile






Mark	Application Serial Number	Record Holder	Status	Registration Number	Jurisdiction
SOULCYCLE	18668914	SoulCycle Inc.	Pending		China
SOULCYCLE	18765999	SoulCycle Inc.	Pending		China
SOULCYCLE	18668913	SoulCycle Inc.	Pending		China
SOULCYCLE	18668912	SoulCycle Inc.	Pending		China
SOULCYCLE	16002514	SoulCycle Inc.	Pending		China
SOULCYCLE	16002569	SoulCycle Inc.	Registered	16002569	China
SOULCYCLE	18737060	SoulCycle Inc.	Pending		China
SOULCYCLE	12560876	SoulCycle Inc.	Registered	12560876	China
SOULCYCLE	12560875	SoulCycle Inc.	Registered	12560875	China
	18668911	SoulCycle Inc.	Pending		China
	18765998	SoulCycle Inc.	Pending		China
	18668910	SoulCycle Inc.	Pending		China
	18668909	SoulCycle Inc.	Pending		China
	16002568	SoulCycle Inc.	Pending		China
	16002567	SoulCycle Inc.	Registered	16002567	China
	18737059	SoulCycle Inc.	Pending		China
	16002566	SoulCycle Inc.	Pending		China
SOUL	18668908	SoulCycle Inc.	Pending (to be abandoned)		China
SOUL	18765997	SoulCycle Inc.	Pending		China
SOUL	18668907	SoulCycle Inc.	Pending		China
SOUL	18668906	SoulCycle Inc.	Pending		China




Mark	Application Serial Number	Record Holder	Status	Registration Number	Jurisdiction
SOUL	18668905	SoulCycle Inc.	Pending		China
SOUL	18737058	SoulCycle Inc.	Pending (to be abandoned)		China
SOUL	18737057	SoulCycle Inc.	Pending		China
	18668904	SoulCycle Inc.	Pending		China
	15217753	SoulCycle Inc.	Registered	15217753	China
	18765996	SoulCycle Inc.	Pending		China
	18668903	SoulCycle Inc.	Pending		China
	18668902	SoulCycle Inc.	Pending		China
	14481044	SoulCycle Inc.	Pending		China
	18737056	SoulCycle Inc.	Pending		China
FIND YOUR SOUL	18668901	SoulCycle Inc.	Pending		China
FIND YOUR SOUL	18668900	SoulCycle Inc.	Pending		China
TAP IT BACK	18668899	SoulCycle Inc.	Pending		China
TAP IT BACK	18668898	SoulCycle Inc.	Pending		China
SOULCYCLE	15.287.684	SoulCycle Inc.	Registered	15.287.684	Colombia
SOULCYCLE	15.287.706	SoulCycle Inc.	Registered	15.287.706	Colombia
SOULCYCLE	15.287.699	SoulCycle Inc.	Pending		Colombia
SOULCYCLE	15.287.687	SoulCycle Inc.	Registered	15.287.687	Colombia
SOULCYCLE	15.287.681	SoulCycle Inc.	Registered	15.287.681	Colombia
SOULCYCLE	15.287.691	SoulCycle Inc.	Pending		Colombia
	16.065.064	SoulCycle Inc.	Registered	16.065.064	Colombia
SOUL	15.291.481	SoulCycle Inc.	Pending		Colombia



Mark	Application Serial Number	Record Holder	Status	Registration Number	Jurisdiction
	15.309.088	SoulCycle Inc.	Pending		Colombia
	15.309.101	SoulCycle Inc.	Pending		Colombia
	15.309.106	SoulCycle Inc.	Pending		Colombia
SOULCYCLE	14563589	SoulCycle Inc.	Registered	14563589	CTM
SOULCYCLE	011319324	SoulCycle Inc.	Registered	011319324	CTM
SOULCYCLE	009957002	SoulCycle Inc.	Registered	009957002	CTM
	9956988	SoulCycle Inc.	Registered	9956988	CTM
	14563613	SoulCycle Inc.	Registered	14563613	CTM
	012825246	SoulCycle Inc.	Registered	012825246	CTM
SOUL	14563647	SoulCycle Inc.	Registered	14563647	CTM
SOUL	12825303	SoulCycle Inc.	Registered	12825303	CTM
SOUL	12752333	SoulCycle Inc.	Registered	12752333	CTM
	13189618	SoulCycle Inc.	Registered	13189618	CTM
FIND YOUR SOUL	13457891	SoulCycle Inc.	Registered	13457891	CTM
	14563671	SoulCycle Inc.	Registered	14563671	CTM
ATHLETE LEGEND WARRIOR RENEGADE ROCKSTAR SOULCYCLE	15663669	SoulCycle Inc.	Pending		CTM
	14568976	SoulCycle Inc.	Registered	14568976	CTM
TAP IT BACK	15909765	SoulCycle Inc.	Pending		CTM
SOULCYCLE	303643100	SoulCycle Inc.	Registered	303643100	Hong Kong
SOULCYCLE	303643119	SoulCycle Inc.	Registered	303643119	Hong Kong
SOULCYCLE	303643128	SoulCycle Inc.	Registered	303643128	Hong Kong




Mark	Application Serial Number	Record Holder	Status	Registration Number	Jurisdiction
SOULCYCLE	303643137	SoulCycle Inc.	Registered	303643137	Hong Kong
SOULCYCLE	303140342	SoulCycle Inc.	Pending		Hong Kong
SOULCYCLE	303140324	SoulCycle Inc.	Registered	303140324	Hong Kong
SOULCYCLE	303643146	SoulCycle Inc.	Registered	303643146	Hong Kong
SOULCYCLE	302596528	SoulCycle Inc.	Registered	302596528	Hong Kong
	303643056	SoulCycle Inc.	Registered	303643056	Hong Kong
	303643065	SoulCycle Inc.	Registered	303643065	Hong Kong
	303643074	SoulCycle Inc.	Registered	303643074	Hong Kong
	303643083	SoulCycle Inc.	Registered	303643083	Hong Kong
	303140333	SoulCycle Inc.	Registered	303140333	Hong Kong
	303146463	SoulCycle Inc.	Registered	303146463	Hong Kong
	303643092	SoulCycle Inc.	Registered	303643092	Hong Kong
	303146454	SoulCycle Inc.	Registered	303146454	Hong Kong
SOUL	303643227	SoulCycle Inc.	Pending		Hong Kong
SOUL	303643353	SoulCycle Inc.	Registered	303643353	Hong Kong
SOUL	303643236	SoulCycle Inc.	Registered	303643236	Hong Kong
SOUL	302979497	SoulCycle Inc.	Registered	302979497	Hong Kong
SOUL	303643245	SoulCycle Inc.	Registered	303643245	Hong Kong
SOUL	303643254	SoulCycle Inc.	Pending		Hong Kong
SOUL	303643263	SoulCycle Inc.	Registered	303643263	Hong Kong
SOULCYCLE	303643155	SoulCycle Inc.	Registered	303643155	Hong Kong

Mark	Application Serial Number	Record Holder	Status	Registration Number	Jurisdiction
SOULCYCLE	303111542	SoulCycle Inc.	Registered	303111542	Hong Kong
SOUL	303643272	SoulCycle Inc.	Pending		Hong Kong
SOUL	302979488	SoulCycle Inc.	Registered	302979488	Hong Kong
SOUL	303643209	SoulCycle Inc.	Registered	303643209	Hong Kong
FIND YOUR SOUL	303643164	SoulCycle Inc.	Registered	303643164	Hong Kong
FIND YOUR SOUL	303643173	SoulCycle Inc.	Registered	303643173	Hong Kong
TAP IT BACK	303643182	SoulCycle Inc.	Registered	303643182	Hong Kong
TAP IT BACK	303643191	SoulCycle Inc.	Registered	303643191	Hong Kong
SOUL	2727451	SoulCycle Inc.	Pending		India
SOULCYCLE	2795778	SoulCycle Inc.	Pending		India
SOUL	2727452	SoulCycle Inc.	Pending		India
SOULCYCLE	258546	SoulCycle Inc.	Registered	258546	Israel
SOULCYCLE	258683	SoulCycle Inc.	Registered	258683	Israel
SOULCYCLE	258684	SoulCycle Inc.	Registered	258684	Israel
	258547	SoulCycle Inc.	Registered	258547	Israel
	258685	SoulCycle Inc.	Registered	258685	Israel
	258687	SoulCycle Inc.	Registered	258687	Israel
SOUL	264716	SoulCycle Inc.	Pending		Israel
SOULCYCLE	267767	SoulCycle Inc.	Registered	267767	Israel
SOUL	264715	SoulCycle Inc.	Pending		Israel
SOULCYCLE	2015-127568	SoulCycle Inc.	Registered	5853823	Japan


Mark	Application Serial Number	Record Holder	Status	Registration Number	Jurisdiction
SOULCYCLE	2015-127569	SoulCycle Inc.	Registered	5853824	Japan
SOULCYCLE	2015-127570	SoulCycle Inc.	Registered	5853825	Japan
SOULCYCLE	2015-127571	SoulCycle Inc.	Registered	5855536	Japan
SOULCYCLE	2015-127572	SoulCycle Inc.	Registered	5853826	Japan
	2015-127541	SoulCycle Inc.	Registered	5853817	Japan
	2015-127542	SoulCycle Inc.	Registered	5853818	Japan
	2015-127543	SoulCycle Inc.	Registered	5853819	Japan
	2015-127544	SoulCycle Inc.	Registered	5855535	Japan
	2015-127545	SoulCycle Inc.	Registered	5853820	Japan
SOUL	2014-034460	SoulCycle Inc.	Pending		Japan
SOUL	2015-127554	SoulCycle Inc.	Registered	5853821	Japan
SOULCYCLE	2015-127580	SoulCycle Inc.	Registered	5853827	Japan
SOULCYCLE	2014-070798	SoulCycle Inc.	Registered	5751885	Japan
SOUL	2014-034461	SoulCycle Inc.	Pending		Japan
SOUL	2015-127562	SoulCycle Inc.	Registered	5853822	Japan
FIND YOUR SOUL	2015-127512	SoulCycle Inc.	Registered	5853813	Japan
FIND YOUR SOUL	2015-127513	SoulCycle Inc.	Registered	5853814	Japan

Mark	Application Serial Number	Record Holder	Status	Registration Number	Jurisdiction
TAP IT BACK	2015-127584	SoulCycle Inc.	Registered	5853828	Japan
TAP IT BACK	2015-127585	SoulCycle Inc.	Registered	5853829	Japan
SOUL	40-2014-0029155	SoulCycle Inc.	Pending		South Korea
SOULCYCLE	41-2014-0034345	SoulCycle Inc.	Registered	41-335630	South Korea
SOUL	40-2014-0029156	SoulCycle Inc.	Registered	40-1131576	South Korea
SOULCYCLE	1620819	SoulCycle Inc.	Registered	1554184	Mexico
SOULCYCLE	1624752	SoulCycle Inc.	Registered	1564954	Mexico
SOULCYCLE	1693727	SoulCycle Inc.	Registered	1643363	Mexico
SOULCYCLE	1624745	SoulCycle Inc.	Pending		Mexico
	1624753	SoulCycle Inc.	Registered	1564442	Mexico
	1693729	SoulCycle Inc.	Registered	1637371	Mexico
	1624749	SoulCycle Inc.	Pending		Mexico
SOUL	215982	SoulCycle Inc.	Registered	512270	Mexico
SOUL	1481604	SoulCycle Inc.	Pending		Mexico
SOUL	1624747	SoulCycle Inc.	Pending		Mexico
SOULCYCLE	1519923	SoulCycle Inc.	Pending		Mexico
SOUL	1481605	SoulCycle Inc.	Pending		Mexico
SOULCYCLE	53093	SoulCycle Inc.	Pending		Paraguay
SOUL	53095	SoulCycle Inc.	Pending		Paraguay
SOULCYCLE	658651-2016	SoulCycle Inc.	Registered	240111	Peru

Mark	Application Serial Number	Record Holder	Status	Registration Number	Jurisdiction
SOULCYCLE	658652-2016	SoulCycle Inc.	Pending		Peru
SOULCYCLE	658653-2016	SoulCycle Inc.	Registered	94104	Peru
	658643-2016	SoulCycle Inc.	Registered	240849	Peru
	658644-2016	SoulCycle Inc.	Registered	240848	Peru
	658645-2016	SoulCycle Inc.	Registered	95521	Peru
SOUL	658639-2016	SoulCycle Inc.	Registered	240180	Peru
SOUL	658641-2016	SoulCycle Inc.	Registered	240112	Peru
SOUL	658642-2016	SoulCycle Inc.	Registered	95133	Peru
SOULCYCLE	2016713418	SoulCycle Inc.	Pending		Russia
	2016713419	SoulCycle Inc.	Pending		Russia
SOUL	2016713817	SoulCycle Inc.	Pending		Russia
SOUL	2016713818	SoulCycle Inc.	Pending		Russia
SOUL	2016713820	SoulCycle Inc.	Pending		Russia
SOUL	2016713812	SoulCycle Inc.	Pending		Russia
SOUL	2016713813	SoulCycle Inc.	Pending		Russia
SOUL	2016713814	SoulCycle Inc.	Pending		Russia
SOUL	2016713815	SoulCycle Inc.	Pending		Russia
SOUL	2016713817	SoulCycle Inc.	Pending		Russia
СОУЛСАЙКЛ (SOULCYCLE in Cyrillic)	2016713423	SoulCycle Inc.	Pending		Russia
SOULCYCLE	T1307176C	SoulCycle Inc.	Registered	T1307176C	Singapore

Mark	Application Serial Number	Record Holder	Status	Registration Number	Jurisdiction
SOUL	T1406564C	SoulCycle Inc.	Registered	T1406564C	Singapore
SOULCYCLE	T14136381	SoulCycle Inc.	Registered	T14136381	Singapore
SOUL	T1406566Z	SoulCycle Inc.	Registered	T1406566Z	Singapore
SOULCYCLE	102023747	SoulCycle Inc.	Registered	01672052	Taiwan
SOUL	103023911	SoulCycle Inc.	Registered	1712598	Taiwan
SOULCYCLE	103048403	SoulCycle Inc.	Pending		Taiwan
SOUL	103023912	SoulCycle Inc.	Registered	1712599	Taiwan
SOULCYCLE	1040452	SoulCycle Inc.	Pending		Thailand
SOULCYCLE	1040453	SoulCycle Inc.	Pending		Thailand
SOULCYCLE	1040454	SoulCycle Inc.	Pending		Thailand
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	1040457	SoulCycle Inc.	Pending		Thailand
SOUL	104460	SoulCycle Inc.	Pending		Thailand
SOUL	104461	SoulCycle Inc.	Pending		Thailand
SOUL	1040458	SoulCycle Inc.	Pending		Thailand
SOUL	1040459	SoulCycle Inc.	Pending		Thailand
SOULCYCLE	2016/71159	SoulCycle Inc.	Pending		Turkey
	2016/71189	SoulCycle Inc.	Pending		Turkey
SOUL	2016/71195	SoulCycle Inc.	Pending		Turkey
SOUL	2016/71199	SoulCycle Inc.	Pending		Turkey
SOUL	2016/71207	SoulCycle Inc.	Pending		Turkey

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SOUL	2016/71211	SoulCycle Inc.	Pending		Turkey
SOUL	2016/71214	SoulCycle Inc.	Pending		Turkey
SOUL	2016/71215	SoulCycle Inc.	Pending		Turkey
	2016/71179	SoulCycle Inc.	Pending		Turkey
	2016/71187	SoulCycle Inc.	Pending		Turkey
	2016/71194	SoulCycle Inc.	Pending		Turkey
	2016/71201	SoulCycle Inc.	Pending		Turkey
SOULCYCLE	3151752	SoulCycle Inc.	Registered	3151752	United Kingdom
SOUL	3151757	SoulCycle Inc.	Pending		United Kingdom
	3151758	SoulCycle Inc.	Registered	3151758	United Kingdom
	3151761	SoulCycle Inc.	Registered	3151761	United Kingdom
	3151763	SoulCycle Inc.	Registered	3151763	United Kingdom
TAP IT BACK	3151764	SoulCycle Inc.	Registered	3151764	United Kingdom
	3151749	SoulCycle Inc.	Registered	3151749	United Kingdom
SOUL SPIN	3032664	SoulCycle Inc.	Pending		United Kingdom
SOUL STUDIOS/ SOUL STUDIO (Series Mark)	3066124	SoulCycle Inc.	Registered	3066124	United Kingdom
SOUL GYM	3029575	SoulCycle Inc.	Registered	3029575	United Kingdom
SOUL RUN	3032667	SoulCycle Inc.	Registered	3032667	United Kingdom
GET YOUR SOUL FIT	3037218	SoulCycle Inc.	Registered	3037218	United Kingdom
SOULCYCLE	476775	SoulCycle Inc.	Pending		Uruguay
	476776	SoulCycle Inc.	Pending		Uruguay

Mark	Application Serial Number	Record Holder	Status	Registration Number	Jurisdiction
SOULCYCLE	4-2016-10531	SoulCycle Inc.	Pending		Vietnam
	4-2016-10530	SoulCycle Inc.	Pending		Vietnam
SOUL	4-2016-10532	SoulCycle Inc.	Pending		Vietnam
SOUL	4-2016-10533	SoulCycle Inc.	Pending		Vietnam
SOUL	4-2016-10534	SoulCycle Inc.	Pending		Vietnam
SOUL	4-2016-10535	SoulCycle Inc.	Pending		Vietnam