

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM393276

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
SmileCareClub		06/22/2016	Limited Liability Company:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	SmileDirectClub, LLC		
<b>Street Address:</b>	701 Broadway		
<b>Internal Address:</b>	Suite 132		
<b>City:</b>	Nashville		
<b>State/Country:</b>	TENNESSEE		
<b>Postal Code:</b>	37203		
<b>Entity Type:</b>	Limited Liability Company: TENNESSEE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86935755	SMILECHECK	
<b>Serial Number:</b>	86884978	S	
<b>Serial Number:</b>	86551405	SMILEDIRECTCLUB	
<b>Serial Number:</b>	86366932	SMILECHECK	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3125795646		
<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>			
<b>Phone:</b>	312-338-5913		
<b>Email:</b>	jgabrielides@btlaw.com, mballesteros@btlaw.com		
<b>Correspondent Name:</b>	John T. Gabrielides		
<b>Address Line 1:</b>	One North Wacker Drive		
<b>Address Line 2:</b>	Sute 4400		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60606		
<b>NAME OF SUBMITTER:</b>	John T. Gabrielides		
<b>SIGNATURE:</b>	/John T. Gabrielides/		
<b>DATE SIGNED:</b>	08/01/2016		
<b>Total Attachments: 1</b>			

CH \$115.00 86935755



B0244-6709 06/23/2016 9:47 AM Received by Tennessee Secretary of State Tre Hargett

FIRST AMENDMENT  
TO THE  
ARTICLES OF ORGANIZATION  
OF  
SMILECARECLUB, LLC

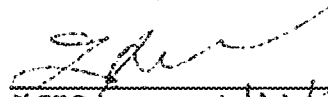
To the Secretary of the State of Tennessee:

Pursuant to the provisions of §48-249-204 of the Tennessee Revised Limited Liability Company Act (the "Act"), SmileCareClub, LLC (the "Company"), organized and existing under and by virtue of the provisions of the Act and all amendments thereto, does hereby submit this Amendment to its Articles of Organization:

1. The name of the limited liability company is SmileCareClub, LLC.
2. Article 1 of the Articles of Organization is hereby amended to read as follows: "The name of the Company shall be SmileDirectClub, LLC (the "Company")."
3. This amendment was adopted by the sole Member of the Company effective as of June 22, 2016.
4. This Amendment, which will constitute an amendment to the Articles of Organization, is to be effective when filed with the Secretary of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 22nd day of June, 2016.

SMILECARECLUB, LLC

By:   
 Its: CEO 6/22/2016

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