

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM493972

| | | | |
|-----------------------------------|------------------------------|---|--|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | RELEASE OF SECURITY INTEREST | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| BSP Agency, LLC, as agent | | 10/12/2018 | Limited Liability Company: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Smile Brands Inc. | | |
| Street Address: | 100 Spectrum Center Drive | | |
| City: | Irvine | | |
| State/Country: | CALIFORNIA | | |
| Postal Code: | 92618 | | |
| Entity Type: | Corporation: WASHINGTON | | |
| PROPERTY NUMBERS Total: 21 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 4187371 | SMILE U | |
| Registration Number: | 4206594 | SMILE UNIVERSITY | |
| Registration Number: | 3951174 | G3 | |
| Registration Number: | 3573562 | SMILES FOR EVERYONE | |
| Registration Number: | 2755318 | CONFIDENT | |
| Registration Number: | 3747265 | 1 LEVEL OF SERVICE | |
| Registration Number: | 3822884 | E SMILES | |
| Registration Number: | 3266011 | | |
| Registration Number: | 2453217 | BRIGHT NOW! | |
| Registration Number: | 2298047 | BRIGHT NOW! | |
| Registration Number: | 4113064 | SMILE BRANDS GROUP | |
| Registration Number: | 4123149 | SMILES FOR EVERYONE | |
| Registration Number: | 4133240 | | |
| Registration Number: | 4083690 | ESMILES | |
| Registration Number: | 4362288 | SMILO | |
| Registration Number: | 4325826 | WE'D LOVE TO HEAR HOW WE MADE YOU SMILE | |
| Registration Number: | 4318782 | SMILE U | |
| Registration Number: | 4660058 | | |
| Registration Number: | 4856514 | HEALTHY HUDDLE | |
| TRADEMARK | | | |

OP \$540.00 4187371

| Property Type | Number | Word Mark |
|----------------------|----------|----------------|
| Registration Number: | 4856515 | HEALTHY HUDDLE |
| Serial Number: | 86502063 | |

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.

Email: emily.klump@clarivate.com

Correspondent Name: Gregory T. Pealer

Address Line 1: 111 West Monroe Street

Address Line 2: Chapman and Cutler LLP

Address Line 4: Chicago, ILLINOIS 60603

| | |
|---------------------------|---------------|
| NAME OF SUBMITTER: | Emily Klump |
| SIGNATURE: | /Emily Klump/ |
| DATE SIGNED: | 10/15/2018 |

Total Attachments: 12

- source=BSPReleaseTrademarks Smile Brands Inc#page1.tif
- source=BSPReleaseTrademarks Smile Brands Inc#page2.tif
- source=BSPReleaseTrademarks Smile Brands Inc#page3.tif
- source=BSPReleaseTrademarks Smile Brands Inc#page4.tif
- source=BSPReleaseTrademarks Smile Brands Inc#page5.tif
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- source=BSPReleaseTrademarks Smile Brands Inc#page12.tif

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

BSP Agency, LLC, as agent

- Individual(s)
- Partnership
- Corporation- State: _____
- Other Limited Liability Company
- Association
- Limited Partnership

Citizenship (see guidelines) Delaware

Additional names of conveying parties attached? Yes No

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) October 12 , 2018

- Assignment
- Security Agreement
- Other Release
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Smile Brands Inc.

Street Address: 100 Spectrum Center Drive

City: Irvine

State: California

Country: USA Zip: 92618

- Individual(s) Citizenship _____
- Association Citizenship _____
- Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship Washington
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) _____ Text _____

See Schedule A

B. Trademark Registration No.(s) _____

See Schedule A

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Gregory T. Pealer

Internal Address: Chapman and Cutler LLP

Street Address: 111 West Monroe Street

City: Chicago

State: Illinois Zip: 60603

Phone Number: 312-845-2955

Docket Number: _____

Email Address: pealer@chapman.com

6. Total number of applications and registrations involved:

21

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature: , for Chapman and Cutler LLP

Signature

Gregory T. Pealer, Senior Paralegal

Name of Person Signing

October 12 , 2018

Date


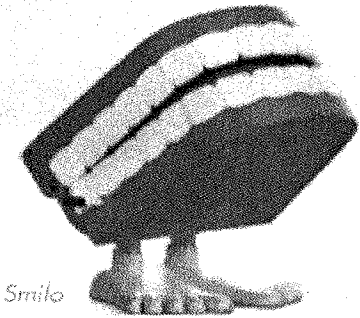

Total number of pages including cover sheet, attachments, and document:




12

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

SCHEDULE I

| MARK NAME AND/OR MARK IMAGE Serial/Registration No./and Filing or Registration Date | WHERE REGISTERED | OWNER |
|--|-------------------------|-------------------|
| SMILE U 4,187,371 08/07/2012 | U.S. | Smile Brands Inc. |
| SMILE UNIVERSITY 4,206,594 09/11/2012 | U.S. | Smile Brands Inc. |
| G3 3,951,174 04/26/11 | U.S. | Smile Brands Inc. |
| SMILES FOR EVERYONE 3,573,562 02/10/2009 | U.S. | Smile Brands Inc. |
| CONFIDENT 2,755,318 08/26/2003 | U.S. | Smile Brands Inc. |
| 1 LEVEL OF SERVICE 3,747,265 02/09/2010 | U.S. | Smile Brands Inc. |
|  3,822,884 07/20/2010 | U.S. | Smile Brands Inc. |
|  3,266,011 07/17/2007 | U.S. | Smile Brands Inc. |
|  2,453,217 05/22/2001 | U.S. | Smile Brands Inc. |

| MARK NAME AND/OR MARK IMAGE Serial/Registration No./and Filing or Registration Date | WHERE REGISTERED | OWNER |
|--|-------------------------|-------------------|
| BRIGHT NOW! 2,298,047 12/07/1999 | U.S. | Smile Brands Inc. |
| SMILE BRANDS GROUP 4,113,064 03/13/2012 | U.S. | Smile Brands Inc. |
| SMILES FOR EVERYONE 4,123,149 04/03/2012 | U.S. | Smile Brands Inc. |
|  4,133,240 04/24/2012 | U.S. | Smile Brands Inc. |
| ESMILES 4,083,690 01/10/2012 | U.S. | Smile Brands Inc. |
|  4,362,288 07/02/2013 | U.S. | Smile Brands Inc. |
| WE'D LOVE TO HEAR HOW WE MADE YOU SMILE 4,325,826 04/23/2013 | U.S. | Smile Brands Inc. |
|  4,318,782 04/09/2013 | U.S. | Smile Brands Inc. |

| MARK NAME AND/OR MARK IMAGE Serial/Registration No./and Filing or Registration Date | WHERE REGISTERED | OWNER |
|--|-------------------------|-------------------|
|  4,660,058 12/23/2014 | U.S. | Smile Brands Inc. |
| (Add) <small>HEALTHY HUDDLE</small> HEALTHY HUDDLE 4,856,514 11/17/2015 | U.S. | Smile Brands Inc. |
|  4,856,515 11/17/2015 | U.S. | Smile Brands Inc. |
|  Published (pending) Intent to Use Application # 86/502,063 01/13/2015 | U.S. | Smile Brands Inc. |

**RELEASE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY COLLATERAL**

This **RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY COLLATERAL** (this “**Release**”), dated as of October 12, 2018, is made by **BSP AGENCY, LLC**, a Delaware limited liability company (as successor in interest to Triangle Capital Corporation), as administrative agent (the “**Agent**”) for the benefit for the Secured Parties from time to time party to the Credit Agreement referred to below (collectively, the “**Secured Parties**” and individually each a “**Secured Party**”) (terms used in this Release and not herein defined shall have the meanings set forth in the Credit Agreement).

WHEREAS, in connection with that certain Credit and Guaranty Agreement dated as of August 17, 2016 (as it may be amended, restated, amended and restated, joined, supplemented or otherwise modified from time to time, the “**Credit Agreement**”), by and among **MACARTHUR MERGER SUB INC.**, a Delaware corporation (“**Initial Borrower**”), and, following the consummation of the Closing Date Acquisition (as defined therein), **SMILE BRANDS INC.**, a Washington corporation (“**Smile Brands**”), the other Borrowers (as defined therein) from time to time party thereto (together with Smile Brands, the “**Borrowers**” and each, individually, a “**Borrower**”), the Guarantors (as defined therein) from time to time party thereto, the Lenders party thereto and Agent, and together with all general security agreements, patent security agreements, trademark security agreements and copyright security agreements entered into in connection therewith or in connection with prior versions thereof, the Lenders have severally agreed to make extensions of credit to the Borrowers;

WHEREAS, in connection with the Credit Agreement, and pursuant to those certain agreements described on Annex I attached hereto (collectively, the “**Security Agreements**”), the Borrowers and certain predecessors thereto granted security interests in the intellectual property owned by the Borrowers and such predecessors, including the intellectual property listed on Annex I attached hereto (the “**Intellectual Property Collateral**”); and

WHEREAS, the Security Agreements were recorded in the U.S. Patent and Trademark Office and the U.S. Copyright Office on the dates and on the reels and frames set forth on Annex I hereto.

NOW THEREFORE, in consideration of the material covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent hereby **RELEASES**, terminates and discharges, without representation, recourse or warranty whatsoever, all of its rights in, to and under, including its Lien on and security interest in, and right of setoff against, the Intellectual Property Collateral, whether granted pursuant to the Security Agreements or any other agreement or document delivered in connection with the Credit Agreement, and the Agent hereby reassigns any and all such right, title and interest (if any) that the Agent may have in, to and under the Intellectual Property Collateral to the Borrowers.

The Agent agrees, at the Borrowers’ expense, to cooperate with the Borrowers and to provide the Borrowers with the information and additional authorization reasonably required or desirable to effect the release of the Agent’s security interest in the released collateral described herein.


This Release and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the laws of the State of New York.

[Signature Page Follows]

IN WITNESS WHEREOF, the Agent has executed this Release as of the date first above written.

BSP AGENCY, LLC,
as Agent

By: Benefit Street Partners L.L.C., its sole member

By: 

Name: Ira Wishe

Title: COO of Private Debt

Address: 9 West 57th Street, Suite 4920
New York, NY, 10019

ANNEX I

Grant of Security Interest in Patent Rights, dated as of August 17, 2016, by **SMILE BRANDS INC.**, a Washington corporation, in favor of **BSP AGENCY, LLC**, a Delaware limited liability company (as successor in interest to Triangle Capital Corporation), as administrative agent, was recorded with the U.S. Patent and Trademark Office on August 19, 2016 at Reel/Frame No. 039488/0941.

Issued Patents and Patent Applications

Liberty Patent:

Title: **SYSTEM AND METHOD FOR PROVIDING DENTAL
TREATMENT RECOMMENDATIONS**

Application Number: 15/200,795³

Filing Date: July 1, 2016

Owner: Smile Brands Inc.

Address of **SMILE BRANDS INC.** is:

100 Spectrum Center Drive, Suite 100 & 1500
Irvine, CA 92618

Grant of Security Interest in Trademark Rights, dated as of August 17, 2016, by **SMILE BRANDS INC.**, a Washington corporation, **SMILE BRANDS HOLDINGS 2, INC.**, a Delaware corporation, **SMILE BRANDS WEST, INC.**, a Delaware corporation, and **SMILE BRANDS GROUP, INC.**, a Delaware corporation, in favor of **BSP AGENCY, LLC**, a Delaware limited liability company (as successor in interest to Triangle Capital Corporation), as administrative agent, was recorded with the U.S. Patent and Trademark Office on August 19, 2016 at Reel/Frame No. 5859/0855.

Issued Trademarks and Trademark Applications

See attached.


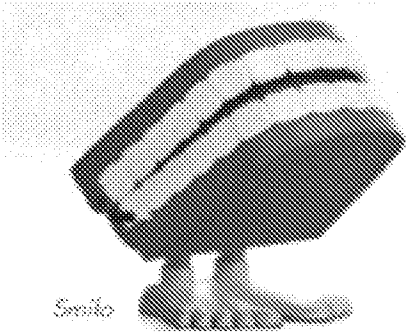

Address of **SMILE BRANDS INC.**, **SMILE BRANDS HOLDINGS 2, INC.**, **SMILE BRANDS WEST, INC.** and **SMILE BRANDS GROUP, INC.** is:


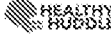

100 Spectrum Center Drive, Suite 100 & 1500
Irvine, CA 92618

Registered Trademarks and Trademark Applications:

| MARK NAME AND/OR MARK IMAGE Serial/Registration No./and Filing or Registration Date | WHERE REGISTERED | OWNER |
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| SMILE U 4,187,371 08/07/2012 | U.S. | Smile Brands Inc. |
| SMILE UNIVERSITY 4,206,594 09/11/2012 | U.S. | Smile Brands Inc. |
| G3 3,951,174 04/26/11 | U.S. | Smile Brands Inc. |
| CASTLE DENTAL 3,031,386 12/20/2005 | U.S. | Smile Brands Holdings 2, Inc. |
| SMILES FOR EVERYONE 3,573,562 02/10/2009 | U.S. | Smile Brands Inc. |
| MONARCH DENTAL 2,160,468 05/26/1998 | U.S. | Smile Brands West, Inc. |
| CONFIDENT 2,755,318 08/26/2003 | U.S. | Smile Brands Inc. |
| CASTLE DENTAL CENTERS 2,095,163 09/09/1997 | U.S. | Smile Brands Holdings 2, Inc. |
| SMILE BRANDS 3,955,381 05/03/2011 | U.S. | Smile Brands Group Inc. |
| 1 LEVEL OF SERVICE 3,747,265 02/09/2010 | U.S. | Smile Brands Inc. |
|  4209917 07/18/1983 | TEXAS | Smile Brands Holdings 2, Inc. |

| MARK NAME AND/OR MARK IMAGE Serial/Registration No./and Filing or Registration Date | WHERE REGISTERED | OWNER |
|--|------------------|-------------------------------|
|  5225417 11/23/1992 | TEXAS | Smile Brands West, Inc. |
|  5225317 11/23/1992 | TEXAS | Smile Brands West, Inc. |
|  3,026,467 12/13/2005 | U.S. | Smile Brands Holdings 2, Inc. |
|  3,822,884 07/20/2010 | U.S. | Smile Brands Inc. |
| MONARCH DENTAL ASSOCIATES 2,149,365 04/07/1998 | U.S. | Smile Brands West, Inc. |
|  3,266,011 07/17/2007 | U.S. | Smile Brands Inc. |
|  2,453,217 05/22/2001 | U.S. | Smile Brands Inc. |

| MARK NAME AND/OR MARK IMAGE Serial/Registration No./and Filing or Registration Date | WHERE REGISTERED | OWNER |
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| <p align="center">BRIGHT NOW! 2,298,047 12/07/1999</p> | U.S. | Smile Brands Inc. |
| <p align="center">SMILE BRANDS GROUP 4,113,064 03/13/2012</p> | U.S. | Smile Brands Inc. |
| <p align="center">SMILES FOR EVERYONE 4,123,149 04/03/2012</p> | U.S. | Smile Brands Inc. |
| <p align="center">  4,133,240 04/24/2012 </p> | U.S. | Smile Brands Inc. |
| <p align="center">ESMILES 4,083,690 01/10/2012</p> | U.S. | Smile Brands Inc. |
| <p align="center">  4,362,288 07/02/2013 </p> | U.S. | Smile Brands Inc. |
| <p align="center">WE'D LOVE TO HEAR HOW WE MADE YOU SMILE 4,325,826 04/23/2013</p> | U.S. | Smile Brands Inc. |
| <p align="center">  4,318,782 04/09/2013 </p> | U.S. | Smile Brands Inc. |

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| (Add) <small>REGULATORY MURKLE</small> HEALTHY HUDDLE 4,856,514 11/17/2015 | U.S. | Smile Brands Inc. |
|  4,856,515 11/17/2015 | U.S. | Smile Brands Inc. |
|  Published (pending) Intent to Use Application # 86/502,063 01/13/2015 | U.S. | Smile Brands Inc. |