

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM493977

| | | | |
|---|------------------------------|-----------------------|--|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | RELEASE OF SECURITY INTEREST | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| BMO Harris Bank N.A., as Administrative Agent | | 10/12/2018 | National Banking Association: UNITED STATES |
| RECEIVING PARTY DATA | | | |
| Name: | Smile Brands Group Inc. | | |
| Street Address: | 100 Spectrum Center Drive | | |
| City: | Irvine | | |
| State/Country: | CALIFORNIA | | |
| Postal Code: | 92618 | | |
| Entity Type: | Corporation: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3955381 | SMILE BRANDS | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | | | |
| <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> | | | |
| 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: 8 | | | |
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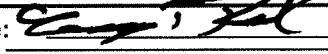
RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

| | |
|--|---|
| <p>1. Name of conveying party(ies):</p> <p>BMO Harris Bank N.A., as Administrative Agent</p> <p> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation- State: _____ <input checked="" type="checkbox"/> Other <u>National Banking Association</u> </p> <p>Citizenship (see guidelines) <u>USA</u></p> <p>Additional names of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | <p>2. Name and address of receiving party(ies) <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Additional names, addresses, or citizenship attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Name: <u>Smile Brands Group Inc.</u></p> <p>Street Address: <u>100 Spectrum Center Drive</u></p> <p>City: <u>Irvine</u></p> <p>State: <u>California</u></p> <p>Country: <u>USA</u> Zip: <u>92618</u></p> <p> <input type="checkbox"/> Individual(s) Citizenship _____ <input type="checkbox"/> Association Citizenship _____ <input type="checkbox"/> Partnership Citizenship _____ <input type="checkbox"/> Limited Partnership Citizenship _____ <input checked="" type="checkbox"/> Corporation Citizenship <u>Delaware</u> <input type="checkbox"/> Other _____ Citizenship _____ </p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)</p> |
| <p>3. Nature of conveyance/Execution Date(s) :</p> <p>Execution Date(s) <u>October 12, 2018</u></p> <p> <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>Release</u> </p> | <p>4. Application number(s) or registration number(s) and identification or description of the Trademark.</p> <p>A. Trademark Application No.(s) _____ Text _____</p> <p>See Schedule I</p> <p>B. Trademark Registration No.(s) _____</p> <p>See Schedule I</p> <p style="text-align: right;">Additional sheet(s) attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> |

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

| | |
|--|---|
| <p>5. Name & address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Gregory T. Pealer</u></p> <p>Internal Address: <u>Chapman and Cutler LLP</u></p> <p>Street Address: <u>111 West Monroe Street</u></p> <p>City: <u>Chicago</u></p> <p>State: <u>Illinois</u> Zip: <u>60603</u></p> <p>Phone Number: <u>312-845-2955</u></p> <p>Docket Number: _____</p> <p>Email Address: <u>pealer@chapman.com</u></p> | <p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____</p> <p> <input type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed </p> <p>8. Payment Information:</p> <p>Deposit Account Number _____</p> <p>Authorized User Name _____</p> |
|--|---|

9. Signature: , for Chapman and Cutler LLP October 11, 2018

Signature Date

Gregory T. Pealer, Senior Paralegal

Name of Person Signing Total number of pages including cover sheet, attachments, and document: 8

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

Trademark Registrations

1. REGISTERED TRADEMARKS

| MARK NAME AND/OR MARK IMAGE Registration No./Registration Date | WHERE REGISTERED | OWNER |
|--|-------------------------|-------------------------|
| SMILE BRANDS 3,955,381 05/03/2011 | U.S. | Smile Brands Group Inc. |

2. TRADEMARK APPLICATIONS

None.

RELEASE OF GRANT OF SECURITY INTERESTS IN TRADEMARKS

THIS RELEASE OF GRANT OF SECURITY INTERESTS IN TRADEMARKS dated October 12, 2018 by BMO HARRIS BANK N.A., a national banking association ("*BMO Harris*"), with its mailing address at 111 West Monroe Street, Chicago, Illinois 60603, acting as administrative agent hereunder for the Secured Parties as defined in the Grant of Security Interests referred to below (BMO Harris acting as such administrative agent being hereinafter referred to as the "*Administrative Agent*");

WITNESSETH:

WHEREAS, Smile Brands Inc., a Washington corporation ("*Smile Brands*"), Smile Brands Group Inc., a Delaware corporation ("*Smile Brands Group*"), Smile Brands Holdings 2, Inc., a Delaware corporation ("*Smile Brands Holdings 2*"), and Smile Brands West, Inc., a Delaware corporation ("*Smile Brands West*"; together with Smile Brands, Smile Brands Group, Smile Brands Holdings 2, each a "*Grantor*", and collectively the "*Grantors*"), with their mailing address at 100 Spectrum Center Drive, Suites 100 and 1500, Irvine, California 92618, and the Administrative Agent were parties to a certain Grant of Security Interest in Trademark Rights dated August 17, 2016 among the Grantors and the Administrative Agent which was recorded in the United States Patent and Trademark Office on August 17, 2016 at Reel 5857, Frame 0329 (the "*Grant of Security Interests*");

WHEREAS, all capitalized terms used herein without definition shall have the same meanings herein as such capitalized terms are defined in the Grant of Security Interests;

WHEREAS, pursuant to the Grant of Security Interests the Grantors granted to the Administrative Agent, a security interest in, among other things, all of their right, title and interest in and to the Trademarks and Trademark Applications that do not constitute Excluded Property including, without limitation, those items listed on Schedule A attached hereto (collectively, the "*Trademark Property*"); and

WHEREAS, the Grantors have requested that the Administrative Agent, on behalf of the Secured Parties, release its security interests in the Trademark Property and reassign the same to the Grantors;


NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged:

The Administrative Agent, on behalf of the Secured Parties, hereby releases its security interests in, and hereby reassigns, grants and conveys to the Grantors, without any representation, warranty, recourse or undertaking by the Administrative Agent all of its right, title and interest, if any, in and to each trademark, trademark registration, and trademark application listed on Schedule A hereto, including all of the other Trademark Property.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the Administrative Agent has caused this Release of Grant of Security Interests in Trademarks to be duly executed by its duly authorized officer as of the day and year first above written.


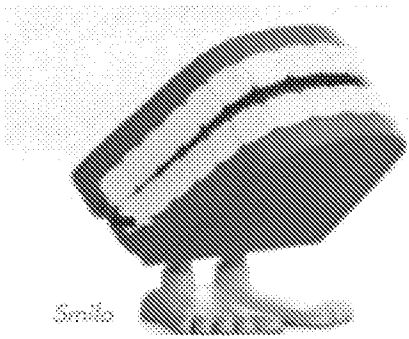

BMO HARRIS BANK N.A, as Administrative Agent


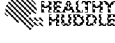

By 
Name Zachary Dulce
Title Vice President

SCHEDULE A
TO RELEASE OF GRANT OF SECURITY INTERESTS IN TRADEMARKS

| 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. |
| 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 |
|--|-------------------------|-------------------|
| 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. |