

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM494100

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	RELEASE OF SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
BMO Harris Bank N.A., as Administrative Agent		10/12/2018	National Banking Association: UNITED STATES
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Smile Brands Holdings 2, Inc.		
<b>Street Address:</b>	100 spectrum center drive		
<b>City:</b>	irvine		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	92618		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3031386	CASTLE DENTAL	
<b>Registration Number:</b>	2095163	CASTLE DENTAL CENTERS	
<b>Registration Number:</b>	3026467		
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>Email:</b>	emily.klump@clarivate.com		
<b>Correspondent Name:</b>	Gregory T. Pealer		
<b>Address Line 1:</b>	111 West Monroe Street		
<b>Address Line 2:</b>	Chapman and Cutler LLP		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60603		
<b>NAME OF SUBMITTER:</b>	Emily Klump		
<b>SIGNATURE:</b>	/Emily Klump/		
<b>DATE SIGNED:</b>	10/15/2018		
<b>Total Attachments: 8</b>			
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source=BMO-Release in Trademarks Smile Brands Holdings 2#page2.tif			
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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.

**1. Name of conveying party(ies):**

BMO Harris Bank N.A., as Administrative Agent

- Individual(s)
- Partnership
- Corporation- State: \_\_\_\_\_
- Other National Banking Association
- Association
- Limited Partnership

Citizenship (see guidelines) USA

Additional names of conveying parties attached?  Yes  No

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

Execution Date(s) October 2, 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 Holdings 2, 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 Delaware
- 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 I

B. Trademark Registration No.(s)

See Schedule I

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:**

3

**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: Gregory T. Pealer, for Chapman and Cutler LLP

October 2, 2018

Signature

Date

Gregory T. Pealer, Senior Paralegal

Total number of pages including cover sheet, attachments, and document: **8**


Name of Person Signing

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
<p><b>CASTLE DENTAL</b> 3,031,386 12/20/2005</p>	<p>U.S.</p>	<p>Smile Brands Holdings 2, Inc.</p>
<p><b>CASTLE DENTAL CENTERS</b> 2,095,163 09/09/1997</p>	<p>U.S.</p>	<p>Smile Brands Holdings 2, Inc.</p>
<p> 3,026,467 12/13/2005</p>	<p>U.S.</p>	<p>Smile Brands Holdings 2, Inc.</p>

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


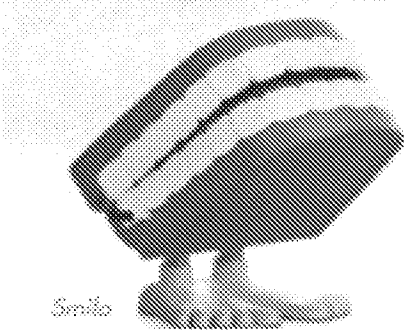

By   
Name Zachary Dulce  
Title Vice President


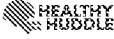

**SCHEDULE A**  
**TO RELEASE OF GRANT OF SECURITY INTERESTS IN TRADEMARKS**

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.
<b>MONARCH DENTAL ASSOCIATES</b> 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.



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

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