

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM494106

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 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:	4133240		
Registration Number:	4123149	SMILES FOR EVERYONE	
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: 10

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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 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 _____

B. Trademark Registration No.(s) _____

See Schedule A

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

October 12, 2018

Signature

Date

Gregory T. Pealer, Senior Paralegal

Total number of pages including cover sheet, attachments, and document: **10**




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

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
<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">  <i>Smile</i> 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.

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 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.


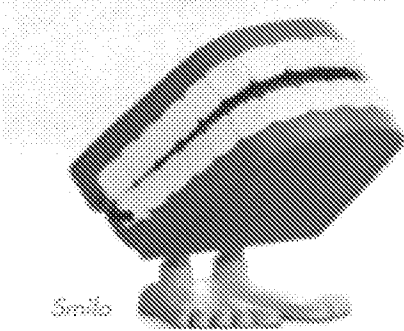

BMO HARRIS BANK N.A, as Administrative Agent


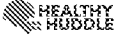

By 
Name Zachary Dulce
Title Vice President

SCHEDULE A
TO RELEASE OF GRANT OF SECURITY INTERESTS IN TRADEMARKS

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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.

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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.

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