

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM512353

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Mr. Donovan W. Berkely		02/28/2019	INDIVIDUAL:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	SmileDirectClub, LLC		
<b>Street Address:</b>	414 Union Street		
<b>Internal Address:</b>	8th Floor		
<b>City:</b>	Nashville		
<b>State/Country:</b>	TENNESSEE		
<b>Postal Code:</b>	37219		
<b>Entity Type:</b>	Limited Liability Company: TENNESSEE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5324184	SMILECLUB	
<b>Registration Number:</b>	2475599	SMILE CLUB	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3128324700		
<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>	312 832-4500		
<b>Email:</b>	jrodriguez@foley.com		
<b>Correspondent Name:</b>	Jami A Gekas - Foley & Lardner LLP		
<b>Address Line 1:</b>	321 North Clark Street		
<b>Address Line 2:</b>	Suite 2800		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60654-5313		
<b>ATTORNEY DOCKET NUMBER:</b>	116515-0121		
<b>NAME OF SUBMITTER:</b>	Jami A. Gekas		
<b>SIGNATURE:</b>	/Jami A. Gekas/		
<b>DATE SIGNED:</b>	03/01/2019		
<b>Total Attachments: 1</b>			
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**TRADEMARK ASSIGNMENT**

WHEREAS, Mr. Donovan W. Berkely, a California resident ("Assignor"), is the owner of all worldwide right, title and interest in and to the following trademark and service marks, including the goodwill associated therewith and the corresponding U.S. trademark application and/or registration therefor (the "Marks"):

Mark	Country	Serial No.	Filing Date	Classes
SMILECLUB	United States	5,324,184	2/13/15	35, 36, 44
SMILE CLUB	United States	2,475,599	5/26/00	35

WHEREAS, Assignor wishes to assign, and SmileDirectClub, LLC a limited liability company of Tennessee, with a business address at 414 Union Street, 8<sup>th</sup> Floor, Nashville, Tennessee 37219 (hereinafter "Assignee"), wishes to acquire said Marks, and goodwill thereof;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee, all right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and the business or that portion of the business to which the Marks pertain, as well as all rights to injunctive relief, damages or profits, due or accrued, arising out of past infringement of the Marks or injury to said goodwill, and the right to jointly sue for and recover the same in Assignee's own name; this assignment being under covenant, not only that full power to make the same is had by the undersigned, but also that the assigned rights are not encumbered by any grant, license, or other right heretofore given.

IN WITNESS WHEREOF, the undersigned have executed this Trademark Assignment.

**Donovan W. Berkely, as Assignor**

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Date: \_\_\_\_\_

2/28/2019

Donovan Berkely

**SmileDirectClub, LLC, as Assignee**

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

[Signature]

Susan Greenspon Rammelt

General Counsel

03/01/2019