

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM528037

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
SMILEDIRECTCLUB, LLC		06/14/2019	Corporation: TENNESSEE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	JPMORGAN CHASE BANK, N.A.		
<b>Street Address:</b>	10 S. Dearborn St.		
<b>Internal Address:</b>	floor l2, suite il1-0480		
<b>City:</b>	chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60603		
<b>Entity Type:</b>	National Banking Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 38</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5053370	S	
<b>Registration Number:</b>	5037032	SMILECHECK	
<b>Registration Number:</b>	5049798	SMILECHECK	
<b>Registration Number:</b>	5697395	OPEN FOR A LIFETIME SUPPLY OF CONFIDENCE	
<b>Registration Number:</b>	5697396	SMILING IS CONTAGIOUS, JOIN THE CLUB.	
<b>Registration Number:</b>	5691833	THE GRIN LIFE	
<b>Registration Number:</b>	4147845	BRITEON!	
<b>Serial Number:</b>	86551405	SMILEDIRECTCLUB	
<b>Serial Number:</b>	87908496	SMILE DIRECT CLUB	
<b>Serial Number:</b>	87908507	SMILE DIRECT CLUB	
<b>Serial Number:</b>	87909895	SMILE DIRECT CLUB	
<b>Serial Number:</b>	87927012	SMILE DIRECT CLUB	
<b>Serial Number:</b>	87927042	SMILE DIRECT CLUB	
<b>Serial Number:</b>	87927047	SMILE DIRECT CLUB	
<b>Serial Number:</b>	87942796	SMILESHOP	
<b>Serial Number:</b>	87944567	SMILESHOP	
<b>Serial Number:</b>	87946696	SMILE DIRECT CLUB	
<b>Serial Number:</b>	87946706	SMILE DIRECT CLUB	

CH \$965.00 5053370

Property Type	Number	Word Mark
Serial Number:	88051592	CHEEKY MAGAZINE
Serial Number:	88110342	BRIGHT ON.
Serial Number:	88975042	BRIGHT ON.
Serial Number:	88110624	HOW CAN I MAKE YOU SMILE TODAY?
Serial Number:	88167840	SMILEPM
Serial Number:	88167830	SMILEPM
Serial Number:	88268868	SMILE DIRECT CLUB
Serial Number:	88268866	SMILE DIRECT CLUB
Serial Number:	88268858	SMILE DIRECT CLUB
Serial Number:	88268872	SMILE DIRECT CLUB
Serial Number:	88268877	SMILE DIRECT CLUB
Serial Number:	88268874	SMILE DIRECT CLUB
Serial Number:	88268880	SMILE DIRECT CLUB
Serial Number:	88268881	SMILE DIRECT CLUB
Serial Number:	88270716	SMILE DIRECT CLUB
Serial Number:	88268864	SMILE DIRECT CLUB
Serial Number:	88268825	SMILE DIRECT CLUB
Serial Number:	88268889	SMILE DIRECT CLUB
Serial Number:	88356711	SMILE DIRECT CLUB
Serial Number:	88356725	SMILE DIRECT CLUB

#### 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:** IPdocket@mayerbrown.com

**Correspondent Name:** Jonathan Brown, Mayer Brown LLP

**Address Line 1:** 71 S. Wacker Dr.

**Address Line 2:** Floor 42

**Address Line 4:** chicago, ILLINOIS 60606

**NAME OF SUBMITTER:** Jonathan Brown

**SIGNATURE:** /Jonathan Brown/

**DATE SIGNED:** 06/17/2019

**Total Attachments: 19**

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SHORT FORM

TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, this “**Trademark Security Agreement**”) dated as of June 14, 2019, is made by SMILEDIRECTCLUB, LLC, a Tennessee limited liability company (the “**Grantor**”) in favor of JPMORGAN CHASE BANK, N.A., as Collateral Agent (in such capacity, the “**Collateral Agent**”) on behalf of the Secured Parties. Capitalized terms used herein and not otherwise defined herein shall have the meanings assigned to such terms in the Loan Agreement and the Security Agreement identified below.

WHEREAS, the Grantor, its wholly owned subsidiary SDC U.S. SmilePay SPV, as borrower (the “**Borrower**”), the lenders from time to time party thereto (the “**Lenders**”), JPMorgan Chase Bank, N.A., as administrative agent, and the Collateral Agent have entered into a Loan and Security Agreement, dated as of June 14, 2019 (the “**Closing Date**”) (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “**Loan Agreement**”), pursuant to which the Lenders have agreed to make Advances to the Borrower upon the terms and subject to the conditions therein.

WHEREAS, in connection with the Loan Agreement, the Grantor has entered into a Pledge and Security Agreement dated as of the Closing Date (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”) in order to induce the Lenders to make Advances to the Borrower under the Loan Agreement.

WHEREAS, under the terms of the Security Agreement, the Grantor has granted to the Collateral Agent (acting on behalf of the Secured Parties) a security interest, among other property, in certain intellectual property of the Grantor, and has agreed as a condition thereof to execute this Trademark Security Agreement for recording with the United States Patent and Trademark Office.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor agrees as follows:

SECTION 1. Grant of Security. The Grantor hereby grants to the Collateral Agent a security interest in all of the Grantor’s right, title and interest in and to the registered Trademarks (as defined in the Security Agreement) set forth in Schedule A hereto (the “**Collateral**”).

SECTION 2. Security for Guaranteed Obligations. The grant of a security interest in the Collateral by the Grantor under this Trademark Security Agreement secures the payment of all Guaranteed Obligations (as defined in the Security Agreement) of the Grantor, whether direct or indirect, absolute or contingent, and whether for reimbursement obligations, indemnifications, contract causes of action, costs, expenses or otherwise.

SECTION 3. Recordation. This Trademark Security Agreement has been executed and delivered by the Grantor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The Grantor authorizes and requests that the Commissioner for Trademarks record this Trademark Security Agreement.

SECTION 4. Execution in Counterparts. This Trademark Security Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page of this Trademark Security Agreement by telecopy, emailed pdf. or any other electronic means that reproduces an image of the actual executed signature page shall be effective as delivery of a manually executed counterpart of this Trademark Security Agreement.

SECTION 5. Grants, Rights and Remedies. This Trademark Security Agreement has been entered into in conjunction with the provisions of the Security Agreement. The Grantor does hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Collateral Agent with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Trademark Security Agreement and the terms of the Security Agreement, the terms of the Security Agreement shall govern.

SECTION 6. Governing Law. THIS TRADEMARK SECURITY AGREEMENT AND THE OTHER TRANSACTION DOCUMENTS, INCLUDING THE RIGHTS AND DUTIES OF THE PARTIES HERETO, AND ANY CLAIM, CONTROVERSY, DISPUTE OR CAUSE OF ACTION (WHETHER IN CONTRACT OR TORT OR OTHERWISE) BASED UPON, ARISING OUT OF OR RELATING TO THIS TRADEMARK SECURITY AGREEMENT OR THE OTHER TRANSACTION DOCUMENTS SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK (INCLUDING SECTIONS 5-1401 AND 5-1402 OF THE GENERAL OBLIGATIONS LAW BUT OTHERWISE WITHOUT REGARD TO CONFLICT OF LAWS PRINCIPLES).

SECTION 7. Severability. Any provision in this Trademark Security Agreement held to be invalid, illegal or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such invalidity, illegality or unenforceability without affecting the validity, legality and enforceability of the remaining provisions thereof; and the invalidity of a particular provision in a particular jurisdiction shall not invalidate such provision in any other jurisdiction, and to this end the provisions of this Trademark Security Agreement are declared to be severable.

[Signature Pages Follow]

IN WITNESS WHEREOF, the Grantor has caused this Trademark Security Agreement to be duly executed and delivered by its officer thereunto duly authorized as of the date first above written.

GRANTOR:

SMILEDIRECTCLUB, LLC

By: 

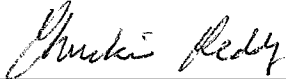
Name: Steve Katzman

Title: Chief Operating Officer

*[Signature Page to Trademark Security Agreement]*

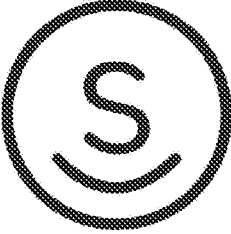
**TRADEMARK**  
**REEL: 006675 FRAME: 0292**

JPMORGAN CHASE BANK, N.A.,  
as Collateral Agent

By:   
Name: Cheekie Reddy  
Title: Managing Director

**SCHEDULE A**

**TRADEMARKS**

Name of Grantor	Country	Trademark	Registration/Application Date	Registration/Application Number
SmileDirectClub, LLC	United States	S and design mark  for orthodontic appliances (International class 10) and orthodontic services (International class 44)	October 4, 2016	5053370
SmileDirectClub, LLC	United States	SMILECHECK for orthodontic services (International class 44)	September 6, 2016	5037032
SmileDirectClub, LLC	United States	SMILECHECK for providing a website featuring non-downloadable cloud records containing data used in diagnosing, assessing, planning, managing, and providing orthodontic treatment (International Class 42)	September 27, 2016	5049798
SmileDirectClub, LLC	United States	OPEN FOR A LIFETIME SUPPLY OF CONFIDENCE. for Orthodontic treatment kits comprised of teeth aligners, protective carrying case, printed instructional manual, tooth whitening preparation and lip	March 12, 2019	5,697,395


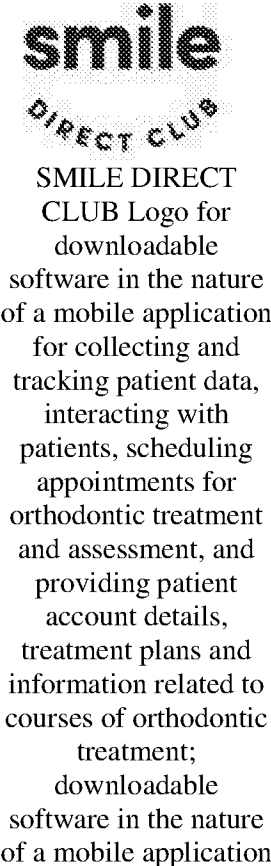



		balm (International Class 10)		
SmileDirectClub, LLC	United States	SMILING IS CONTAGIOUS, JOIN THE CLUB. for Dental impression kits comprised of dental impression trays, dental impression materials, smile stretcher, printed instructions and pre-labeled return packaging (International Class 10)	March 12, 2019	5,697,396
SmileDirectClub, LLC	United States	THE GRIN LIFE for Providing a website featuring blogs and non-downloadable publications in the nature of articles and posts in the field(s) of lifestyle, beauty, health, diet, wellness, orthodontia and oral health (International Class 41)	March 5, 2019	5,691,833
SmileDirectClub, LLC	United States	BRITEON! for Teeth whitening preparations and teeth whitening kits (International Class 3)	May 22, 2012	4,147,845


TRADEMARK APPLICATIONS

Name of Grantor	Country	Trademark	Application Filing Date	Application Serial Number
SmileDirectClub, LLC	United States	SMILEDIRECTCLUB for orthodontic appliances (International Class 10) and orthodontic services (International Class 44)	March 3, 2015	86551405
SmileDirectClub, LLC	United States	SMILE DIRECT CLUB for dental impression materials (International Class	May 4, 2018	87908496

		05)		
SmileDirectClub, LLC	United States	SMILE DIRECT CLUB for downloadable software in the nature of a mobile application for collecting and tracking patient data, interacting with patients, scheduling appointments for orthodontic treatment and assessment, and providing patient account details, treatment plans and information related to courses of orthodontic treatment; downloadable software in the nature of a mobile application for photo editing and providing customized previews of results to be expected from orthodontic treatment plans (International Class 09)	May 4, 2018	87908507
SmileDirectClub, LLC	United States	SMILE DIRECT CLUB for consultation services in the field of dentistry and orthodontia; providing information in the field of orthodontics; orthodontic scanning services; 3D scanning services using dental apparatus for dimensional measurement; dental and orthodontic evaluation and assessment services; web-based dental and orthodontic assessment services, namely, a series of	May 7, 2018	87909895

		dental-related questions for response from the user that result in a report providing a recommended course of orthodontic treatment and treatment information; teledentistry services (International Class 44)		
SmileDirectClub, LLC	United States	 <p>SMILE DIRECT CLUB Logo for dental impression materials (International Class 05)</p>	May 18, 2018	87927012
SmileDirectClub, LLC	United States	 <p>SMILE DIRECT CLUB Logo for downloadable software in the nature of a mobile application for collecting and tracking patient data, interacting with patients, scheduling appointments for orthodontic treatment and assessment, and providing patient account details, treatment plans and information related to courses of orthodontic treatment; downloadable software in the nature of a mobile application</p>	May 18, 2018	87927042

		for photo editing and providing customized previews of results to be expected from orthodontic treatment plans (International Class 09)		
SmileDirectClub, LLC	United States	 <p>SMILE DIRECT CLUB Logo for consultation services in the field of dentistry and orthodontia; providing information in the field of orthodontics; orthodontic scanning services; 3D scanning services using dental apparatus for dimensional measurement; dental and orthodontic evaluation and assessment services; web-based dental and orthodontic assessment services, namely, a series of dental-related questions for response from the user that result in a report providing a recommended course of orthodontic treatment and treatment information; teledentistry services (International Class 44)</p>	May 18, 2018	87927047
SmileDirectClub, LLC	United States	SMILESHOP for 3D scanning services using oral apparatus for dimensional measurement; Digital	May 31, 2018	87942796


		<p>imaging services using computer software to generate an electronic image of a user's projected results from clear-aligner treatment;</p> <p>Providing information in the field of clear-aligner treatment;</p> <p>Consultation services regarding treatment plans for addressing irregularities of the teeth and jaws using clear aligners;</p> <p>evaluation and assessment services to determine a candidate's eligibility for successful clear-aligner treatment (International Class 44)</p>		
SmileDirectClub, LLC	United States	<p>SMILESHOP for Retail store services featuring dental impression kits, orthodontic and dental supplies and access to licensed dental professionals (International Class 35)</p>	June 1, 2018	87944567
SmileDirectClub, LLC	United States	<p>SMILE DIRECT CLUB for Custom manufacture of teeth aligners; custom manufacture of orthodontic retainers (International Class 40)</p>	June 4, 2018	87946696
SmileDirectClub, LLC	United States	 <p>SMILE DIRECT CLUB Logo for Custom manufacture of teeth aligners;</p>	June 4, 2018	87946706

Schedule A

**TRADEMARK**  
**REEL: 006675 FRAME: 0299**

		custom manufacture of orthodontic retainers (International Class 40)		
SmileDirectClub, LLC	United States	<p>CHEEKY MAGAZINE for Electronic publications, namely, magazines featuring information on dentistry, orthodontics, dental hygiene, maintenance of a healthy smile and lifestyle and general human interest;</p> <p>Downloadable electronic newsletters delivered by e-mail in the field of dentistry, orthodontics, dental hygiene, maintenance of a healthy smile and lifestyle and general human interest;</p> <p>Downloadable electronic newsletters in the field of dentistry, orthodontics, dental hygiene, maintenance of a healthy smile and lifestyle and general human interest;</p> <p>Downloadable mobile applications for accessing information on dentistry, orthodontics, dental hygiene, maintenance of a healthy smile and lifestyle and general human interest (International Class 9);</p> <p>Magazines in the field of dentistry, orthodontics, dental hygiene, and</p>	July 25, 2018	88051592


		<p>maintenance of a healthy smile; printed magazines and newsletters in the field of general human interest; newsletters in the field of dentistry, orthodontics, dental hygiene, maintenance of a healthy smile and lifestyle and general human interest (International Class 16); and</p> <p>Providing on-line non-downloadable magazines in the field of dentistry, orthodontics, dental hygiene, and maintenance of a healthy smile; On-line electronic newsletters delivered by e-mail in the field of dentistry, orthodontics, dental hygiene, maintenance of a healthy smile and lifestyle and general human interest; Providing on-line newsletters in the field of dentistry, orthodontics, dental hygiene, maintenance of a healthy smile and lifestyle and general human interest; Providing on-line non-downloadable general feature magazines (International Class 41).</p>		
SmileDirectClub, LLC	United States	<p>BRIGHT ON. for Teeth whitening preparations; teeth whitening kit; application pens containing tooth whitening preparations (International Class 3)</p>	September 10, 2018	88110342




SmileDirectClub, LLC	United States	BRIGHT ON. for and Light-based medical devices, namely, a light-emitting diode (LED) device to accelerate tooth-whitening (International Class 10)	September 10, 2018	88975042
SmileDirectClub, LLC	United States	HOW CAN I MAKE YOU SMILE TODAY? for Retail store services featuring dental impression kits, orthodontic and dental supplies, information regarding clear-aligner treatment and access to licensed dental professionals, also accessible by telephone; providing advice and information by telephone about clear-aligner product and service availability and pricing, in connection with purchases made over the internet; sales promotion services (International Class 35)	September 10, 2018	88110624
SmileDirectClub, LLC	United States	SMILEPM for Teeth aligner therapy services (International Class 44)	October 24, 2018	88167840
SmileDirectClub, LLC	United States	SMILEPM for Teeth aligners (International Class 10)	October 24, 2018	88167830
SmileDirectClub, LLC	United States	 for Tooth whitening preparations; teet whitening kit; lip balm (International Class 3)	January 20, 2019	88/268,868
SmileDirectClub, LLC	United States	SMILE DIRECT CLUB for Tooth	January 20, 2019	88/268,866

Schedule A

**TRADEMARK**  
**REEL: 006675 FRAME: 0302**




		whitening preparations; teet whitening kit; lip balm (International Class 3)		
SmileDirectClub, LLC	United States	 <p>for Dental impression trays; LED tooth whitening light; protective carrying cases for teeth aligners; teeth aligners; orthodontic appliances; orthodontic retainers; dental impression kits comprised of dental impression trays, dental impression materials, smile stretcher, printed instructions and pre-labeled return packaging; orthodontic treatment kits comprised of teeth aligners, protective carrying case, printed instructional manual, tooth whitening preparation and lip balm (International Class 10)</p>	January 20, 2019	88/268,858
SmileDirectClub, LLC	United States	<p>SMILE DIRECT CLUB</p> <p>for Dental impression trays; LED tooth whitening light; protective carrying cases for teeth aligners; teeth aligners; orthodontic appliances; orthodontic retainers; dental impression kits comprised of dental impression trays, dental impression</p>	January 20, 2019	88/268,872

		materials, smile stretcher, printed instructions and pre-labeled return packaging; orthodontic treatment kits comprised of teeth aligners, protective carrying case, printed instructional manual, tooth whitening preparation and lip balm (International Class 10)		
SmileDirectClub, LLC	United States	 <p>for Tote bags (International Class 18)</p>	January 20, 2019	88/268,877
SmileDirectClub, LLC	United States	<p>SMILE DIRECT CLUB for Tote bags (International Class 18)</p>	January 20, 2019	88/268,874
SmileDirectClub, LLC	United States	 <p>for Insulated containers for food or beverage for domestic use; coffee mugs; water bottles (International Class 21)</p>	January 20, 2019	88/268,880
SmileDirectClub, LLC	United States	<p>SMILE DIRECT CLUB for Insulated containers for food or beverage for domestic use; coffee mugs; water bottles (International Class 21)</p>	January 20, 2019	88/268,881
SmileDirectClub, LLC	United States		January 22, 2019	88/270,716


Schedule A

**TRADEMARK**  
**REEL: 006675 FRAME: 0304**

		for providing a website featuring blogs, videos and non-downloadable publications in the nature of articles and posts in the field(s) of lifestyle, beauty, health, diet, wellness, orthodontia and oral health; training and educational services in the fields of dentistry and orthodontia (International Class 41)		
SmileDirectClub, LLC	United States	SMILE DIRECT CLUB for providing a website featuring blogs, videos and non-downloadable publications in the nature of articles and posts in the field(s) of lifestyle, beauty, health, diet, wellness, orthodontia and oral health; training and educational services in the fields of dentistry and orthodontia (International Class 41)	January 20, 2019	88/268,864
SmileDirectClub, LLC	United States	 <p>for Online non-downloadable software for viewing 3D computer models of human teeth; computer modeling services; dental laboratory services; online non-downloadable digital imaging software used to depict teeth and projected results</p>	January 20, 2019	88/268,825

		<p>following proposed treatment plan; providing a website featuring non-downloadable cloud records containing data used in diagnosing, assessing, planning, managing, and providing orthodontic treatment; online non-downloadable software for collecting and tracking patient data, interacting with patients, scheduling appointments for orthodontic treatment and assessment, and providing patient account details, treatment plans and information related to courses of orthodontic treatment; online non-downloadable software for photo editing and providing customized previews of results to be expected from orthodontic treatment plans (International Class 42)</p>		
SmileDirectClub, LLC	United States	<p>SMILE DIRECT CLUB for Online non-downloadable software for viewing 3D computer models of human teeth; computer modeling services; dental laboratory services; online non-downloadable digital imaging software used to depict teeth and projected results following proposed</p>	January 20, 2019	88/268,889

		<p>treatment plan; providing a website featuring non-downloadable cloud records containing data used in diagnosing, assessing, planning, managing, and providing orthodontic treatment; online non-downloadable software for collecting and tracking patient data, interacting with patients, scheduling appointments for orthodontic treatment and assessment, and providing patient account details, treatment plans and information related to courses of orthodontic treatment; online non-downloadable software for photo editing and providing customized previews of results to be expected from orthodontic treatment plans (International Class 42)</p>		
SmileDirectClub, LLC	United States	<p>SMILE DIRECT CLUB for Portable selfie lights; magnetically encoded gift cards; gift cards for digital delivery (International Class 9); Rubber or silicone wristbands in the nature of a bracelet (International Class 14); Clothing, namely, t-shirts, sweatshirts and hoodies (Class 25); and Retail outlets featuring dental impression kits,</p>	March 26, 2019	88/356,711

		<p>orthodontic and dental supplies, giftware and access to licensed dental professionals; online retail store services featuring dental impression kits, orthodontic and dental supplies, giftware, gift cards, and clothing and accessories (International Class 35)</p>		
SmileDirectClub, LLC	United States	 <p>for Portable selfie lights; magnetically encoded gift cards; gift cards for digital delivery (International Class 9); Rubber or silicone wristbands in the nature of a bracelet (International Class 14); Clothing, namely, t-shirts, sweatshirts and hoodies (Class 25); and Retail outlets featuring dental impression kits, orthodontic and dental supplies, giftware and access to licensed dental professionals; online retail store services featuring dental impression kits, orthodontic and dental supplies, giftware, gift cards, and clothing and accessories (International Class 35)</p>	March 26, 2019	88/356,725