

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM639355

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	RELEASE OF SECURITY INTEREST

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
JPMORGAN CHASE BANK, N.A.		05/12/2020	NATIONAL BANKING ASSOCIATION: UNITED STATES

## RECEIVING PARTY DATA

<b>Name:</b>	SmileDirectClub, LLC
<b>Street Address:</b>	414 Union Street
<b>City:</b>	Nashville
<b>State/Country:</b>	TENNESSEE
<b>Postal Code:</b>	37219
<b>Entity Type:</b>	Limited Liability Company: TENNESSEE

## PROPERTY NUMBERS Total: 38

Property Type	Number	Word Mark
Registration Number:	5053370	S
Registration Number:	5037032	SMILECHECK
Registration Number:	5049798	SMILECHECK
Registration Number:	5697395	OPEN FOR A LIFETIME SUPPLY OF CONFIDENCE
Registration Number:	5697396	SMILING IS CONTAGIOUS, JOIN THE CLUB.
Registration Number:	5691833	THE GRIN LIFE
Registration Number:	4147845	BRITEON!
Serial Number:	86551405	SMILEDIRECTCLUB
Serial Number:	87908496	SMILE DIRECT CLUB
Serial Number:	87908507	SMILE DIRECT CLUB
Serial Number:	87909895	SMILE DIRECT CLUB
Serial Number:	87927012	SMILE DIRECT CLUB
Serial Number:	87927042	SMILE DIRECT CLUB
Serial Number:	87927047	SMILE DIRECT CLUB
Serial Number:	87942796	SMILESHOP
Serial Number:	87944567	SMILESHOP
Serial Number:	87946696	SMILE DIRECT CLUB
Serial Number:	87946706	SMILE DIRECT CLUB

OP \$965.00 5053370

TRADEMARK

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.*

**Phone:** 214-999-4283

**Email:** ttran@foley.com

**Correspondent Name:** Tuan Tran/ Foley & Lardner LLP

**Address Line 1:** 2021 McKinney Avenue

**Address Line 2:** Suite 1600

**Address Line 4:** Dallas, TEXAS 75201

<b>NAME OF SUBMITTER:</b>	Tuan Tran
<b>SIGNATURE:</b>	/TUAN TRAN/
<b>DATE SIGNED:</b>	04/14/2021

**Total Attachments: 18**

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**TERMINATION AND RELEASE OF SECURITY INTEREST  
IN TRADEMARKS**

This **TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS**, dated as of May 12, 2020 (“Release”), is made by JPMORGAN CHASE BANK N.A., as Collateral Agent (“Collateral Agent”), in favor of SMILEDIRECTCLUB, LLC, a Tennessee limited liability company (“Grantor”).

**WHEREAS**, pursuant to that certain Pledge and Security Agreement dated as of June 14, 2019 (as amended, restated, supplemented, modified, extended, renewed or replaced from time to time, the “Security Agreement”) by and between Grantor and Collateral Agent and the Trademark Security Agreement dated as of June 14, 2019 by and between Grantor and Collateral Agent (“Trademark Security Agreement”), Grantor granted to the Collateral Agent, for the benefit of the Secured Parties, a lien on and security interest in and to all of its right, title and interest in, to, and under all Trademarks of Grantor listed on Schedule A of the Trademark Security Agreement (the “Trademark Collateral”); and

**WHEREAS**, the Trademark Security Agreement was recorded at the United States Patent and Trademark Office (“USPTO”) on June 17, 2019 at Reel 6675 Frame 0287.

**NOW THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Collateral Agent, on behalf of the Secured Parties, and Grantor agree as follows:

**SECTION 1. Defined Terms.** All capitalized terms used herein but not otherwise defined herein have the meanings given to them in the Security Agreement or Trademark Security Agreement.

**SECTION 2. Termination and Release.** Collateral Agent, on behalf of the Secured Parties, without representation, warranty, or recourse, hereby:

(a) terminates, cancels, discharges, and releases the lien on and security interest in and to all of Grantor’s right, title, and interest in, to, and under all of the Trademark Collateral, including, but not limited to, the foregoing listed on Schedule I attached hereto, granted pursuant to the Security Agreement or Trademark Security Agreement; and

(b) authorizes the recordation of this Release with the USPTO at Grantor’s expense.

**SECTION 3. Choice of Law.** This Release shall be governed by and construed in accordance with the laws of the State of New York.

**IN WITNESS WHEREOF**, the Collateral Agent, on behalf of the Secured Parties, has caused this Termination and Release of Security Interest in Trademarks to be duly executed as of the date first set forth above.

Collateral Agent:


JPMorgan Chase Bank, N.A., as Collateral Agent

By: *Charles Kelly*  
Name: Charles Kelly  
Title: Managing Director

**Schedule I**

[See attached.]

TRADEMARKS

Name of Grantor	Country	Trademark	Registration/Application Date	Registration/Application Number
SmileDirectClub, LLC	United States	<p>S and design mark</p>  <p>for orthodontic appliances (International class 10) and orthodontic services (International class 44)</p>	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	<p>OPEN FOR A LIFETIME SUPPLY OF CONFIDENCE.</p> <p>for Orthodontic treatment kits comprised of teeth aligners, protective carrying case, printed instructional manual, tooth whitening preparation and lip</p>	March 12, 2019	5,697,395


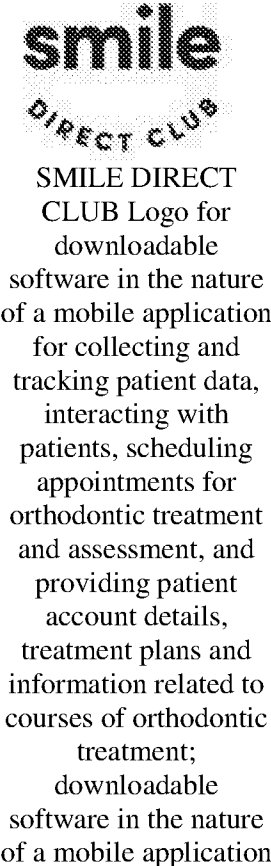
		balm (International Class 10)		
SmileDirectClub, LLC	United States	SMILING IS CONTAGIOUS, JOIN THE CLUB. for Dental impression kits comprised of dental impression trays, dental impression materials, smile stretcher, printed instructions and pre-labeled return packaging (International Class 10)	March 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;          Providing information in the field of clear-aligner treatment;          Consultation services regarding treatment plans for addressing irregularities of the teeth and jaws using clear aligners;          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




		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

		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

		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