

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM695609

<b>SUBMISSION TYPE:</b>	RESUBMISSION
<b>NATURE OF CONVEYANCE:</b>	NUNC PRO TUNC ASSIGNMENT
<b>EFFECTIVE DATE:</b>	04/21/2018
<b>RESUBMIT DOCUMENT ID:</b>	900655789

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Devereux and Nguyen, LLC		10/29/2021	Limited Liability Company: LOUISIANA
SmileLogics, LLC		10/29/2021	Limited Liability Company: LOUISIANA

## RECEIVING PARTY DATA

<b>Name:</b>	Smile Doctors LLC
<b>Street Address:</b>	285 SE Inner Loop, Ste 110
<b>City:</b>	Georgetown
<b>State/Country:</b>	TEXAS
<b>Postal Code:</b>	78626
<b>Entity Type:</b>	Limited Liability Company: DELAWARE

## PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
<b>Registration Number:</b>	5049146	WHEN YOU SMILE WE SMILE
<b>Registration Number:</b>	5378980	DN ORTHODONTICS

## 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: smartinez@mcguirewoods.com

Correspondent Name: Stephanie Martinez

Address Line 1: 800 E Canal Street

Address Line 4: Richmond, VIRGINIA 23219

<b>NAME OF SUBMITTER:</b>	Stephanie Martinez
<b>SIGNATURE:</b>	/Stephanie Martinez/
<b>DATE SIGNED:</b>	12/17/2021

Total Attachments: 5

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## NUNC PRO TUNC TRADEMARK ASSIGNMENT

THIS NUNC PRO TUNC TRADEMARK ASSIGNMENT, effective as of April 21, 2018 (this "Assignment"), is made by and between, on the one hand, Devereux and Nguyen, LLC, a Louisiana limited liability company, and SmileLogics, LLC, a Louisiana limited liability company (collectively, "Assignors"), and, on the other hand, Smile Doctors LLC, a Delaware limited liability company ("Assignee"). All capitalized terms not defined herein shall have the meaning set forth in the Purchase Agreement (as defined hereinafter).

### Background

WHEREAS, on April 19, 2018, Assignors and Assignee, together with other parties, entered into that certain Asset Purchase and Contribution Agreement (the "Purchase Agreement"), pursuant to which Assignors agreed to sell, transfer, convey, assign and deliver to Assignee at the Closing all of Assignors' right, title, and interest in and to all assets of Assignors;

WHEREAS, in accordance with the Purchase Agreement, Assignors desire to assign to Assignee, and Assignee desires to acquire, all trademarks, service marks, trade names, and other designations of origin owned by Assignors and used in the Orthodontic Practice, including, without limitation, the trademark registrations set forth on Schedule I hereto and any and all common law rights thereto (collectively, the "Marks"), together with the business that was existing and ongoing as of the Closing in connection with which the Marks have been used as well as the goodwill of such business and all Personal Goodwill (collectively, the "Goodwill");

Therefore, the parties hereby agrees as follows:

### Agreement

1. Assignors hereby convey, assign, sell and transfer to Assignee each of their entire right, title and interest in and to the Marks and the Goodwill, to be held and enjoyed by Assignee for its own use and benefit and for the use and benefit of its subsidiaries, successors, assigns and legal representatives, to be used as fully and entirely as such rights would have been held and enjoyed by Assignors had this Assignment and sale not been made. Without limiting the generality of the foregoing, this Assignment shall also include all U.S. and foreign trademark and service mark applications, registrations and similar filings for the Marks and all extensions or renewals thereof, all rights to income or royalties in connection with any or all of the foregoing, and any and all rights to sue for claims and remedies against past, present and future infringements of any or all of the foregoing, and rights for priority and protection of interests therein under the laws of any jurisdiction.

2. Assignors hereby represent, warrant and covenant that no assignment, sale, agreement or encumbrance has been or will be made or entered into which would conflict with this Assignment.

3. Assignors represent, warrant and covenant that Assignors have full power to make this Assignment and Assignors shall execute such further assignments and related documents with

respect to the Marks, the applications, the registrations, and the Goodwill as Assignee shall reasonably request.


4. This Assignment shall be construed, performed and enforced in accordance with, and governed by the laws of the State of Delaware, without giving effect to the principles of conflicts of laws thereof.

5. This Assignment shall be binding on, and shall inure to the benefit of, the parties hereto and their respective successors and assigns.

Assignors and Assignee have caused this Assignment to be executed by their proper officers duly authorized as of the day and year first above written.

**ASSIGNOR:**


**DEVEREUX AND NGUYEN, LLC**

By:  \_\_\_\_\_  
Phuong Nguyen (Oct 29, 2021 15:54 CDT)

Name: Phuong Nguyen

Title: Manager

**SMILELOGICS, LLC**

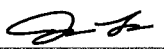
By:  \_\_\_\_\_  
Phuong Nguyen (Oct 29, 2021 15:54 CDT)

Name: Phuong Nguyen

Title: Manager

**ASSIGNEE:**

**SMILE DOCTORS LLC**

By:  \_\_\_\_\_  
Jim Lebs (Oct 28, 2021 17:41 CDT)

Name: Jim Lebs

Title: CFO

**SCHEDULE I**

U.S. Trademarks

<b>MARK</b>	<b>OWNER</b>	<b>APP. / REG. NO.</b>	<b>GOODS/SERVICES</b>
WHEN YOU SMILE WE SMILE	Devereux and Nguyen, LLC	86/910,304 5,049,146	Dentistry services; Orthodontic services
DN ORTHODONTICS	SmileLogics, LLC	87/486,738 5,378,980	Dentistry services; Orthodontic services






# Devereux Nunc Pro Tunc Trademark Assignment

Final Audit Report

2021-10-28

Created:	2021-10-28
By:	Sherrie Greenville (Sherrie.Greenville@smiledoctors.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAA7c2rQFJ8jOSMoHVtEgwiCkLauQV6G3ZA

## "Devereux Nunc Pro Tunc Trademark Assignment" History

-  Document created by Sherrie Greenville (Sherrie.Greenville@smiledoctors.com)  
2021-10-28 - 10:04:37 PM GMT
-  Document emailed to Jim Lebs (jim.lebs@smiledoctors.com) for signature  
2021-10-28 - 10:05:11 PM GMT
-  Email viewed by Jim Lebs (jim.lebs@smiledoctors.com)  
2021-10-28 - 10:33:37 PM GMT
-  Document e-signed by Jim Lebs (jim.lebs@smiledoctors.com)  
Signature Date: 2021-10-28 - 10:41:14 PM GMT - Time Source: server
-  Agreement completed.  
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