

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM724596

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SmileDirectClub, LLC		04/27/2022	Limited Liability Company: TENNESSEE
RECEIVING PARTY DATA			
Name:	SDC U.S. SmilePay SPV		
Street Address:	1100 N. Market Street		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19890		
Entity Type:	Business Trust: DELAWARE		
PROPERTY NUMBERS Total: 14			
Property Type	Number	Word Mark	
Registration Number:	6420320	HOW CAN I MAKE YOU SMILE TODAY?	
Registration Number:	6608957	NIGHTTIME CLEAR ALIGNERS	
Registration Number:	6608958	NIGHTTIME CLEAR ALIGNERS	
Registration Number:	5848360	SMILE DIRECT CLUB	
Registration Number:	6273187	SMILE DIRECT CLUB	
Registration Number:	5848278	SMILE DIRECT CLUB	
Registration Number:	6273186	SMILE DIRECT CLUB	
Registration Number:	5848277	SMILE DIRECT CLUB	
Registration Number:	5978374	SMILEDIRECTCLUB	
Registration Number:	5822959	SMILESHOP	
Registration Number:	5846566	SMILESHOP	
Serial Number:	90906041	COMFORT SENSE	
Serial Number:	87908507	SMILE DIRECT CLUB	
Serial Number:	97255556	SMILE JOURNEY	
CORRESPONDENCE DATA			
Fax Number:	2127514864		
<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>			

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Phone: 12129061216
Email: angela.amaru@lw.com
Correspondent Name: Latham & Watkins LLP c/o Angela M. Amaru
Address Line 1: 1271 Avenue of the Americas
Address Line 4: New York, NEW YORK 10020

ATTORNEY DOCKET NUMBER: 050485-0209

NAME OF SUBMITTER: Angela M. Amaru

SIGNATURE: /s/Angela M. Amaru

DATE SIGNED: 04/28/2022

Total Attachments: 3

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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this “Assignment”) effective as of April 27, 2022, is made and entered into by and between SMILEDIRECTCLUB, LLC, a Tennessee limited liability company, as assignor (“Assignor”), in favor of SDC U.S. SMILEPAY SPV, a Delaware statutory trust, as assignee (“Assignee”).

WHEREAS, Assignor is the owner of the trademark registrations and applications identified in the attached Schedule C (the “Trademarks”);

WHEREAS, pursuant to that certain Purchase and Sale Agreement by and between the parties dated as of April 27, 2022, Assignor has assigned to Assignee all right, title and interest in and to the Trademarks, and Assignor has agreed to execute this Assignment in order to evidence, effectuate and record such assignment in the United States Patent and Trademark Office;

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby contributes, transfers, assigns and conveys to Assignee all of Assignor’s right, title and interest in and to (i) the Trademarks, and all trademark registrations and applications for the registration thereof, including the registrations and applications identified in the attached Schedule C, (ii) all renewals of the foregoing, (iii) the goodwill of the business connected with the use of or symbolized by the foregoing, (iv) all proceeds of the foregoing, including all income, royalties, damages, and payments now or hereafter due or payable with respect thereto, including, without limitation, damages, claims, and payments for past, present and future infringements thereof, (v) all rights to sue for past, present, and future infringements of the foregoing, including the right to settle suits involving claims and demands for royalties owing, and (vi) all other rights accruing thereunder or pertaining thereto throughout the world.

Assignor hereby authorizes and requests the United States Patent and Trademark Office to record Assignee as the assignee and owner of the Trademarks. This Assignment will be governed by, and construed and enforced in accordance with, the substantive laws of the State of New York, without regard to its principles of conflict of laws.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed and delivered as of the date first written above.

ASSIGNOR:

SMILEDIRECTCLUB, LLC

By: *Troy Crawford*

Name: Troy Crawford

Title: Interim Chief Financial Officer

[Signature Page to Trademark Assignment]

TRADEMARK
REEL: 007705 FRAME: 0155

SCHEDULE C
to
TRADEMARK ASSIGNMENT

TRADEMARK REGISTRATIONS AND APPLICATIONS

Trademark	Application/Registration No.	Filing Date	Registration Date
COMFORT SENSE	90906041	August 27, 2021	
HOW CAN I MAKE YOU SMILE TODAY?	88110624 6420320	September 10, 2018	July 13, 2021
NIGHTTIME CLEAR ALIGNERS	88679840 6608957	November 4, 2019	January 4, 2022
NIGHTTIME CLEAR ALIGNERS	88679846 6608958	November 4, 2019	January 4, 2022
SMILE DIRECT CLUB	87946696 5848360	June 4, 2018	September 3, 2019
SMILE DIRECT CLUB	87983616 6273187	May 18, 2018	February 16, 2021
SMILE DIRECT CLUB	87909895 5848278	May 7, 2018	September 3, 2019
SMILE DIRECT CLUB	87983615 6273186	May 4, 2018	
SMILE DIRECT CLUB	87908507	May 4, 2018	
SMILE DIRECT CLUB	87908496 5848277	May 4, 2018	September 3, 2019
SMILE JOURNEY	97255556	February 7, 2022	
SMILEDIRECTCLUB	86551405 5978374	March 3, 2015	February 4, 2020
SMILESHOP	87944567 5822959	June 1, 2018	July 30, 2019
SMILESHOP	87942796 5846566	May 31, 2018	August 27, 2019