

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM578436

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		05/12/2020	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:	Statutory trust: DELAWARE		
PROPERTY NUMBERS Total: 35			
Property Type	Number	Word Mark	
Registration Number:	5053370	S	
Registration Number:	5037032	SMILECHECK	
Registration Number:	5049798	SMILECHECK	
Registration Number:	5904212	SMILE DIRECT CLUB	
Registration Number:	5904213	SMILE DIRECT CLUB	
Registration Number:	5904249	SMILE DIRECT CLUB	
Registration Number:	5855088	BRIGHT ON.	
Registration Number:	5794726	BRIGHT ON.	
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:	88268868	SMILE DIRECT CLUB	
Serial Number:	88268866	SMILE DIRECT CLUB	
Serial Number:	88268858	SMILE DIRECT CLUB	
Serial Number:	88268872	SMILE DIRECT CLUB	
Registration Number:	5827013	SMILE DIRECT CLUB	
Registration Number:	5827012	SMILE DIRECT CLUB	
Registration Number:	5866424	SMILE DIRECT CLUB	
TRADEMARK			

OP \$890.00 5053370

Property Type	Number	Word Mark
Registration Number:	5866425	SMILE DIRECT CLUB
Registration Number:	5987767	SMILE DIRECT CLUB
Registration Number:	5987755	SMILE DIRECT CLUB
Serial Number:	88356711	SMILE DIRECT CLUB
Registration Number:	5926755	SMILE DIRECT CLUB
Serial Number:	88356725	SMILE DIRECT CLUB
Registration Number:	5926756	SMILE DIRECT CLUB
Registration Number:	6049239	SMILE SPA
Registration Number:	2475599	SMILE CLUB
Registration Number:	5324184	SMILECLUB
Registration Number:	5958097	NIGHTTIME CLEAR ALIGNERS
Serial Number:	88569244	SMILES MADE HERE
Serial Number:	88817207	SMILE DIRECT CLUB
Serial Number:	88817226	SMILE DIRECT CLUB
Serial Number:	88817238	SMILE DIRECT CLUB
Serial Number:	88817248	SMILE DIRECT CLUB

CORRESPONDENCE DATA

Fax Number: 3128324700

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: 3128324500

Email: jrodriguez@foley.com

Correspondent Name: Jami A. Gekas - Foley & Lardner LLP

Address Line 1: 321 North Clark Street

Address Line 2: Suite 3000

Address Line 4: Chicago, ILLINOIS 60654-4762

ATTORNEY DOCKET NUMBER:	116515-0199
NAME OF SUBMITTER:	Jami A. Gekas
SIGNATURE:	/Jami A. Gekas/
DATE SIGNED:	05/28/2020

Total Attachments: 14

- source=SDC - Trademark Assignment Executed US Only#page1.tif
- source=SDC - Trademark Assignment Executed US Only#page2.tif
- source=SDC - Trademark Assignment Executed US Only#page3.tif
- source=SDC - Trademark Assignment Executed US Only#page4.tif
- source=SDC - Trademark Assignment Executed US Only#page5.tif
- source=SDC - Trademark Assignment Executed US Only#page6.tif
- source=SDC - Trademark Assignment Executed US Only#page7.tif
- source=SDC - Trademark Assignment Executed US Only#page8.tif
- source=SDC - Trademark Assignment Executed US Only#page9.tif

source=SDC - Trademark Assignment Executed US Only#page10.tif
source=SDC - Trademark Assignment Executed US Only#page11.tif
source=SDC - Trademark Assignment Executed US Only#page12.tif
source=SDC - Trademark Assignment Executed US Only#page13.tif
source=SDC - Trademark Assignment Executed US Only#page14.tif

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Assignment") effective as of the 12th day of May, 2020, 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 A (the "Trademarks");

WHEREAS, pursuant to that certain Purchase and Sale Agreement by and between the parties dated as of the date hereof, 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 and corresponding offices in other applicable jurisdictions;

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 A, (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 or foreign or international intellectual property office, as applicable, 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

Steve Katzman

By: _____

Name: Steve Katzman

Title: Chief Operating Officer

[Signature page to Trademark Assignment]

SCHEDULE A
to
TRADEMARK ASSIGNMENT


TRADEMARK REGISTRATIONS AND APPLICATIONS




[See attached]

SCHEDULE A
to
TRADEMARK ASSIGNMENT


TRADEMARK REGISTRATIONS AND APPLICATIONS


TRADEMARKS




United States of America					
<u>Company</u>	<u>Trademark</u>	<u>Application or Registration No.</u>	<u>Filing Date</u>	<u>Registration Date</u>	<u>Status</u>
SmileDirectClub, LLC	S and design mark  for orthodontic appliances (International class 10) and orthodontic services (International class 44)	5053370	January 25, 2016	October 4, 2016	Registered
SmileDirectClub, LLC	SMILECHECK for orthodontic services (International class 44)	5037032	August 14, 2014	September 6, 2016	Registered
SmileDirectClub, LLC	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)	5049798	March 10, 2016	September 27, 2016	Registered
SmileDirectClub, LLC		87927012	May 18, 2018	November 5, 2019	Registered

	 <p>SMILE DIRECT CLUB Logo for dental impression materials (International Class 05)</p>	5904212			
SmileDirectClub, LLC	 <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>	87927047 5904213	May 18, 2018	November 5, 2019	Registered
SmileDirectClub, LLC		87946706 5904249	June 4, 2018	November 5, 2019	Registered


	SMILE DIRECT CLUB Logo for Custom manufacture of teeth aligners; custom manufacture of orthodontic retainers (International Class 40)				
SmileDirectClub, LLC	BRIGHT ON. for Teeth whitening preparations; teeth whitening kit, and application pens containing tooth whitening preparations, all exclusively for distribution and sale through online and physical exclusive retail outlets directed to smile-enhancement services; none of the foregoing in the nature of skincare preparations or beauty masks (International Class 3)	88110342 5,855,088	September 10, 2018	September 10, 2019	Registered
SmileDirectClub, LLC	BRIGHT ON. for and Light-based medical devices, namely, a light-emitting diode (LED) device to accelerate tooth-whitening (International Class 10)	88975042 (child application of 88110342) 5,794,726	September 10, 2018	July 2, 2019	Registered
SmileDirectClub, LLC	OPEN FOR A LIFETIME SUPPLY OF CONFIDENCE. for Orthodontic treatment kits comprised of teeth aligners, protective carrying case, printed instructional manual, tooth whitening	88111916 5,697,395	September 11, 2018	March 12, 2019	Registered


	preparation and lip balm (International Class 10)				
SmileDirectClub, LLC	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)	88111924 5,697,396	September 11, 2018	March 12, 2019	Registered
SmileDirectClub, LLC	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)	88113425 5,691,833	September 12, 2018	March 5, 2019	Registered
SmileDirectClub, LLC	BRITEON! for Teeth whitening preparations and teeth whitening kits (International Class 3)	4,147,845	June 15, 2011	May 22, 2012	Registered
SmileDirectClub, LLC	 for Tooth whitening preparations; teet whitening kit; lip balm (International Class 3)	88/268,868	January 20, 2019		Pending
SmileDirectClub, LLC	SMILE DIRECT CLUB for Tooth whitening preparations; teet whitening kit; lip balm (International Class 3)	88/268,866	January 20, 2019		Pending


SmileDirectClub, LLC	 <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>	88/268,858	January 20, 2019		Pending
SmileDirectClub, LLC	<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 materials, smile stretcher, printed instructions and pre-labeled return packaging;</p>	88/268,872	January 20, 2019		Pending


	orthodontic treatment kits comprised of teeth aligners, protective carrying case, printed instructional manual, tooth whitening preparation and lip balm (International Class 10)				
SmileDirectClub, LLC	 for Tote bags (International Class 18)	88/268,877 5,827,013	January 20, 2019	August 6, 2019	Registered
SmileDirectClub, LLC	SMILE DIRECT CLUB for Tote bags (International Class 18)	88/268,874 5,827,012	January 20, 2019	August 6, 2019	Registered
SmileDirectClub, LLC	 for Insulated containers for food or beverage for domestic use; coffee mugs; water bottles (International Class 21)	88/268,880 5,866,424	January 20, 2019	September 24, 2019	Registered
SmileDirectClub, LLC	SMILE DIRECT CLUB for Insulated containers for food or beverage for domestic use; coffee mugs; water bottles (International Class 21)	88/268,881 5,866,425	January 20, 2019	September 24, 2019	Registered
	 providing a website featuring blogs, non-downloadable videos and non-downloadable	88/270,716 5,987,767	January 22, 2019	February 18, 2020	Registered

	publications in the nature of articles and posts in the fields of lifestyle, beauty, health, diet, wellness, orthodontia and oral health; training and educational services, namely, providing classes, online non-downloadable educational videos, and in-person training programs in the fields of dentistry and orthodontia and distributing educational materials in connection therewith (International Class 41)				
SmileDirectClub, LLC	SMILE DIRECT CLUB for providing a website featuring blogs, non-downloadable videos and non-downloadable publications in the nature of articles and posts in the fields of lifestyle, beauty, health, diet, wellness, orthodontia and oral health; training and educational services, namely, providing classes, online non-downloadable educational videos, and in-person training programs in the fields of dentistry and orthodontia and distributing educational materials in connection therewith (International Class 41)	88/268,864 5,987,755	January 20, 2019	February 18, 2020	Registered
SmileDirectClub, LLC	SMILE DIRECT CLUB for Retail outlets featuring dental impression kits,	88/356,711	March 26, 2019		Pending

	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)				
SmileDirectClub, LLC	SMILE DIRECT CLUB for Portable selfie lights for use in mobile phone photography; magnetically encoded gift cards; downloadable 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)	88/975,564 (child application) 5926755	March 26, 2019	December 3, 2019	Registered
SmileDirectClub, LLC	 <p>for 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</p>	88/356,725	March 26, 2019		Pending

	accessories (International Class 35)				
SmileDirectClub, LLC	 <p>for Portable selfie lights for use in mobile phone photography; magnetically encoded gift cards; downloadable 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)</p>	88/975,565 Child application 5926756	March 26, 2019	December 3, 2019	Registered
SmileDirectClub, LLC	SMILE SPA for Electrical ultrasonic and ultraviolet cleaning units for aligners, retainers, toothbrush heads, and other dental and orthodontic appliances (International Class 7)	88/388,245 6,049,239	April 16, 2019	May 5, 2020	Registered
SmileDirectClub, LLC	SMILE CLUB	2475599	May 26, 2000	August 7, 2001	Registered
SmileDirectClub, LLC	SMILECLUB	5324184	February 13, 2015	October 31, 2017	Registered
SmileDirectClub, LLC	NIGHTTIME CLEAR ALIGNERS for Teeth aligners (International Class 10); and Teeth aligner therapy services (International Class 44)	88/545,809 5958097	July 29, 2019	January 7, 2020	Registered

SmileDirectClub, LLC	SMILES MADE HERE for Retail store services featuring dental impression kits, orthodontic and dental supplies and access to licensed dental professionals (International Class 35); and 3D scanning services using oral apparatus for dimensional measurement; digital 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)	88569244	August 7, 2019		Pending
SmileDirectClub, LLC	SMILE DIRECT CLUB for Toothpaste; cleaning preparations (International Class 3)	88817207	March 2, 2020		Pending
SmileDirectClub, LLC		88817226	March 2, 2020		Pending

	for Toothpaste; cleaning preparations (International Class 3)				
SmileDirectClub, LLC	SMILE DIRECT CLUB for Toothbrushes; dental flossers; electric toothbrush replacement heads; replacement heads for electric dental flossers (International Class 21)	88817238	March 2, 2020		Pending
SmileDirectClub, LLC	 for Toothbrushes; dental flossers; electric toothbrush replacement heads; replacement heads for electric dental flossers (International Class 21)	88817248	March 2, 2020		Pending