

ASSIGNMENT

Whereas Dental Care Alliance, Inc. ("DCA"), a Delaware corporation, having offices in Sarasota, Florida, ("Assignor") has used the INTERDENT mark on and in connection with on-line dental practice business management services; dental practice management services, cooperating advertising and marketing services, and buying clubs offered to dental practices; online dental practice services and on-line patent information regarding dental practices procedures and quality assurance since at least January 1999, and owns the goodwill of the business represented and symbolized by the INTERDENT mark.

Whereas Assignor is the owner of U.S. Trademark Application Serial No. 75/623,003 for the mark INTERDENT ("Application") and filed an Amendment to Allege Use of connection with the application on May 14, 2001.

Whereas Interdent, Inc. a Delaware corporation having offices in El Segundo, California ("Interdent") is desirous of acquiring the entire right, title and interest of the Assignor in and to said common law rights in the INTERDENT mark, the Application and the accompanying goodwill of the business represented and symbolized by the INTERDENT service mark.

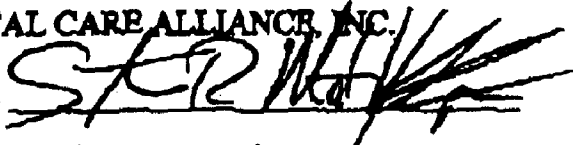
NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign and transfer to Interdent all right, title and interest in and to the INTERDENT mark, together with the accompanying goodwill, all common law rights, the Application, and the right to register, renew, protect and defend said service mark and to sue for past infringements of said service mark.

The Assignor agrees to cooperate with Interdent to record this Assignment in the United States Patent & Trademark Office.

Signed at _____, this 31 day of May, 2001.

DENTAL CARE ALLIANCE, INC.

Name:



Title:

Steve Matzkins

President

sf-1008923