TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
OCA, Inc.		02/22/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Silver Point Finance, LLC
Street Address:	c/o Silver Point Capital, Two Greenwich Plaza
Internal Address:	First Floor, Attention Dave Policano
City:	Greenwich
State/Country:	CONNECTICUT
Postal Code:	06830
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Registration Number:	2705536	1-800-4BRACES
Registration Number:	2712225	4BRACES.COM
Registration Number:	1478127	DIAL 4-BRACES
Registration Number:	2549580	FAAB
Registration Number:	2533962	FINISHING TOUCH
Registration Number:	2509685	FIRST IMPRESSIONS
Registration Number:	2705399	KIDS-SMILE PEDIATRIC DENTAL CENTERS
Registration Number:	2886135	OCA
Registration Number:	2886134	OCA
Registration Number:	2920554	OCA OUTSOURCE
Serial Number:	76572514	OCA OUTSOURCE
Registration Number:	2167701	ORTHODONTIC CENTERS OF AMERICA
Registration Number:	2839672	ORTHODONTIC CENTERS OF AMERICA

CH $490.00 2705536

Registration Number:	2839671	ORTHODONTIC CENTERS OF AMERICA
Registration Number:	2146894	ORTHODONTIC CENTERS OF AMERICA
Registration Number:	2550360	ORTHODONTIC CENTERS OF AMERICA SHARE A SMILE!
Registration Number:	2616913	PROFESSIONAL SMILE SALON
Serial Number:	76571679	SINGLE-SOURCE BUSINESS SERVICES
Registration Number:	2428497	THANK YOU FOR MAKING ME SMILE

CORRESPONDENCE DATA

Fax Number: (212)822-5423

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 212-530-5000

Email: jnici@milbank.com

Correspondent Name: Milbank, Tweed, Hadley & McCloy LLP

Address Line 1: One Chase Manhattan Plaza

Address Line 2: Rm. 4640

Address Line 4: New York, NEW YORK 10005

ATTORNEY DOCKET NUMBER:	37754-00500
NAME OF SUBMITTER:	Janis Nici
Signature:	/janis nici/
Date:	02/26/2007

Total Attachments: 15

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TRADEMARKS SECURITY AGREEMENT

WHEREAS, OCA, Inc., a Delaware corporation ("Company"), each of the subsidiaries of Company listed as a "Grantor" on the signature page hereto (collectively with Company, the "Grantors") have adopted, used, are using, or intend to use, and are the owners of the trademarks and trademark applications listed in the attached Schedule of Registered Trademarks, and the registrations and applications associated therewith;

WHEREAS, the Grantors have entered into (i) the Credit and Guaranty Agreement dated as of January 26, 2007 (as modified from time to time, the "Credit Agreement") among Company, the Grantors, the other Grantors party thereto, the Lenders party thereto and Silver Point Finance, LLC, as Administrative Agent and Collateral Agent (in such capacity, the "Collateral Agent"), and (ii) the Pledge And Security Agreement dated as of January 26, 2007 (as modified from time to time, the "Pledge And Security Agreement"), in which the Grantors have granted certain interests in favor of the Collateral Agent for the benefit of the Secured Parties (as defined therein); and

WHEREAS, pursuant to the Pledge and Security Agreement, the Grantors have agreed with the Collateral Agent and the Lenders to execute this Trademarks Security Agreement (this "Agreement");

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantors hereby grant to the Collateral Agent for the benefit of the Secured Parties, to the extent provided in the Pledge and Security Agreement (the terms and conditions of which are hereby incorporated herein), a security interest in all of their right, title and interest in, to, and under all the trademarks, whether now owned or at any time hereafter acquired, of the Grantors that are registered with, or for which applications for registration have been filed with, the United States Patent and Trademark Office, including without limitation the trademarks listed on the attached Schedule of Registered Trademarks, and all registrations and pending applications associated therewith (excluding any application for registration of a trademark filed on an intent-to-use basis solely to the extent that the grant of a security interest in any such trademark application would materially adversely affect the validity or enforceability of the resulting trademark registration or result in cancellation of such trademark application), as collateral security for the prompt and complete payment and performance when due of all the Secured Obligations (as defined in the Pledge and Security Agreement). Notwithstanding the foregoing, in the event of any conflict between this Agreement and the Pledge and Security Agreement, the Pledge and Security Agreement shall control.

Date: February 22, 2007

OCA, INC., as Grantor

By _____
Name: Cathy M. Green
Title: Chief Accounting Officer and Interim CFO

NY3:#7408108

ORTHODONTIC CENTERS OF ALABAMA, INC., as Grantor

By _____
Name: Cathy M. Green
Title: Chief Accounting Officer and Interim CFO

ORTHODONTIC CENTERS OF ARIZONA, INC., as Grantor

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ORTHODONTIC CENTERS OF ARKANSAS, INC., as Grantor

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ORTHODONTIC CENTERS OF CALIFORNIA, INC., as Grantor

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ORTHODONTIC CENTERS OF COLORADO, INC., as Grantor

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ORTHODONTIC CENTERS OF NEW YORK, INC., as Grantor

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ORTHODONTIC CENTERS OF NORTH CAROLINA INC.,
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ORTHODONTIC CENTERS OF WEST VIRGINIA, INC., as Grantor

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ORTHODONTIC CENTERS OF WYOMING, INC., as Grantor

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ORTHALLIANCE, INC., as Grantor

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ORTHALLIANCE NEW IMAGE, INC., as Grantor

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OCA OUTSOURCE, INC., as Grantor

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PEDOALLIANCE, INC., as Grantor

By _____
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Title: Chief Accounting Officer and Interim CFO

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SCHEDULE OF REGISTERED TRADEMARKS

NO.	MARK	CLASS/GOODS COVERED	REGISTRATION APPLICATION NO.
1.	1-800-4BRACES (standard characters)	International Class 42 Dentistry and orthodontic services.	U.S. Registration No. 2,705,536 (Next Activity Date April 8, 2008)
2.	4BRACES.COM (standard characters)	International Class 42 Dentistry and orthodontic services.	U.S. Registration No. 2,712,225 (Next Activity Date April 29, 2008)
3.	DIAL 4-BRACES (standard characters)	International Class 42 Dental and orthodontic services.	U.S. Registration No. 1,478,127 (Next Activity Date February 23, 2008)
4.	FAAB (standard characters)	International Class 42 Dentistry and orthodontic services.	U.S. Registration No. 2,549,580 (Next Activity Date March 19, 2007)
5.	FINISHING TOUCH (standard characters)	International Class 42 Cosmetic dentistry, namely, tooth lamination services.	U.S. Registration No, 2,533,962 (Next Activity Date January 29, 2007)
6.	FIRST IMPRESSIONS (standard characters)	International Class 42 Orthodontic services and cosmetic dentistry.	U.S. Registration No. 2,509,685 (Next Activity Date November 20, 2006)
7.	KIDS-SMILE PEDIATRIC DENTAL CENTERS (and design)	International Class 42 Dentistry and orthodontic services.	U.S. Registration No. 2,705,399 (Next Activity Date April 8, 2008)
8.	OCA (and design)	International Class 35 Business management of orthodontic offices, business management consultation in the field of orthodontic offices and providing technical assistance in connection with the establishment and/or operation of orthodontic offices.	U.S. Registration No. 2,886,135 (Next Activity Date September 21, 2009)
9.	OCA (standard characters)	International Class 35 Business management of orthodontic offices, business management consultation in the field of orthodontic offices and providing technical assistance in connection with the establishment and/or operation of orthodontic offices.	U.S. Registration No. 2,886,134 (Next Activity Date September 21, 2009)
10.	OCA OUTSOURCE (and design)	International Class 35 Business management of orthodontic offices, business management consultation in the field of orthodontic offices and	U.S. Registration No. 2,920,554 (Next Activity Date January 25, 2010)

NO.	MARK	CLASS/GOODS COVERED	REGISTRATION APPLICATION NO.
		providing technical assistance in connection with the establishment and/or operation of orthodontic offices.	
11.	OCA OUTSOURCE (standard characters)	International Class 35 Business management of orthodontic offices, business management consultation in the field of orthodontic offices and providing technical assistance in connection with the establishment and/or operation of orthodontic offices.	U.S. Application Serial No. 76/572,514 (Next Activity Date November 1, 2005)
12.	ORTHODONTIC CENTERS OF AMERICA (and design)	International Class 35 Business management of orthodontic offices, business management consultation in the field of orthodontic offices and providing technical assistance in connection with the establishment and/or operation of orthodontic offices.	U.S. Registration No. 2,167,701 (Next Activity Date June 23, 2008)
13.	ORTHODONTIC CENTERS OF AMERICA (and design)	International Class 35 Business management of orthodontic offices, business management consultation in the field of orthodontic offices and providing technical assistance in connection with the establishment and/or operation of orthodontic offices.	U.S. Registration No. 2,839,672 (Next Activity Date May 11, 2009)
14.	ORTHODONTIC CENTERS OF AMERICA (standard characters)	International Class 35 Business management of orthodontic offices, business management consultation in the field of orthodontic offices and providing technical assistance in connection with the establishment and/or operation of orthodontic offices.	U.S. Registration No. 2,839,671 (Next Activity Date May 11, 2009)
15.	ORTHODONTIC CENTERS OF AMERICA (standard characters)	International Class 35 Business management of orthodontic offices, business management consultation in the field of orthodontic offices and providing technical assistance in connection with the establishment and/or operation of orthodontic offices.	U.S. Supplemental Registration No. 2,146,894 (Next Activity Date March 24, 2008)
16.	ORTHODONTIC CENTERS OF AMERICA (and design)	International Class 42 Orthodontic and dental services.	MEXICO Registration No. 573043
17.	ORTHODONTIC CENTERS OF AMERICA SHARE A SMILE! (and design)	International Class 42 Orthodontic and dental services.	U.S. Registration No. 2,550,360 (Next Activity Date March 19, 2007)
18.	PROFESSIONAL SMILE SALON (standard characters)	International Class 42 Orthodontic services and cosmetic dentistry.	U.S. Registration No. 2,616,913 (Next Activity Date September 10, 2007)

NO.	MARK	CLASS/GOODS COVERED	REGISTRATION APPLICATION NO.
19.	SINGLE-SOURCE BUSINESS SERVICES (standard characters)	International Class 35 Business management of orthodontic, dentist and physician offices, business management consultation in the field of orthodontic, dentist and physician offices and providing technical assistance in connection with the establishment and/or operation of orthodontic, dentist and physician offices.	U.S. Application Serial No. 76/571,679 (Next Activity Date August 22, 2005)
20.	THANK YOU FOR MAKING ME SMILE (standard characters)	International Class 35 Orthodontic offices and providing technical assistance in connection with the establishment and/or operation of orthodontic offices.	U.S. Registration No. 2,428,497 (Next Activity Date February 13, 2006)

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