

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
Milford Holding Company		03/28/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, National Association
Street Address:	1 Chase Square
Internal Address:	Floor 25
City:	Rochester
State/Country:	NEW YORK
Postal Code:	14643
Entity Type:	National Association: NEW YORK

PROPERTY NUMBERS Total: 21

Property Type	Number	Word Mark
Registration Number:	2924569	EARNINGS ACCELERATOR SCORECARD
Registration Number:	3706670	HD-17
Registration Number:	2815677	INSITE DESIGN SOLUTIONS
Registration Number:	2815678	INSITE SOLUTIONS
Registration Number:	2128164	INCISAL EDGE
Registration Number:	2879745	NATURAL EXTENSIONS
Registration Number:	2874712	PAINLESS
Registration Number:	2078375	BENCO
Registration Number:	2219087	BENCO
Registration Number:	3120627	BLUCHIP
Registration Number:	3221711	BENCONET NETWORKS · EQUIPMENT · TECHNOLOGY
Registration Number:	3221710	BENCONET
Registration Number:	2080599	1-800-GO BENCO

CH \$540.00 2924569

Registration Number:	3276036	CELEBRITY
Registration Number:	3805646	COMPREHENSIVE PRACTICE ASSESSMENT
Registration Number:	3036613	CONCIERGE FREE GOODS
Registration Number:	3213863	CONCIERGE FREE GOODS
Registration Number:	2622259	DENTAL U
Registration Number:	2048240	PAINLESS
Registration Number:	3030827	PUSH & SWIVEL
Registration Number:	3523625	WE DELIVER SUCCESS SMILE AFTER SMILE

CORRESPONDENCE DATA

Fax Number: (302)636-5454
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 800-927-9801 x2348
Email: jpaterso@cscinfo.com
Correspondent Name: Corporation Service Co.- J. Paterson
Address Line 1: 1090 Vermont Avenue NW, Suite 430
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	725611
NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	05/10/2011

Total Attachments: 20

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TRADEMARK

REEL: 004538 FRAME: 0454

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

MILFORD HOLDING COMPANY
 295 CenterPoint Boulevard
 Pittston, PA 18640

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: DE
 Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) 03/28/2011

- Assignment Merger
 Security Agreement Change of Name
 Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: JPMorgan Chase Bank, National Association

Internal

Address: Floor 25

Street Address: 1 Chase Square

City: Rochester

State: NY

Country: _____ Zip: 14643

- Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other NA Citizenship NY

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See Schedule 1

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Corporation Service Company

Internal Address: Suite 210

Street Address: 1180 Avenue of the Americas

City: New York

State: NY Zip: 10036

Phone Number: 212-299-5600

Fax Number: 212-299-5656

Email Address: _____ ORDER# 725611

6. Total number of applications and registrations involved:

23

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____

- Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:


 Signature

3/31/2011

Date

Luis Rodriguez

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

20

TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (the "Agreement") is made as of this March 28, 2011 by MILFORD HOLDING COMPANY, a Delaware corporation ("Grantor") in favor of JPMORGAN CHASE BANK, NATIONAL ASSOCIATION, in its capacity as administrative agent for Lenders ("Administrative Agent").

WITNESSETH

WHEREAS, Benco Dental Supply Co., as borrower ("Benco"), and Grantor, as loan guarantor, have entered into that certain Credit Agreement dated as of March 28, 2011 (as the same may be amended, restated, supplemented or modified from time to time, the "Credit Agreement") with Administrative Agent and the lenders party thereto ("Lenders") providing for extensions of credit to be made to Benco by Lenders;

WHEREAS, Benco and Grantor, as grantors, have entered into that certain Pledge and Security Agreement dated as of March 28, 2011 (as the same may be amended, restated, supplemented or modified from time to time, the "Security Agreement") in order to induce the Administrative Agent and Lenders to enter into and extend credit under the Credit Agreement;

WHEREAS, Grantor has granted to Administrative Agent, for the benefit of Lenders, a security interest in all or substantially all of the assets of Grantor including all right, title and interest of Grantor in, to and under all now owned and hereafter acquired trademarks, together with the goodwill of the business symbolized by Grantor's trademarks and all products and proceeds thereof, to secure the payment of all amounts owing from time to time by Benco and Grantor under the Credit Agreement;

NOW, THEREFORE, in consideration of the premises set forth herein and for other good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, Grantor agrees as follows:

1. Credit Agreement and Security Agreement. Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to them in the Credit Agreement.

2. Grant and Reaffirmation of Grant of Security Interests. To secure the payment and performance of the Secured Obligations under the Credit Agreement, Grantor hereby grants to Administrative Agent, for the benefit of the Lenders, and hereby reaffirms its grant pursuant to the Security Agreement of, a continuing security interest in Grantor's entire right, title and interest in and to the following, whether now owned or existing or hereafter created, acquired or arising:

(i) each trademark listed on Schedule 1 annexed hereto (such trademarks, the "Trademarks"), together with any reissues, continuations or extensions thereof, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark; and

(ii) all products and proceeds of the foregoing, including without limitation, any claim by such Grantor against third parties for past, present or

future (a) infringement or dilution of any Trademark, or (b) injury to the goodwill associated with any Trademark.

3. Remedies. Following the occurrence and during the continuance of an Event of Default under the Credit Agreement and to the extent set forth in the Credit Agreement or Security Agreement or as may otherwise exist under applicable law, Administrative Agent shall be entitled to exercise all rights and remedies available to enforce its security interests in any and all security, including without limitation the Trademarks, obtain the benefit thereof and collect the Secured Obligations. Contemporaneously herewith, Grantor is executing and delivering to Administrative Agent a power of attorney in the form attached hereto which Administrative Agent may utilize to endorse Grantor's name on all assignments, applications or other documents while an Event of Default is outstanding under the Credit Agreement necessary for Administrative Agent to use, grant any license of, or assign, transfer or convey the Trademarks or any of them in connection with the enforcement of Administrative Agent's rights hereunder or under the Security Agreement. All rights and remedies of Administrative Agent are cumulative and not alternative and may be exercised in any order and at any time.

4. No Obligation. Nothing herein contained shall impose, or represent any agreement by Administrative Agent to accept, any responsibility, duty or liability on the part of Administrative Agent in connection with the Trademarks, except for any obligation which may be imposed upon Administrative Agent by operation of law in connection with the exercise of its enforcement rights concerning the Trademarks.

5. Termination. This Agreement shall continue in effect until all of the Secured Obligations are indefeasibly paid and satisfied in full and the Credit Agreement and Security Agreement are terminated.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

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TRADEMARK
REEL: 004538 FRAME: 0457

IN WITNESS WHEREOF, Grantors have duly executed this Agreement as of the date first written above.

MILFORD HOLDING COMPANY .

By: 

Name: Steven J. Brecher

Title: Chief Financial Officer & Assistant Secretary

Agreed and Accepted
As of the Date First Written Above

JPMORGAN CHASE BANK, N.A.
as Administrative Agent

By: 

Name: Randall W. Siegele

Title: Authorized Officer

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

TRADEMARK
REEL: 004538 FRAME: 0458

Schedule 1
Intellectual Property (Trademarks):

Name	Registration #	Registration Date	Owner	Description
Benco	2,078,375	Renewal 7/13/2007	Milford Holding Company	Full line of dental, pharmaceutical preparations and dental instruments. Phone in and computerized online ordering in the field of dental instruments, dental office supplies and dental pharmaceuticals.
Benco	2,219,087	Renewal 2/12/2009	Milford Holding Company	Computerized on-line ordering services and telephone ordering services, both featuring dental instruments, dental office supplies, dental laboratory supplies and dental pharmaceuticals.
Benco-Canada	Canadian Mark: TMA536743	11/6/2000	Milford Holding Company	Wares: Dental Supplies, equipment and medicaments namely dental instruments and dental abrasives, dental amalgams, dental impression materials, dental polish, dental rinse, denture adhesive, dental bridges, dental burrs, dental crowns, dental examination chairs, dental floss, dental handpieces, dental impression trays and dentures. Services: Mail & Telephone order catalogue services featuring dental supplies, equipment and medicaments.
BENCO DENTAL CO. (European)	000130633	10/20/2000	Milford Holding Company	Pharmaceutical, veterinary and sanitary substances, infants.
BLUCHIP	3,120,627	7/25/2006	Milford	Customer loyalty services

Name	Registration #	Registration Date	Owner	Description
			Holding Company	and customer club services, for commercial, promotional and/or advertising purposes.
BENCONET NETWORKS EQUIPMENT TECHNOLOGY	3,221,711	3/27/2007	Milford Holding Company	<p>Computer programs recorded on data media and software for use in database management in the field of dentistry; computer network central processing units, hubs, switches adapters, routers, server hardware and software, keyboards and access points for connecting network computer users used in dentistry.</p> <p>Consulting services in the field of purchasing computer hardware and software used in dentistry; consulting services in the field of purchasing digital imaging hardware and software and radiographic equipment used in dentistry.</p> <p>Installation, repair and maintenance services in the field of computer hardware, computer networks, digital imaging hardware and radiographic equipment used in dentistry.</p> <p>Consulting services in the field of network integration of computers and digital and electronic equipment in the nature of</p>

Name	Registration #	Registration Date	Owner	Description
				intra-oral cameras, x-rays and sensors used in dentistry; installation, repair and maintenance of computer software and digital imaging software used in dentistry.
BENCONET	3,221,710	3/27/2007	Milford Holding Company	<p>Computer programs recorded on data media and software for use in database management in the field of dentistry; computer network central processing units, hubs, switches adapters, routers, server hardware and software, keyboards and access points for connecting network computer users used in dentistry.</p> <p>Consulting services in the field of purchasing computer hardware and software used in dentistry; consulting services in the field of purchasing digital imaging hardware and software and radiographic equipment used in dentistry.</p> <p>Installation, repair and maintenance services in the field of computer hardware, computer networks, digital imaging hardware and radiographic equipment used in dentistry.</p> <p>Consulting services in the field of network</p>

Name	Registration #	Registration Date	Owner	Description
				integration of computers and digital and electronic equipment in the nature of intra-oral cameras, x-rays and sensors used in dentistry; installation, repair and maintenance of computer software and digital imaging software used in dentistry.
1-800-GO-BENCO	2080599	7/22/1997	Milford Holding Company	Mail and Telephone order catalogue services featuring dental supplies, equipment and medicaments.
CELEBRITY	3276036	8/7/2007	Milford Holding Company	Equipment specifically designed for use in dental treatment, namely operatory stools.
COMPREHENSIVE PRACTICE ASSESSMENT	3805646	6/22/2010	Milford Holding Company	Business management consulting/coaching services in the dental industry.
CONCIERGE FREE GOODS	3036613 3213863	12/27/2005	Milford Holding Company	Promoting goods and services of others by means of a preferred customer program featuring earned sales incentives.
Dental U	2,622,259	9/17/2002	Milford Holding Company	Educational Classes and Seminars for employees of dental offices not awarding bachelors, masters or doctorate degrees.

Name	Registration #	Registration Date	Owner	Description
Earnings Accelerator Scorecard	2,924,569	2/1/2005	Milford Holding Company	For Business Consulting Services namely helping customers achieve efficient and savings in inventory management.
HD-17	3,706,670	11/3/2009	Milford Holding Company	For Dental Optical Scanning Sprays for Dental Measurements namely, conductive lacquers, contrast sprays, opaquing lacquers, materials for crowns and bridges for dental use and/or oral prophylaxis, unprocessed dental ceramics; dental ceramic blanks, dental bite registration paste.
Insite Design Solutions	2,815,677	2/17/2004	Milford Holding Company	For Consulting services in the field of dentistry.
Insite Solutions	2,815,678	2/17/2004	Milford Holding Company	For Educational Classes & Seminars in the field of dentistry and medicine for employees of dental and medical offices not awarding bachelor's, masters or doctorate degrees.
THE INCISAL EDGE	2,128,164	1/13/1998	Milford Holding Company	Marketing publication for dental supplies.
Natural Extensions	2,879,745	8/31/2004	Milford Holding Company	Infection control materials for dental, medical (and veterinary use) namely, disposable examination gloves and surgical masks.
PAINLESS	2,874,712	3/25/1997	Milford Holding Company	Computer software for ordering dental supplies, equipment and medicaments and

Name	Registration #	Registration Date	Owner	Description
				instructional manuals therefor sold as a unit.
PAINLESS	2,048,240	Renewal 7/22/2006	Milford Holding Company	Computer software for ordering dental supplies, equipment and medicaments and instructional manuals therefor sold as a unit.
Push & Shivel	3,030,827	12/13/2005	Milford Holding Company	For Dental Rotary Instruments in the nature of dental hand pieces for the cleaning and treatment of teeth.
WE DELIVER SUCCESS SMILE AFTER SMILE	3523625	10/28/2008	Milford Holding Company	Computerized on-line ordering services and telephone ordering services, both featuring dental instruments, dental office supplies, dental laboratory supplies and dental pharmaceuticals, dissemination of advertising for others accessed via a global computer network, mail order services in the nature of disseminating merchandise catalogs containing listings of items suitable for use by dental caregivers and dental laboratories.

POWER OF ATTORNEY

Milford Holding Co., a Delaware corporation ("Grantor"), hereby authorizes JPMorgan Chase Bank, National Association, as administrative agent, its successors and assigns, and any officer or agent thereof (collectively, the "Grantee") as Grantor's true and lawful attorney-in-fact, with the power to endorse Grantor's name on all applications, assignments, documents, papers and instruments necessary for Grantee to enforce and effectuate its rights under a certain Trademark Security Agreement between Grantor and Grantee dated the date hereof (as it may hereafter be supplemented, restated, superseded, amended or replaced, the "Agreement"), including, without limitation, the power to use the Trademarks (as defined in the Agreement) and listed on Schedule A attached hereto and made a part hereof, to grant or issue any exclusive or nonexclusive license under the Trademarks to anyone else, or to assign, pledge, convey or otherwise transfer title in or dispose of the Trademarks, in each case subject to the terms of the Agreement.

This Power of Attorney is given and any action taken pursuant hereto is intended to be so given or taken pursuant to and subject to the provisions of a certain Credit Agreement and a certain Pledge and Security Agreement, each bearing even date herewith among Grantor as loan guarantor, Benco Dental Supply Co. as borrower, Grantee, as administrative agent, and certain other financial institutions, as lenders, as each document may be hereinafter supplemented, restated, superseded, amended or replaced.

Grantor hereby unconditionally ratifies all that such attorney shall lawfully do or cause to be done by virtue hereof and in accordance with the terms of the Agreement.

This Power of Attorney shall be irrevocable for the life of the Agreement.

Dated: March __, 2011

IN WITNESS WHEREOF, Grantor has executed this Power of Attorney as of the date stated above.

MILFORD HOLDING COMPANY

By: _____
Name: Steven J. Brecher
Title: Chief Financial Officer & Assistant
Secretary

[SIGNATURE PAGE TO POWER OF ATTORNEY]

130735.01003/22006881v.3

TRADEMARK
REEL: 004538 FRAME: 0467

Schedule A
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