

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Heartland Dental Care, Inc.		12/21/2012	CORPORATION: DELAWARE
Neibauer Dental Corporation		12/21/2012	CORPORATION: VIRGINIA

RECEIVING PARTY DATA

Name:	Royal Bank of Canada, as Second Lien Administrative Agent
Street Address:	20 King Street West, 4th Floor
City:	Toronto, Ontario
State/Country:	CANADA
Postal Code:	M5H1C4
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	3659925	NEIBAUER DENTAL CARE
Registration Number:	4255136	SIMPLE DENTAL OPTIONS
Registration Number:	3553119	M MCKINNEYDENTIST.COM BEAUTIFUL DENTISTRY. FRIENDLY STAFF. SIX DAYS A WEEK.
Registration Number:	3500419	MCKINNEYDENTIST.COM
Serial Number:	85599479	HEARTLAND DENTAL CARE
Serial Number:	85248111	HEARTLAND DENTAL CARE PERSONAL ATTENTION PROFESSIONAL EXCELLENCE
Serial Number:	85248523	SMILING A HEARTLAND DENTAL CARE PUBLICATION
Serial Number:	85594381	FREE DENTISTRY DAY GIVING BACK TO OUR COMMUNITY ONE SMILE AT A TIME

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent

TRADEMARK

via US Mail.

Email: daniel.cote@thomsonreuters.com
Correspondent Name: Robin Riley
Address Line 1: 75 East 55th Street
Address Line 2: Paul Hastings LLP
Address Line 4: New York, NEW YORK 10022

DOMESTIC REPRESENTATIVE

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER:	Robin Riley
Signature:	/daniel cote thomsonreuters/
Date:	02/13/2013

Total Attachments: 8

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ITEM 1 (cont'd)
to Trademarks Recordation Form Cover Sheet

Additional Conveying Parties

<u>Entity</u>	<u>Jurisdiction of Organization</u>	<u>Type of Entity</u>	<u>Citizenship</u>
Neibauer Dental Corporation	Virginia	Corporation	USA - Virginia

INTELLECTUAL PROPERTY SECURITY AGREEMENT

THIS INTELLECTUAL PROPERTY SECURITY AGREEMENT, dated as of December 21, 2012, is made by each of the entities listed as Grantor on the signature pages hereto (each a “**Grantor**” and, collectively, the “**Grantors**”), in favor of Royal Bank of Canada, in its capacity as collateral agent for the Loan Parties under the Security Agreement referred to below (the “**Agent**”).

WHEREAS, pursuant to that certain Second Lien Pledge and Security Agreement of even date herewith (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”), among the Grantors, the Agent and certain other parties thereto, in order to secure payments of certain Secured Obligations (as defined in the Second Lien Credit Agreement, as such term is defined in the Security Agreement), the Grantors have assigned, pledged and granted to the Agent a continuing security interest in and to all of (i) their trademarks and trademark applications, including, without limitation, the trademarks and trademark applications listed on Schedule I hereto, (ii) their patents and patent applications, including, without limitation, the patents and patent applications listed on Schedule II hereto and (iii) their copyrights and copyright applications, including, without limitation, the copyrights listed on Schedule III hereto, in each case to the extent the same constitute Collateral (as defined in the Security Agreement) (the “**Intellectual Property**”). Until the Termination Date (as defined in the First Lien Credit Agreement), the Agent shall retain its security interest in the Intellectual Property granted herein and in the Security Agreement.

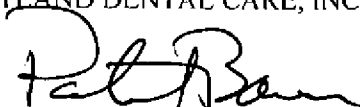
NOW, THEREFORE, for the consideration set forth herein and in the Security Agreement, the parties hereby agree that the Grantors, as collateral security for the full, prompt and complete payment and performance when due (whether at stated maturity, by acceleration or otherwise) of the Secured Obligations, hereby grant the Agent a lien on and security interest in, all of their right, title and interest in, to and under the Intellectual Property (including (i) all reissues, continuations, renewals or extensions of the foregoing, (ii) all goodwill of the business connected with the use of, and symbolized by, the Intellectual Property, and (iii) all products and proceeds of the foregoing).

FOR THE AVOIDANCE OF DOUBT, notwithstanding any other provision of this agreement, the Grantors do not grant any lien on or security interest in any of the Excluded Assets (as defined in the Security Agreement).


[Signature Pages Follow]

IN WITNESS WHEREOF, each Grantor has caused this INTELLECTUAL PROPERTY SECURITY AGREEMENT to be executed and delivered by its duly authorized officer as of the date first set forth above.

HEARTLAND DENTAL CARE, INC., as Grantor

By: 
Name: Patrick Bauer
Title: President

NEIBAUER DENTAL CORPORATION, as Grantor

By: 
Name: Patrick Bauer
Title: President

ACCEPTED AND ACKNOWLEDGED BY:

ROYAL BANK OF CANADA,
as Agent

By: 
Name: _____
Title: **Rodica Dutka**
Manager, Agency

Schedule I Trademarks

U.S. Trademark Registrations

OWNER	REGISTRATION NUMBER	TRADEMARK
Neibauer Dental Care, Inc. (n/k/a Neibauer Dental Corporation)	3659925	NEIBAUER DENTAL CARE
Heartland Dental Care, Inc.	4255136	SIMPLE DENTAL OPTIONS
Heartland Dental Care, Inc.	3553119	M MCKINNEYDENTIST.COM BEAUTIFUL DENTISTRY. FRIENDLY STAFF. SIX DAYS A WEEK.
Heartland Dental Care, Inc.	3500419	MCKINNEYDENTIST.COM

U.S. Trademark Applications

OWNER	APPLICATION NUMBER	TRADEMARK
Heartland Dental Care, Inc.	85-599,479	HEARTLAND DENTAL CARE
Heartland Dental Care, Inc.	85-248,111	HEARTLAND DENTAL CARE PERSONAL ATTENTION PROFESSIONAL EXCELLENCE
Heartland Dental Care, Inc.	85-248,523	SMILING A HEARTLAND DENTAL CARE PUBLICATION
Heartland Dental Care, Inc.	85-594,381	FREE DENTISTRY DAY GIVING BACK TO OUR COMMUNITY ONE SMILE AT A TIME

Schedule II
Patents

United States Patent Registrations

None.

United States Patent Applications

None.

Schedule III
Copyrights

United States Copyright Registrations

None.