

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM305250

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
D4C Dental Brand, Inc.	FORMERLY Dentistry for Children, Inc.	04/30/2014	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Regions Bank, as Administrative Agent		
Street Address:	150 4th Avenue North		
Internal Address:	10th Floor		
City:	Nashville		
State/Country:	TENNESSEE		
Postal Code:	37219		
Entity Type:	banking corporation: ALABAMA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4440361	DENTISTRY FOR CHILDREN	
Registration Number:	4440360	FAMILY ORTHODONTICS	
CORRESPONDENCE DATA			
Fax Number:	4048817777		
<i>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.</i>			
Phone:	404-881-7000		
Email:	betsy.perkins@alston.com		
Correspondent Name:	Laura Kees		
Address Line 1:	1201 W. Peachtree Street		
Address Line 2:	c/o Alston & Bird LLP		
Address Line 4:	Atlanta, GEORGIA 30309-3424		
ATTORNEY DOCKET NUMBER:	112180/408513		
NAME OF SUBMITTER:	Laura Kees		
SIGNATURE:	/Laura Kees/		
DATE SIGNED:	05/21/2014		
Total Attachments: 5			
source=DFC Insurance GRANT OF SECURITY INTEREST (Trademarks)#page1.tif			

OP \$65.00 4440361

source=DFC Insurance GRANT OF SECURITY INTEREST (Trademarks)#page2.tif

source=DFC Insurance GRANT OF SECURITY INTEREST (Trademarks)#page3.tif

source=DFC Insurance GRANT OF SECURITY INTEREST (Trademarks)#page4.tif

source=DFC Insurance GRANT OF SECURITY INTEREST (Trademarks)#page5.tif

GRANT OF SECURITY INTEREST
(PATENTS AND TRADEMARKS)

April 30, 2014

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, D4C Dental Brands, Inc. a Delaware corporation f/k/a Dentistry for Children, Inc. (the “Grantor”), with principal offices at 1330 and 1350 Spring Street, Atlanta, GA 30309, hereby assigns and grants to REGIONS BANK, as Administrative Agent (the “Grantee”) with principal offices at 150 4th Ave N, 10th Floor, Nashville, Tennessee 37219, a security interest in (i) all of the Grantor’s right, title and interest in and to the trademarks, trademark registrations and trademark applications (excluding any “intent-to-use” trademark applications for which a statement of use has not been filed and accepted (but only until such statement is filed and accepted)) (the “Marks”) set forth on Schedule A attached hereto and all reissues, extensions or renewals thereof; (ii) all of the Grantor’s right, title and interest in and to the patents and patent applications (the “Patents”) set forth on Schedule B attached hereto and all reissues, continuations, continuations-in-part and extensions thereof, in each case together with (iii) all Proceeds (as such term is defined in the Guarantee and Collateral Agreement referred to below) of the Marks and Patents, (iv) the goodwill of the businesses with which the Marks are associated, and (v) all causes of action arising prior to or after the date hereof for infringement of any of the Marks and Patents or unfair competition regarding the same.

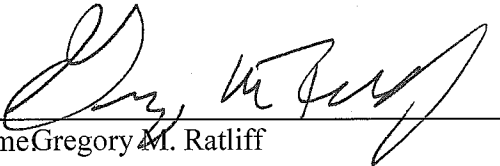
THIS GRANT OF SECURITY INTEREST (this “Grant”), is made to secure the satisfactory performance and payment of all the “Secured Obligations” of the Grantor, as such term is defined in the Guarantee and Collateral Agreement by and among Grantor, the other grantors from time to time party thereto and the Grantee, dated as of April 30, 2014 (as the same may be amended, restated, modified and/or supplemented from time to time, the “Guarantee and Collateral Agreement”).

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Guarantee and Collateral Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Guarantee and Collateral Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Guarantee and Collateral Agreement, the provisions of the Guarantee and Collateral Agreement shall govern. This Grant may be executed in counterparts and by the different parties hereto on separate counterparts, but all of which shall together constitute one and the same instrument. Delivery of an executed counterpart of this Agreement by facsimile or other electronic method of transmission shall be equally effective as delivery of an original executed counterpart.

THIS AGREEMENT AND THE RIGHTS AND SECURED OBLIGATIONS OF THE PARTIES HEREUNDER SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAW OF THE STATE OF NEW YORK (WITHOUT GIVING EFFECT TO THE CONFLICT OF LAW PRINCIPLES THEREOF EXCEPT FOR SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW) EXCEPT TO THE EXTENT THAT PERFECTION (AND THE EFFECT OF PERFECTION AND NON-PERFECTION) AND CERTAIN REMEDIES MAY BE GOVERNED BY THE LAWS OF ANY JURISDICTION OTHER THAN NEW YORK.



[remainder of page intentionally left blank]

REGIONS BANK,
as Administrative Agent, as Grantee


By: 
Name Gregory M. Ratliff
Title: Managing Director

Schedule A

TRADEMARKS

Trademark	App./Reg. No.	App./Reg. Date	Services
DENTISTRY FOR CHILDREN & Design 	Reg. No. 4,440,361	Registered 11/26/2013	Class 44: Dentistry; oral surgery and dental implant services; orthodontic services
FAMILY ORTHODONTICS & Design 	Reg. No. 4,440,360	Registered 11/26/2013	Class 44: Dentistry; oral surgery and dental implant services; orthodontic services

TRADEMARK APPLICATIONS

Trademark	App./Reg. No.	App./Reg. Date	Services
D4C 	App. No. 86/066,610 (intent-to-use)	Filed 9/17/2013	Class 44: Dentistry; oral surgery and dental implant services; orthodontic services
LITTLEBIG SMILES	App. No. 85/894,872 (intent-to-use)	Filed 4/4/2013	Class 44: Dentistry; oral surgery and dental implant services; orthodontic services

Schedule B

REGISTERED PATENTS

None.

PATENT APPLICATIONS

None.