

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM340300

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Aspen Dental Management, Inc.		04/30/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	ROYAL BANK OF CANADA, as Collateral Agent		
Street Address:	200 BAY STREET		
City:	TORONTO		
State/Country:	ONTARIO		
Postal Code:	M5J 2W7		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 33			
Property Type	Number	Word Mark	
Registration Number:	4452444	TURNINGPOINT DENTAL IMPLANT CENTER	
Registration Number:	4452502	TURNINGPOINT DENTAL IMPLANT CENTER	
Registration Number:	4456490	TURNINGPOINT DENTAL IMPLANT CENTER	
Registration Number:	3295775	A	
Registration Number:	2864022	ASPENDENTAL	
Registration Number:	3304705	ASPENDENTAL	
Registration Number:	3513271	ASPENDENTAL LET US HELP YOU FIND YOUR SM	
Registration Number:	2545075	COMFIDENTS	
Registration Number:	3664813	COMFIDENTS DENTURES	
Registration Number:	2543057	COMFILYTES	
Registration Number:	2543059	FLEXILYTES	
Registration Number:	2543060	FLEXILYTES COMBO	
Registration Number:	2543058	NATURALYTES	
Registration Number:	3702845	SECUREDENT IMPLANT SYSTEM	
Registration Number:	3788653	SMILE FOR GOOD	
Registration Number:	3595357	SMILE NOW PAY LATER	
Registration Number:	3595356	SMILE NOW, PAY LATER	
Registration Number:	3805809	ASPENDENTAL RETHINK DENTISTRY	
Registration Number:	3805810	ASPENDENTAL RETHINK YOUR DENTAL CAREER	
TRADEMARK			

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Property Type	Number	Word Mark
Registration Number:	3706440	ASPENDENTAL WHEN I SEE YOU SMILE.
Registration Number:	3829452	SPAREMENT DENTURE
Registration Number:	3887722	ASPENDENTAL SMILE SQUAD
Registration Number:	3920846	ASPENDENTAL SMILESAVER
Registration Number:	4048804	ASPENDENTAL PRACTICE MADE PERFECT
Registration Number:	4221549	ASPENDENTAL
Registration Number:	3861754	EXTRADENT DENTURE
Registration Number:	4125996	SMILE GUIDES SIMPLE STEPS TO FINDING YOU
Registration Number:	4043276	ASPENDENTAL IT'S TIME TO SMILE.
Registration Number:	4588553	DENTURE MONEY BACK GUARANTEE ASPENDENTAL
Serial Number:	86501101	HEALTHY MOUTH MOVEMENT
Serial Number:	86403078	PEACE OF MIND PROMISE
Serial Number:	86403073	PEACE OF MIND PROMISE
Serial Number:	86428781	ASPENDENTAL SMILE SQUAD

CORRESPONDENCE DATA

Fax Number: 2128225178

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.

Phone: 2125305178

Email: lkass@milbank.com

Correspondent Name: Milbank, Tweed, Hadley & McCloy, LLP

Address Line 1: 28 Liberty Street

Address Line 4: New York, NEW YORK 10005

ATTORNEY DOCKET NUMBER:	22946.02200
NAME OF SUBMITTER:	Lawrence Kass
SIGNATURE:	/s/ Lawrence Kass
DATE SIGNED:	05/05/2015

Total Attachments: 7

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TRADEMARK SECURITY AGREEMENT

(Trademarks and Trademark Licenses)

TRADEMARK SECURITY AGREEMENT, dated as of April 30, 2015, between Aspen Dental Management, Inc., a Delaware corporation (the “**Grantor**”), and ROYAL BANK OF CANADA, as Collateral Agent.

WHEREAS, Grantor owns, or in the case of Trademark Licenses is a party to, the Trademark Collateral (as defined below);

WHEREAS, ASP Aspen Acquisition Sub Inc., and following the consummation of the Aspen Acquisition, ADMI Corp., as successor by merger to ASP Aspen Acquisition Sub Inc., as borrower (the “**Borrower**”), ASP Aspen Intermediate Inc. (“**Holdings**”), certain Subsidiaries party thereto from time to time, the Lenders party thereto and Royal Bank of Canada, as Collateral Agent and Administrative Agent, are parties to a Credit Agreement, dated as of the date hereof (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “**Credit Agreement**”);

WHEREAS, pursuant to (i) a Security Agreement, dated as of the date hereof (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”), among the Borrower, the Guarantors party thereto and Royal Bank of Canada, as Collateral Agent for the Secured Parties referred to therein (in such capacity, together with its successors in such capacity, the “**Grantee**”), and (ii) certain other Security Documents (including this Trademark Security Agreement), the Grantor has secured its guarantee of certain obligations of the Borrower (the “**Grantor’s Secured Guarantee**”) by granting to the Grantee for the benefit of such Secured Parties a continuing security interest in the Collateral of the Grantor, including all right, title and interest of the Grantor in, to and under the Trademark Collateral (as defined below); and

WHEREAS, terms defined in the Security Agreement (or whose definitions are incorporated by reference in Section 1 of the Security Agreement) and not otherwise defined herein have, as used herein, the respective meanings provided for therein;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, subject to and upon the terms and conditions contained in the Security Agreement, the Grantor hereby grants to the Grantee, to secure the Grantor’s Secured Guarantee, a continuing security interest in all of the Grantor’s right, title and interest in, to and under the following (all of the following items or types of property being herein collectively referred to as the “**Trademark Collateral**”), whether now owned or existing or hereafter acquired or arising:

(i) each United States Trademark constituting Recordable Intellectual Property owned by the Grantor, including, without limitation, each Trademark registration and application referred to in Schedule 1 hereto, and all of the goodwill of the business connected with the use of, or symbolized by, each Trademark;

(ii) each Trademark License constituting Recordable Intellectual Property to which the Grantor is a party, including, without limitation, each Trademark License identified in Schedule 1 hereto, and all of the goodwill of the business connected with the use of, or symbolized by, each such Trademark licensed pursuant thereto; and

(iii) all Proceeds of and revenues from the foregoing;

provided that, notwithstanding anything herein to the contrary, in no event shall the Trademark Collateral include any Excluded Assets.

THE PARTIES HERETO AUTHORIZE AND REQUEST THAT THE COMMISSIONER OF PATENTS AND TRADEMARKS OF THE UNITED STATES RECORD THIS SECURITY INTEREST IN THE TRADEMARK COLLATERAL.

The foregoing security interest is granted in conjunction with the security interests granted by the Grantor to the Grantee pursuant to the Security Agreement. The Grantor acknowledges and affirms that the rights and remedies of the Grantee with respect to the security interest in the Trademark Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event of any conflict between the provisions of this Trademark Security Agreement and the provisions of the Security Agreement, the provisions of the Security Agreement shall govern.

This Trademark Security Agreement shall be governed by and construed and enforced in accordance with the Laws of the State of New York.

[Signature Pages Follow]

IN WITNESS WHEREOF, the Grantor has caused this Trademark Security Agreement to be duly executed by its officer thereunto duly authorized as of the date first written above.

ASPEN DENTAL MANAGEMENT, INC.

By: 

Name: Geoffrey Lewis

Title: Chief Financial Officer

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 005509 FRAME: 0975

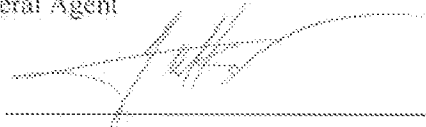
Acknowledged:

ROYAL BANK OF CANADA,
as Collateral Agent

By: _____

Name:

Title:


Rodica Dufka
Manager, Agency

[Signature Page to Trademark Security Agreement]

TRADEMARK
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**Schedule 1
to Trademark Security Agreement**

ASPEN DENTAL MANAGEMENT, INC.

TRADEMARKS

Title	Filing Date/Issued Date	Status (Application/Registered)	Application/ Registration No.
FLEXILYTES	26-Feb-2002	Registered	2,543,059
FLEXILYTES COMBO	26-Feb-2002	Registered	2,543,060
NATURALYTES	26-Feb-2002	Registered	2,543,058
SECURE DENT IMPLANT SYSTEM (Stylized)	27-Oct-2009	Registered	3,702,845
SMILE FOR GOOD (and Design)	11-May-2010	Registered	3,788,653
SMILE NOW PAY LATER (and Design)	24-Mar-2009	Registered	3,595,357
SMILE NOW, PAY LATER	24-Mar-2009	Registered	3,595,356
ASPENDENTAL RETHINK DENTISTRY (and Design)	22-Jun-2010	Registered	3,805,809
ASPENDENTAL RETHINK YOUR DENTAL CAREER (and Design)	22-Jun-2010	Registered	3,805,810
ASPENDENTAL WHEN I SEE YOU SMILE (and Design)	03-Nov-2009	Registered	3,706,440
SPARE DENT DENTURE (Stylized)	03-Aug-2010	Registered	3,829,452
ASPENDENTAL SMILE SQUAD (and Design)	07-Dec-2010	Registered	3,887,722
ASPENDENTAL SMILESAVER (and Design)	15-Feb-2011	Registered	3,920,846

ASPENDENTAL PRACTICE MADE PERFECT	01-Nov-2011	Registered	4,048,804
ASPENDENTAL	09-Oct-2012	Registered	4,221,549
ASPENDENTAL	20-Jul-2004	Cancelled	2,864,022
ASPENDENTAL and Design	02-Oct-2007	Registered	3,304,705
A	18-Sep-2007	Registered	3,295,775
BRINGING AMERICA A HEALTHY MOUTH	14-Oct-2014	Registered	4,622,371
ASPENDENTAL MOUTHMOBILE	14-Oct-2014	Registered	4,622,369
SMILING MOUTHS MAP LOGO	14-Oct-2014	Registered	4,622,370
WE'RE ON A MISSION TO GIVE AMERICA A HEALTHY MOUTH	11-Nov-2014	Registered	4,638,286
ASPENDENTAL YOUR CAREER. OUR MISSION.	14-Oct-2014	Registered	4,622,308
YOUR CAREER. OUR MISSION.	04-Nov-2014	Registered	4,633,591
TURNINGPOINT DENTAL IMPLANT CENTER	17-Dec-2013	Registered	4,452,502
TURNINGPOINT DENTAL IMPLANT CENTER	24-Dec-2013	Registered	4,456,490
TURNINGPOINT DENTAL IMPLANT CENTER	17-Dec-2013	Registered	4,452,444
ASPENDENTAL YOUR MOUTH. OUR MISSION.	01-Apr-2014	Registered	4,507,176
COMFIDENTS DENTURES (Logo)	04-Aug-2009	Registered	3,664,813
COMFIDENTS	05-Mar-2002	Registered	2,545,075
COMFILYTES	26-Feb-2002	Registered	2,543,057
ASPENDENTAL LET US HELP YOU FIND YOUR SMILE	07-Oct-2008	Registered	3,513,271
EXTRADENT DENTURE (Stylized)	12-Oct-2010	Registered	3,861,754

SMILE GUIDES SIMPLE STEPS TO FINDING YOUR SMILE (and Design)	10-Apr-2012	Registered	4,125,996
ASPENDENTAL IT'S TIME TO SMILE (Logo)	18-Oct-2011	Registered	4,043,276
DENTURE MONEY BACK GUARANTEE ASPENDENTAL	19-Aug-2014	Registered	4,588,553
HEALTHY MOUTH MOVEMENT	12-Jan-2015	Application Pending	86/501101
PEACE OF MIND PROMISE	23-Sep-2014	Application Pending	86/403078
PEACE OF MIND PROMISE (Logo)	23-Sep-2014	Application Pending	86/403073
ASPENDENTAL SMILE SQUAD (Logo)	20-Oct-2014	Application Pending	86/428781

TRADEMARK LICENSES

None.