

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM351894

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
STRATEGIC DENTAL EXECUTIVES, LLC		08/10/2015	LIMITED LIABILITY COMPANY: TEXAS
RECEIVING PARTY DATA			
Name:	BOATHOUSE CAPITAL LP		
Street Address:	200 WEST LANCASTER AVENUE, SUITE 206		
City:	WAYNE		
State/Country:	PENNSYLVANIA		
Postal Code:	19087		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
Name:	BOATHOUSE CAPITAL II LP		
Street Address:	200 WEST LANCASTER AVENUE, SUITE 206		
City:	WAYNE		
State/Country:	PENNSYLVANIA		
Postal Code:	19087		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	4271865		
Registration Number:	4271864		
Registration Number:	4268264	SMILE MAGIC	
CORRESPONDENCE DATA			
Fax Number:	2149326499		
<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:	214-932-6400		
Email:	sshernandez@mcguirewoods.com		
Correspondent Name:	NAM H. HUYNH		
Address Line 1:	2000 MCKINNEY AVENUE, SUITE 1400		
Address Line 4:	DALLAS, TEXAS 75201		
ATTORNEY DOCKET NUMBER:	2069843-0001		

OP \$90.00 4271865

NAME OF SUBMITTER:	Nam H. Huynh
SIGNATURE:	/Nam H. Huynh/
DATE SIGNED:	08/19/2015
Total Attachments: 4 source=Active_69811711_1_Trademark Grant (2)#page1.tif source=Active_69811711_1_Trademark Grant (2)#page2.tif source=Active_69811711_1_Trademark Grant (2)#page3.tif source=Active_69811711_1_Trademark Grant (2)#page4.tif	

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

August 10, 2015

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, STRATEGIC DENTAL EXECUTIVES, LLC, a Texas limited liability company ("Grantor"), having its principal office at 3600 E McKinney Street, Suite 100, Denton, TX 76209, hereby grants to BOATHOUSE CAPITAL LP ("Boathouse") and BOATHOUSE CAPITAL II LP ("Boathouse II", together with Boathouse and their respective successor and assigns, collectively, "Grantee"), a security interest in (a) all of Grantor's right, title and interest in and to the United States trademarks set forth on Schedule A attached hereto (collectively, the "Marks", and each, a "Mark"), (b) all proceeds and products of each Mark, (c) the goodwill of the businesses with which each Mark is associated and (d) all causes of action arising prior to or after the date hereof for infringement of each Mark or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of the Obligations, as such term is defined in that certain Note and Warrant Purchase and Collateral Agreement, dated as of the date hereof, executed by Grantee, Grantor, and the other Borrowers from time to time party thereto (as amended, modified, restated and/or supplemented from time to time, the "Note Purchase Agreement"). Upon termination of the Note Purchase Agreement, Grantee shall execute, acknowledge and deliver to Grantor, upon Grantor's request, an instrument in writing releasing the security interest in the Marks acquired under this Grant.

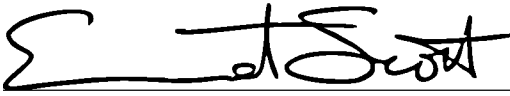
This Grant has been granted in conjunction with the security interest granted to Grantee under the Note Purchase Agreement. The rights and remedies of Grantee with respect to the security interest granted herein are as set forth in the Note Purchase Agreement. In the event that any provisions of this Grant are deemed to conflict with the Note Purchase Agreement, the provisions of the Note Purchase Agreement shall govern.

[Remainder of this page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date set forth above.

GRANTOR:

STRATEGIC DENTAL EXECUTIVES, LLC

By: 
Name: Emmet Scott
Title: President

GRANTEE:

BOATHOUSE CAPITAL LP

By: Boathouse Capital GP LLC,
its General Partner

By: _____
Name: William J. Dyer
Title: Partner

BOATHOUSE CAPITAL II LP

By: Boathouse Capital II GP LLC,
its General Partner

By: _____
Name: William J. Dyer
Title: Partner

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date set forth above.

GRANTOR:

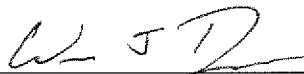
STRATEGIC DENTAL EXECUTIVES, LLC

By: _____
Name: Emmet Scott
Title: President

GRANTEE:

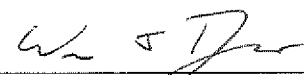
BOATHOUSE CAPITAL LP

By: Boathouse Capital GP LLC,
its General Partner

By: 
Name: William J. Dyer
Title: Partner

BOATHOUSE CAPITAL II LP

By: Boathouse Capital II GP LLC,
its General Partner

By: 
Name: William J. Dyer
Title: Partner

Schedule A to Grant of Security Interest in United States Trademarks

TRADEMARKS

Type of IP Right	Country	Application/Registration Number and Date	Description
Trademark	US	4,271,865 1/8/2013	Charlie the Chipmunk
Trademark	US	4,271,864 1/8/2013	Wizard Hat with Smile
Trademark	US	4,268,264 1/1/2013	Smile Magic (Name)