

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM398427

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	SECURITY INTEREST
RESUBMIT DOCUMENT ID:	900377341

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Pacific Dental Services, LLC		09/01/2016	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of the West
Street Address:	300 South Grand Avenue
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90071
Entity Type:	as Agent, a California banking corporation: CALIFORNIA

PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Serial Number:	87027688	SMILE GENERATION HEALTHCARE
Serial Number:	87027632	SMILE GENERATION HEALTH
Serial Number:	87100964	MARRIAGE & RELATIONSHIP EXPERIENCE
Serial Number:	87043736	MOUTH-BODY CONNECTION
Serial Number:	87096283	
Serial Number:	86945342	ENDURING HEALTH CARE
Serial Number:	86945306	ENDURING HEALTH CARE
Serial Number:	86945256	ENDURING CARE
Serial Number:	86945216	ENDURING CARE
Serial Number:	86945177	HEALTHIER AND HAPPIER PATIENTS
Registration Number:	5012201	SMILEPAY
Registration Number:	5012197	SMILE PAY
Serial Number:	86943715	HEALTHIER AND HAPPIER PATIENTS
Serial Number:	86943068	HEALTHIER, HAPPIER PATIENTS
Serial Number:	86942931	HEALTHIER, HAPPIER PATIENTS
Registration Number:	4616977	CLINICIANS LEADING CLINICIANS IN CLINICA
Registration Number:	3061738	
Registration Number:	3897548	

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3897547	PRIO DENTAL
CORRESPONDENCE DATA		
Fax Number:		
<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>		
Email:	trademark@buchalter.com	
Correspondent Name:	Amy Arnelle c/o Buchalter Nemer	
Address Line 1:	1000 Wilshire Blvd., Suite 1500	
Address Line 4:	Los Angeles, CALIFORNIA 90017-2457	
ATTORNEY DOCKET NUMBER:	U5087-0034	
NAME OF SUBMITTER:	Lisa Levinson	
SIGNATURE:	/ll/	
DATE SIGNED:	09/14/2016	
Total Attachments: 6		
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**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

September 1, 2016

PACIFIC DENTAL SERVICES, LLC, a Delaware limited liability company, whose address is 17000 Red Hill Avenue, Irvine, CA 92614 (“Grantor”), hereby acknowledges that it has granted to **BANK OF THE WEST**, as Administrative Agent for the Lenders, a California banking corporation, whose address is 300 South Grand Avenue, Los Angeles, CA 90071 (“Grantee”), a security interest in and to all of Grantor’s right, title and interest in and to: (a) the trademarks and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Grantor (collectively, the “Trademarks”), together with the goodwill and assets of the business and all actions for infringement concerning the foregoing, and (b) the copyrights and copyright applications which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Grantor (collectively, the “Copyrights”), as set forth in the Agreement (as defined below), and all actions for infringement concerning the foregoing.

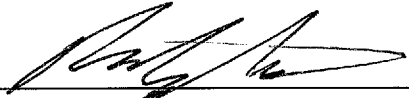
The terms and conditions of the aforementioned security interest are contained in that certain Fourth Amended and Restated Pledge and Security Agreement, dated as of August 18, 2015 (as amended, restated, supplemented, or otherwise modified from time to time, the “Agreement”), by and between, among others, Grantor and Grantee, as security for the Obligations, as set forth in the Agreement and the other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the Collateral, as set forth in the Agreement and the other agreements referred to therein, nor as limiting any interest which Grantee may have in any other Collateral described in the Agreement or otherwise.

[Signature page to follow.]

IN WITNESS WHEREOF, each of the undersigned has caused this Intellectual Property Security Agreement to be duly executed and delivered as of the date first above written.

GRANTOR:

PACIFIC DENTAL SERVICES, LLC,
a Delaware limited liability company

By: 
Name: Brady Aase
Title: Chief Financial Officer

GRANTEE:

BANK OF THE WEST,
a California banking corporation

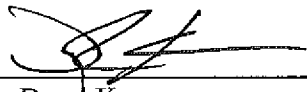
By: 
Name: Daryl Krause
Title: Managing Director

EXHIBIT A

<u>Pacific Dental Services, LLC Trademarks</u>	<u>Serial Number</u>	<u>Filing Date</u>	<u>Registration Number</u>	<u>Registration Date</u>
Decorative Tooth (Design)	Serial No. 76/607,503	8/18/2004	Reg No. 3,061,738	2/28/2006
Dental Care Yes	Serial No. 76/567,646	12/29/2003	Reg No. 2,917,077	1/11/2005
Pacific Dental Services	Serial No. 76/500,183	3/25/2003	Reg No. 2,812,716	2/10/2004
PDS	Serial No. 76/670,004	12/6/2006	Reg. No. 3,416,527	4/29/2008
PDS Pyramid (Design)	Serial No. 76/616,858	10/21/2004	Reg No. 3,094,703	5/23/2006
PDSI	Serial No. 76/599,980	6/30/2004	Reg No. 2,988,762	8/30/2005
Perfect Patient Experience	Serial No. 76/538,747	8/21/2003	Reg No. 3,199,851	1/16/2007
PPE	Serial No. 76/635,667	4/13/2005	Reg No. 3,203,262	1/30/2007
SmileTec System	Serial No. 75/273,784	4/14/1997	Reg No. 2,135,996	1/30/2007
T.I.D.E.	Serial No. 76/669,471	11/24/2006	Reg. No. 3,462,854	7/8/2008
The Smile Generation	Serial No. 76/682,072	9/19/2007	Reg. No. 3,433,787	5/27/2008
Smiles Dentistry & Orthodontics (design)	Serial No. 76/682,074	9/19/2007	Reg. No. 3,433,789	5/27/2008
Tooth Flower (Design) - New Logo	Serial No. 76/692,264	8/20/2008	Reg. No. 3,596,992	3/31/2009
Tooth Tulip (Design)	Serial No. 76/695,526	2/2/2009	Reg. No. 3,690,929	10/6/2009
Real Smiles	Serial No. 76/695,527	2/2/2009	Reg. No. 3,750,965	2/23/2010
Be a Smile Hero	Serial No. 76/696,339	3/16/2009	Reg. No. 3,690,940	10/6/2009
My Kids Dentist	Serial No. 76/696,340	3/16/2009	Reg. No. 3,750,969	2/23/2010
Right Fit	Serial No. 76/702,672	4/27/2010	Reg. No. 3,888,398	12/14/2010
Smile Gen Advertising Material - (Yellow Dot with Smile)	Serial No. 76/702,623	4/26/2010	Reg. No. 3,888,389	12/14/2010
My Kids Dentist Logo	Serial No. 76/702,619	4/26/2010	Reg. No. 3,891,661	12/21/2010
Smile Generation Financial	Serial No. 76/702,624	4/26/2010	Reg. No. 3,891,663	12/21/2010
My Smile Dental Plan	Serial No. 76/702,671	4/27/2010	Reg. No. 3,891,664	12/21/2010
Every Kid's Dentist	Serial No. 76/704,437	9/10/2010	Reg No. 4,017,442	8/30/2011
Every Kid's Dentist (logo)	Serial No. 76/704,438	9/10/2010	Reg No. 4,017,443	8/30/2011
SMILES (Intent to Use)	Serial No. 76/647,238	9/22/2005	No Registration	n/a
Smile Generation Financial Services (Intent to Use)	Serial No. 76/697,734	6/3/2009	No Registration	n/a
Private Practice	Serial No. 76/708,800	8/22/2011	Reg No. 4,223,577	10/16/2012
Private Practice Plus	Serial No. 76/708,800	8/22/2011	No Registration	
SmileGeneration.com	Serial No. 76/707,615	5/16/2011	Reg No. 4,078,422	1/3/2012
Every Kid's Dentist (New Logo)	Serial No. 76/704,438	9/10/2010	Reg No. 4,017,443	8/30/2011
Every Kid's Dentist	Serial No. 76/704,437	9/10/2010	Reg No. 4,017,442	8/30/2011
My Kid's Dentist (New Logo)	Serial No. 76/702,619	4/26/2010	Reg No. 3,891,661	12/21/2010
My Kid's Dentist	Serial No. 76/696,340	3/16/2009	Reg No. 3,750,969	2/23/2010
Every Kid's Dentist & Orthodontics	Serial No. 76/711,194	4/11/2012	Reg No. 4,211,913	9/25/2012
My Kid's Dentist & Orthodontics	Serial No. 76/711,195	4/11/2012	Reg No. 4,211,914	9/25/2012

From Baby Teeth To Braces	Serial No. 76/710,389	1/30/2012	Reg No. 4,315,153	4/9/2013
Little Mouths Are A Big Deal	Serial No. 76/710,390	1/30/2012	Reg No. 4,315,154	4/9/2013
Tooth Owl (Design)	Serial No. 76/710,663	2/21/2012	Reg No. 4,326,203	4/30/2013
Tooth Bee (Design)	Serial No. 76/710,664	2/21/2012	Reg No. 4,501,928	3/25/2014
Bucktooth Tooth (Design)	Serial No. 76/710,661	2/21/2012	Reg No. 4,299,621	3/12/2013
Share A Smile	Serial No. 85/946,622	5/30/2013	Reg No. 4,462,753	1/7/2014
Leaders In Dentistry Conference	Serial No. 85/946,651	5/30/2013	Reg No. 4,469,956	1/21/2014
Clinicians Leading Clinicians In Clinical Excellence	Serial No. 86/205,201	2/26/2014	Reg No. 4,616,977	10/7/2014
The PDS Institute	Serial No. 86/228,233	3/21/2014	Reg No. 4,617,628	10/7/2014
Smile Generation Healthcare	Serial No. 87/027,688	5/6/2016	No Registration	
Smile Generation Health	Serial No. 87/027,632	5/6/2016	No Registration	
Marriage & Relationship Experience	Serial No. 87/100,964	7/12/2016	No Registration	
Mouth-Body Connection	Serial No. 87/043,736	5/19/2016	No Registration	
	Serial No. 87/096,283	7/7/2016	No Registration	
Enduring Health Care	Serial No. 86/945,342	3/18/2016	No Registration	
Enduring Health Care	Serial No. 86/945,306	3/18/2016	No Registration	
Enduring Care	Serial No. 86/945,256	3/18/2016	No Registration	
Enduring Care	Serial No. 86/945,216	3/18/2016	No Registration	
Healthier And Happier Patients	Serial No. 86/945,177	3/18/2016	No Registration	
Smilepay	Serial No. 86/837,142	5/17/2016	Reg No. 5012201	8/2/2016
Smile Pay	Serial No. 86/837,086	12/2/2015	Reg No. 5012197	8/2/2016
Healthier And Happier Patients	Serial No. 86/943,715	3/17/2016	No Registration	
Healthier, Happier Patients	Serial No. 86/943,068	3/16/2016	No Registration	
Healthier, Happier Patients	Serial No. 86/942,931	3/16/2016	No Registration	
Clinicians Leading Clinicians In Clinical Excellence	Serial No. 86/205,201	2/26/2014	Reg No. 4616977	10/7/2014
	Serial No. 76/607,503	8/18/2004	Reg No. 3061738	2/28/2006
	Serial No. 76/699,295	9/2/2009	Reg No. 3897548	12/28/2010
Prio Dental	Serial No. 76/699,210	8/28/2009	Reg No. 3897547	12/28/2010

Copyrights

Prism (Copyright)		12/23/2004	Reg No. VAu644-303	12/23/2004
Prism (Copyright)		12/23/2004	Reg No. TXu1-210-171	12/23/2004

Copyright Licenses

No licenses.

Patents

None

Patent License

None