

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM435388

SUBMISSION TYPE:	RESUBMISSION		
NATURE OF CONVEYANCE:	Amended and Restated Security Interest		
RESUBMIT DOCUMENT ID:	900411649		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Jefferies Finance LLC		06/30/2017	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Royal Bank of Canada, as Collateral Agent		
Street Address:	20 King Street West, 4th Floor		
City:	Toronto		
State/Country:	CANADA		
Postal Code:	M5H 1C4		
Entity Type:	Bank: CANADA		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	1834111	DR. BEAUCHAMP	
Registration Number:	2059323	WD	
Registration Number:	1741665	WESTERN	
Registration Number:	1647111	WESTERN	
Registration Number:	3296197	WD WESTERN DENTAL	
Registration Number:	3296194	WESTERN DENTAL CENTERS	
Registration Number:	3296198	WD WESTERN DENTAL	
CORRESPONDENCE DATA			
Fax Number:	2123037064		
<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:	212.318.6824		
Email:	christinedionne@paulhastings.com		
Correspondent Name:	Christine Dionne c/o Paul Hastings LLP		
Address Line 1:	200 Park Avenue, 28th Floor		
Address Line 4:	New York, NEW YORK 10166		
ATTORNEY DOCKET NUMBER:	78436.00230 5209/791		
NAME OF SUBMITTER:	CHRISTINE DIONNE		

SIGNATURE:	/CHRISTINE DIONNE/
DATE SIGNED:	07/17/2017
Total Attachments: 8 source=R5209F0791#page1.tif source=R5209F0791#page2.tif source=R5209F0791#page3.tif source=R5209F0791#page4.tif source=R5209F0791#page5.tif source=R5209F0791#page6.tif source=R5209F0791#page7.tif source=R5209F0791#page8.tif	

**TRADEMARK SECURITY INTEREST
ASSIGNMENT AGREEMENT**

THIS TRADEMARK SECURITY INTEREST ASSIGNMENT AGREEMENT (this "Agreement") is made and entered into as of June 30, 2017, by JEFFERIES FINANCE LLC ("Jefferies"), as the prior administrative agent and collateral agent (in such capacity, "Assignor"), in favor of ROYAL BANK OF CANADA ("Royal Bank"), as the current administrative agent and collateral agent (in such capacity, "Assignee").

W I T N E S S E T H

WHEREAS, Assignor is party to the Trademark Security Agreement, dated as of February 4, 2014 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), by and between PREMIER DENTAL HOLDINGS, INC., a Delaware corporation ("Grantor") and Assignor;

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to Assignor a security interest in all of its right, title and interest in and to certain intellectual property owned by the Grantor including, without limitation, the trademarks and trademark applications described on Schedule I annexed hereto and made a part hereof (the "Collateral");

WHEREAS, the Security Agreement was recorded with the United States Patent and Trademark Office on February 5, 2014 on Reel 5209 / Frame 791;

WHEREAS, effective as of the date hereof, Assignor resigned as administrative agent and collateral agent under (i) the Amended and Restated Credit Agreement, dated as of February 4, 2014 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), among Assignor, Premier Dental Services, Inc. ("PDS Borrower"), Western Dental Services, Inc. ("WDS Borrower") and PDS Holdco Inc. ("Parent"), and (ii) the other Loan Documents (as defined in the Credit Agreement);

WHEREAS, pursuant to that certain Successor Agent Agreement, dated as of the date hereof, among Assignor, Assignee, PDS Borrower, WDS Borrower, Parent and the other Loan Parties, Assignee has assumed and succeeded to all of the rights, powers, discretions, privileges and duties of Assignor as administrative agent and collateral agent under the Credit Agreement and the other Loan Documents; and

WHEREAS, Assignor and Assignee desire to enter into this Agreement to evidence the assignment by Assignor to Assignee of all of Assignor's right, title and interest under the Security Agreement, including, without limitation, Assignor's security interest in the Collateral.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, parties hereto hereby agree as follows:

1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein shall have the meanings specified in the Security Agreement.

2. Assignment. Assignor does hereby transfer, assign, grant and convey to Assignee all of its right, title and interest in and to the Security Agreement, without limitation, its security interest in the Collateral, and Assignee does hereby accept and assume all of such right, title, interest and security interests.

3. Acknowledgment of Grantors. The Grantor hereby (i) confirms its grant to Assignee of a security interest in the Collateral to secure the prompt and complete payment and performance when due (whether at stated maturity, by acceleration or otherwise) of the Obligations (as defined in the Credit Agreement) and (ii) acknowledges and affirms that the rights and remedies of Assignee with respect to its security interest in the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

4. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of New York.

5. Counterparts. This Agreement may be executed in counterparts, each of which shall constitute an original and all of which taken together shall constitute one and the same instrument. Delivery of an executed counterpart of a signature page to this Agreement by facsimile transmission or electronic mail shall be as effective as delivery of a manually executed counterpart of this Agreement.

[Remainder of page intentionally left blank]

ACKNOWLEDGED AND AGREED:

WESTERN DENTAL SERVICES, INC.

By: 

Name: William Dembercek

Title: Chief Financial Officer

[Signature Page to Trademark Security Interest Assignment (Western Dental Services, Inc. - February 2014)]

TRADEMARK
REEL: 006116 FRAME: 0984

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date above first written.

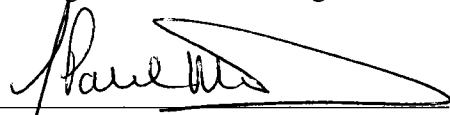
ASSIGNOR:

JEFFERIES FINANCE LLC, as the prior administrative agent and collateral agent

By: _____

Name: J. Paul McDonnell

Title: Managing Director



ASSIGNEE:

ROYAL BANK OF CANADA, as the current administrative agent and collateral agent

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date above first written.

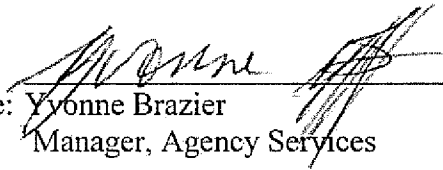
ASSIGNOR:

JEFFERIES FINANCE LLC, as the prior administrative agent and collateral agent

By: _____
Name: _____
Title: _____



ASSIGNEE:



ROYAL BANK OF CANADA, as the current administrative agent and collateral agent

By: 
Name: Yvonne Brazier
Title: Manager, Agency Services

SCHEDULE I
TO
TRADEMARK SECURITY INTEREST ASSIGNMENT AGREEMENT

Trademark Registrations and Applications

Trademark	Serial No.	Filing Date	Registration No.	Registration Date	Owner
DR. BEAUCHAMP	74366104	February 8, 1994	1834111	May 3, 1994	Western Dental Services, Inc.
WD LOGO AND DESIGN	751147581	June 5, 1996	2059323	May 6, 1997	Western Dental Services, Inc.
					
WESTERN	74143829	March 4, 1991	1741665	December 22, 1992	Western Dental Services, Inc.
WESTERN	74067872	June 11, 1990	1647111	June 4, 1991	Western Dental Services, Inc.
WD WESTERN DENTAL AND DESIGN	76671834	January 25, 2007	3296197	September 25, 2007	Western Dental Services, Inc.
					

Trademark	Serial No.	Filing Date	Registration No.	Registration Date	Owner
WD WESTERN DENTAL AND DESIGN	76671835	January 25, 2007	3296198	September 25, 2007	Western Dental Services, Inc.
 Western Dental					
WESTERN DENTAL CENTERS AND DESIGN	76671821	January 25, 2007	3296194	September 25, 2007	Western Dental Services, Inc.
 WESTERN Dental Centers					

Jurisdiction	Trademark	Serial No.	Filing Date	Registration No.	Registration Date	Owner
California	SMILE, YOU'VE GOT WESTERN DENTAL	66550	June 16, 2010	N/A	N/A	Western Dental Services, Inc.

Jurisdiction	Trademark	Serial No.	Filing Date	Registration No.	Registration Date	Owner
California	SMILE, YOU'VE GOT WESTERN DENTAL	52945	February 28, 2000	N/A	N/A	Western Dental Services, Inc.
California	WESTERN	31560	January 4, 1988	N/A	N/A	Western Dental Services, Inc.