

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM512321

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Trademark Security Agreement Supplement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Benchmark Consulting Group, LLC		03/01/2019	Limited Liability Company: OKLAHOMA
RECEIVING PARTY DATA			
Name:	DEUTSCHE BANK TRUST COMPANY AMERICAS		
Street Address:	60 Wall Street, 16th Floor		
Internal Address:	Mail Stop: NYC60-1630		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10005		
Entity Type:	Corporation: NEW YORK		
PROPERTY NUMBERS Total: 8			
Property Type	Number	Word Mark	
Registration Number:	3635872	DDS DENTURES & DENTAL SERVICES	
Registration Number:	3525001	AFFORDENT	
Registration Number:	3490424	AFFORDENT	
Registration Number:	4460780	DDS DENTURES & DENTAL SERVICES	
Registration Number:	4290391	DDS	
Registration Number:	4125615	DENTURES & DENTAL SERVICES	
Registration Number:	5272971	DDS DENTURES + IMPLANT SOLUTIONS	
Registration Number:	5278297	DDS DENTURES + IMPLANT SOLUTIONS	
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>			
Phone:	1-212-318-6565		
Email:	emilycollins@paulhastings.com		
Correspondent Name:	Emily Collins		
Address Line 1:	200 Park Avenue		
Address Line 2:	c/o Paul Hastings LLP		
Address Line 4:	New York, NEW YORK 10166		

CH \$215.00 3635872

NAME OF SUBMITTER:	Emily Collins
SIGNATURE:	/s/ Emily Collins
DATE SIGNED:	03/01/2019
Total Attachments: 4 source=ACI (Berkshire) - 2L Trademark Security Agreement Supplement No. 2 - Executed#page1.tif source=ACI (Berkshire) - 2L Trademark Security Agreement Supplement No. 2 - Executed#page2.tif source=ACI (Berkshire) - 2L Trademark Security Agreement Supplement No. 2 - Executed#page3.tif source=ACI (Berkshire) - 2L Trademark Security Agreement Supplement No. 2 - Executed#page4.tif	

TRADEMARK SECURITY AGREEMENT SUPPLEMENT

Trademark Security Agreement, dated as of March 1, 2019, by Benchmark Consulting Group, LLC, an Oklahoma limited liability company (the “**Grantor**”), in favor of DEUTSCHE BANK TRUST COMPANY AMERICAS, in its capacity as collateral agent pursuant to the Second Lien Credit Agreement (as defined in the Second Lien Security Agreement, defined below) (in such capacity, the “**Collateral Agent**”), for the benefit of the Secured Parties.

WITNESSETH:

WHEREAS, the Grantor is party to a Second Lien Security Agreement dated as of October 22, 2015 (as amended, amended and restated, supplemented or otherwise modified from time to time, the “**Second Lien Security Agreement**”) in favor of the Collateral Agent pursuant to which the Grantor is required to execute and deliver this Trademark Security Agreement Supplement;

NOW, THEREFORE, in consideration of the premises and to induce the Collateral Agent, for the benefit of the Secured Parties, to enter into the Second Lien Credit Agreement, the Grantor hereby agrees with the Collateral Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Second Lien Security Agreement and used herein have the meaning given to them in the Second Lien Security Agreement and the Second Lien Credit Agreement.

SECTION 2. Grant of Security Interest in Additional Trademark Collateral. The Grantor hereby pledges and grants to the Collateral Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all of the Collateral (excluding any Excluded Assets) of the Grantor, including without limitation, the Trademarks of the Grantor listed on Schedule I attached hereto.

SECTION 3. The Second Lien Security Agreement. The security interest granted pursuant to this Trademark Security Agreement Supplement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the Second Lien Security Agreement and Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademarks made and granted hereby and thereby are more fully set forth in the Second Lien Security Agreement, the terms of which are incorporated herein by reference. In the event that any provision of this Trademark Security Agreement Supplement is deemed to conflict with the Second Lien Security Agreement, the provisions of the Second Lien Security Agreement shall control unless the Collateral Agent shall otherwise determine.

SECTION 4. Termination. Upon the termination of the Second Lien Security Agreement in accordance with Section 6.11 thereof with respect to the Grantor, the Collateral Agent shall, at the expense of the Grantor, execute, acknowledge, and deliver to the Grantor an instrument in writing in recordable form releasing the lien on and security interest in the Trademarks under this Trademark Security Agreement Supplement.

SECTION 5. Counterparts. This Trademark Security Agreement Supplement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement Supplement by signing and delivering one or more counterparts.


[SIGNATURE PAGES FOLLOW]

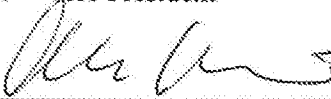
IN WITNESS WHEREOF, the parties hereto have duly executed this Trademark Security Agreement Supplement as of the day and year first above written.

BENCHMARK CONSULTING GROUP, LLC,
as Grantor


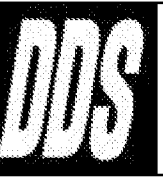
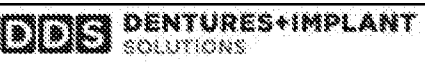
By: 
Name: Trent Rentfrow
Title: Chief Financial Officer

**DEUTSCHE BANK TRUST COMPANY
AMERICAS,**
as Collateral Agent

By: 
Name: Melissa Rossiter
Title: Vice President

By: 
Name: Alice Carter
Title: Assistant Vice President

Schedule I
Trademark Registrations and Use Applications

<u>Registered Trademark</u>	<u>Registrant/Owner</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Goods/Services</u>
	Benchmark Consulting Group, LLC	3635872	June 9, 2009	44: Dentist services
	Benchmark Consulting Group, LLC	3525001	October 28, 2008	44: Dentist services
AFFORDENT	Benchmark Consulting Group, LLC	3490424	August 19, 2008	44: Dentist services
	Benchmark Consulting Group, LLC	4460780	January 7, 2014	44: Dentist services
	Benchmark Consulting Group, LLC	4290391	February 12, 2013	44: Dentist services
DENTURES & DENTAL SERVICES	Benchmark Consulting Group, LLC	4125615	April 10, 2012	44: Dentist services
	Benchmark Consulting Group, LLC	5272971	August 22, 2017	44: Dentist services
DDS DENTURES + IMPLANT SOLUTIONS	Benchmark Consulting Group, LLC	5278297	August 29, 2017	44: Dentist services