

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM580068

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Security Agreement		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
MORTENSON FAMILY DENTAL HOLDINGS, INC.		06/05/2020	Corporation: KENTUCKY
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Fifth Third Bank, National Association, as Agent		
<b>Street Address:</b>	Fifth Third Cent.		
<b>Internal Address:</b>	38 Fountain Sq. Plaza		
<b>City:</b>	Cincinnati		
<b>State/Country:</b>	OHIO		
<b>Postal Code:</b>	45263		
<b>Entity Type:</b>	Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 26</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5090435	ABBEVILLE DENTISTRY	
<b>Registration Number:</b>	2223405	AMERICAN FAMILY ORTHODONTICS	
<b>Registration Number:</b>	5099744	APOGEE DENTAL NETWORK	
<b>Registration Number:</b>	4138422	BRACESBRACESBRACES	
<b>Registration Number:</b>	5156227	CHILDREN'S DENTAL CENTER	
<b>Registration Number:</b>	4138426		
<b>Registration Number:</b>	5176455	DCC DENTURE CARE CENTER	
<b>Registration Number:</b>	5090433	HOWARD FAMILY DENTAL	
<b>Registration Number:</b>	4138834	KID'S DENTISTREE	
<b>Registration Number:</b>	5124342	KID'S DENTAL	
<b>Registration Number:</b>	3385059	M	
<b>Registration Number:</b>	4138836		
<b>Registration Number:</b>	3385056	MORTENSON	
<b>Registration Number:</b>	5051598	MORTENSON DENTAL PARTNERS	
<b>Registration Number:</b>	5305755	MORTENSON DENTAL PARTNERS	
<b>Registration Number:</b>	5099594	MORTENSON FAMILY DENTAL	
<b>Registration Number:</b>	5095595	ORAL & FACIAL SURGERY GROUP	
<b>Registration Number:</b>	5755716	SCALING UP GROUP DENTAL SYMPOSIUM SEALIN	
<b>TRADEMARK</b>			

OP \$665.00 5090435

Property Type	Number	Word Mark
Registration Number:	5094996	STONEHAVEN DENTAL
Registration Number:	5090459	SUMMIT DENTAL HEALTH
Registration Number:	5194629	THE NEXT GENERATION OF PRIVATE PRACTICE
Registration Number:	5510847	TOP DOCS
Serial Number:	87325434	DEVELOP SELF. INSPIRE OTHERS. GROW THE B
Serial Number:	87325402	INSPIRE DEVELOP SELF . INSPIRE OTHERS .G
Serial Number:	88208835	OWN YOUR FUTURE
Serial Number:	88597620	SMILES 360 DENTAL SAVINGS CLUB

#### CORRESPONDENCE DATA

**Fax Number:** 8888295819

*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:** (312) 288-3586

**Email:** Results-UCCTeam2@wolterskluwer.com

**Correspondent Name:** Nancy Helm Brown

**Address Line 1:** 2929 Allen Pkwy

**Address Line 2:** Suite 3300

**Address Line 4:** Houston, TEXAS 77019

<b>NAME OF SUBMITTER:</b>	Gregory T. Pealer
<b>SIGNATURE:</b>	/Gregory T. Pealer/
<b>DATE SIGNED:</b>	06/08/2020

#### Total Attachments: 8

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**TRADEMARK COLLATERAL AGREEMENT**

This 5th day of June, 2020, MORTENSON FAMILY DENTAL HOLDINGS, INC., a Kentucky corporation ("*Debtor*"), with its principal place of business and mailing address at 10300 Linn Station Road, Suite 100, Louisville, Kentucky 40223, in consideration of ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, assigns, mortgages and pledges to Fifth Third Bank, National Association ("*Fifth Third*"), with its mailing address at Fifth Third Center, 38 Fountain Square Plaza, Cincinnati, Ohio 45263, acting as administrative agent hereunder for the Secured Creditors (as defined in the Security Agreement referred to below), and its successors and assigns (Fifth Third acting as such administrative agent and any successor(s) or assign(s) to Fifth Third acting in such capacity being hereinafter referred to as the "*Administrative Agent*"), and grants to the Administrative Agent for the benefit of the Secured Creditors a continuing security interest in, the following property:

(i) Each trademark, trademark registration, and trademark application listed on Schedule A hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration, and trademark application; and

(ii) All proceeds of the foregoing, including without limitation any claim by Debtor against third parties for damages by reason of past, present or future infringement of any trademark, trademark registration, or trademark application listed on Schedule A hereto or by reason of injury to the goodwill associated with any such trademark, trademark registration, or trademark application, in each case together with the right to sue for and collect said damages;

to secure the payment and performance of all Secured Obligations of Debtor as set out in that certain Security Agreement dated as of June 5, 2020 among Debtor, certain affiliates of Debtor and the Administrative Agent, as the same may be amended, modified, or restated from time to time (the "*Security Agreement*").

Notwithstanding anything herein to the contrary, this Trademark Collateral Agreement shall not operate as a sale, transfer, conveyance or other assignment to the Administrative Agent of any applications by Debtor for a trademark based on an intent to use the same if and so long as such application is pending without a Statement of Use having been filed and accepted (such pending applications which are based on intent to use being hereinafter referred to collectively as "*Intent-To-Use Applications*"), but rather, if and so long as Debtor's Intent-To-Use Application is pending without a Statement of Use having been filed and accepted, then this Trademark Collateral Agreement shall operate only to create a security interest for collateral purposes in favor of the Administrative Agent on such Intent-To-Use Application as collateral security for the Secured Obligations. When a Statement of Use is filed and accepted by the United States Patent and Trademark Office, then that application shall cease to be partly exempted from this Trademark Collateral Agreement.

Debtor does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the assignment, mortgage, pledge and security interest in the trademarks, trademark registrations, and trademark applications made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

[Signature Pages Follow]

IN WITNESS WHEREOF, Debtor has caused this Trademark Collateral Agreement to be duly executed as of the date and year last above written.

MORTENSON FAMILY DENTAL HOLDINGS, INC.

By: \_\_\_\_\_

Name: Jeff Reibel

Title: CFO

[Signature Page to Trademark Collateral Agreement (Mortenson)]

**TRADEMARK**  
**REEL: 006955 FRAME: 0422**

Accepted and agreed to as of the date and year last above written.

FIFTH THIRD BANK, NATIONAL ASSOCIATION, as  
Administrative Agent

By 

Name: Michael Holwerda

Title: Vice President


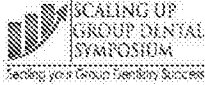
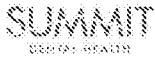

[Signature Page to Trademark Collateral Agreement (Mortenson)]

**SCHEDULE A  
TO TRADEMARK COLLATERAL AGREEMENT**



**REGISTERED TRADEMARKS  
AND TRADEMARK APPLICATIONS**

**FEDERAL TRADEMARK REGISTRATIONS**

<b>Mark</b>	<b>Registration No.</b>	<b>Granted</b>
ABBEVILLE DENTISTRY	5,090,435	11/29/2016
AMERICAN FAMILY ORTHODONTICS	2,223,405	02/09/1999
APOGEE DENTAL NETWORK	5,099,744	12/13/2016
BRACESBRACESBRACES AND DESIGN 	4,138,422	05/08/2012
CHILDREN'S DENTAL CENTER AND DESIGN 	5,156,227	03/07/2017
DESIGN MARK 	4,138,426	05/08/2012
DENTURE CARE CENTER AND DESIGN 	5,176,455	04/04/2017
HOWARD FAMILY DENTAL	5,090,433	11/29/2016
KID'S DENTISTREE AND DESIGN 	4,138,834	05/08/2012
KID'S DENTAL AND DESIGN 	5,124,342	01/17/2017
"M" AND DESIGN 	3,385,059	02/19/2008
DESIGN MARK 	4,138,836	05/08/2012
MORTENSON	3,385,056	02/19/2008

Mark	Registration No.	Granted
MORTENSON DENTAL PARTNERS	5,051,598	09/27/2016
MORTENSON DENTAL PARTNERS	5,305,755	10/10/2017
MORTENSON FAMILY DENTAL	5,099,594	12/13/2016
ORAL & FACIAL SURGERY GROUP AND DESIGN  	5,095,595	12/06/2016
SCALING UP GROUP DENTAL SYMPOSIUM SEALING YOUR GROUP DENTISTRY SUCCESS AND DESIGN  	5,755,716	05/21/2019
STONEHAVEN DENTAL	5,094,996	12/06/2016
SUMMIT DENTAL HEALTH AND DESIGN  	5,090,459	11/29/2016
THE NEXT GENERATION OF PRIVATE PRACTICE	5,194,629	05/02/2017
TOP DOCS AND DESIGN  	5,510,847	07/10/2018

# PENDING FEDERAL TRADEMARK APPLICATIONS

Mark	Application No.	Filing Date
DEVELOP SELF. INSPIRE OTHERS. GROW THE BUSINESS	87/325,434	02/06/2017
INSPIRE AND DESIGN 	87/325,402	02/06/2017
OWN YOUR FUTURE	88/208,835	11/28/2018
SMILES 360 DENTAL SAVINGS CLUB AND DESIGN 	88/597,620	August 29, 2019