

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM584963

| | | | |
|-----------------------------------|--|--|--|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Trademark Security Agreement | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Affordable Care, LLC | | 07/06/2020 | Limited Liability Company: NORTH CAROLINA |
| RECEIVING PARTY DATA | | | |
| Name: | Ankura Trust Company, LLC, as Collateral Agent | | |
| Street Address: | 140 Sherman Street | | |
| City: | Fairfield | | |
| State/Country: | CONNECTICUT | | |
| Postal Code: | 06824 | | |
| Entity Type: | Limited Liability Company: NEW HAMPSHIRE | | |
| PROPERTY NUMBERS Total: 40 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 4665780 | AFFORDABLE DENTURES | |
| Registration Number: | 4658497 | 1-800-DENTURE | |
| Registration Number: | 4677385 | NEW DENTURE WEARER PACKAGE | |
| Registration Number: | 4665776 | AFFORDABLE DENTURES AND CROWNS | |
| Registration Number: | 4665777 | AFFORDABLE DENTURE MOMENTS | |
| Registration Number: | 4718890 | AFFORDABLE IMPLANTS | |
| Registration Number: | 5111873 | AFFORDABLE DENTURES & IMPLANTS | |
| Registration Number: | 2546707 | AFFORDABLE DENTURES | |
| Registration Number: | 2665616 | AFFORDABLE DENTURES A GOOD REASON TO SMI | |
| Registration Number: | 4869297 | AFFORDABLE DENTURES | |
| Registration Number: | 4672315 | AFFORDABLE IMPLANTS | |
| Registration Number: | 4921892 | 1-866-4SONRISA | |
| Registration Number: | 5098259 | TU SONRISA DE CONFIANZA | |
| 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 | |
| TRADEMARK | | | |

CH \$1015.00 4665780

| Property Type | Number | Word Mark |
|----------------------|----------|--|
| Registration Number: | 5272971 | DDS DENTURES + IMPLANT SOLUTIONS |
| Registration Number: | 5278297 | DDS DENTURES + IMPLANT SOLUTIONS |
| Registration Number: | 5258848 | AFFORDABLE DENTURES & IMPLANTS |
| Registration Number: | 5314902 | AFFORDABLE DENTURES & IMPLANTS |
| Registration Number: | 5880514 | AFFORDABLE IMPLANT PACKAGE |
| Registration Number: | 5561656 | AFFORDABLE TEETH REPLACEMENT |
| Registration Number: | 5561655 | AFFORDABLE TOOTH REPLACEMENT |
| Registration Number: | 5371350 | CLINICAL PATHWAY EXCELLENCE IN IMPLANTOL |
| Registration Number: | 5231028 | IT'S YOUR PROFESSION. OWN IT. |
| Registration Number: | 5419739 | ONE CALL & ONE DAY CAN CHANGE YOUR TOMOR |
| Registration Number: | 6081509 | SEVAREDENT |
| Registration Number: | 5231029 | TECHNICIAN FOUNDED. TECHNICIAN MANAGED. |
| Registration Number: | 5377060 | ULTIMATE DENTURE |
| Registration Number: | 5753539 | ULTIMATEFIT DENTURE |
| Registration Number: | 5921874 | ULTIMATEFIT DENTURE |
| Serial Number: | 88327725 | AFFORDABLE CARE |
| Serial Number: | 88422971 | AFFORDABLE DENTAL |
| Serial Number: | 88445927 | GO AHEAD AND SMILE |
| Serial Number: | 88475849 | MAKE MY SMILE |
| Serial Number: | 88649147 | REALFIT 3D |
| Serial Number: | 88649124 | REALFIT 3DENTURES |

CORRESPONDENCE DATA

Fax Number: 2123548113

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: 2128192671

Email: iprecordations@whitecase.com

Correspondent Name: Adam Burstain/WHITE & CASE LLP

Address Line 1: 1221 Avenue of the Americas

Address Line 4: New York, NEW YORK 10020

ATTORNEY DOCKET NUMBER: 1155735-0256-BX32

NAME OF SUBMITTER: Adam Burstain

SIGNATURE: /Adam Burstain/

DATE SIGNED: 07/06/2020

Total Attachments: 5

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TRADEMARK SECURITY AGREEMENT

Trademark Security Agreement, dated as of July 6, 2020, by Affordable Care, LLC, (the “**Grantor**”) in favor of ANKURA TRUST COMPANY, LLC, in its capacity as collateral agent pursuant to the Note Purchase Agreement (as defined in the 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 Note Security Agreement, dated as of July 6, 2020 (as amended, amended and restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”) in favor of the Collateral Agent, for the benefit of the Secured Parties, pursuant to which the Grantor is required to execute and deliver this Trademark Security Agreement;

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

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

SECTION 2. Grant of Security Interest in 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 such Grantor, including without limitation, the Trademarks of such Grantor listed on Schedule I attached hereto.

SECTION 3. The Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent, for the benefit of the Secured Parties, pursuant to the 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 Security Agreement, the terms of which are incorporated herein by reference. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control unless the Collateral Agent shall otherwise determine.


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

SECTION 5. Counterparts. This Trademark Security Agreement 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 by signing and delivering one or more counterparts.

[Signature pages follow]

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

AFFORDABLE CARE, LLC

By: 
Name: Trent Kentfrow
Title: Executive Vice President - Chief Financial Officer

ANKURA TRUST COMPANY, LLC,
as Collateral Agent

By: 

Name:

Michael J. Fey

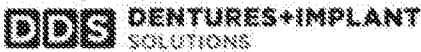
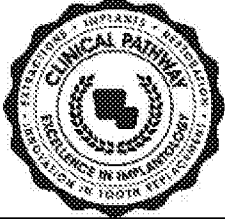
Title:

Managing Director

Schedule I
Trademark Registrations and Use Applications

Registrations:

| Owner | Mark/Name | Reg. Date | Reg. No. |
|----------------------|---|------------|-----------|
| Affordable Care, LLC | AFFORDABLE DENTURES (& DESIGN)  AFFORDABLE DENTURES | 1/6/2015 | 4,665,780 |
| Affordable Care, LLC | 1-800-DENTURE | 12/23/2014 | 4,658,497 |
| Affordable Care, LLC | NEW DENTURE WEARER PACKAGE | 1/27/2015 | 4,677,385 |
| Affordable Care, LLC | AFFORDABLE DENTURES AND CROWNS | 1/6/2015 | 4,665,776 |
| Affordable Care, LLC | AFFORDABLE DENTURE MOMENTS | 1/6/2015 | 4,665,777 |
| Affordable Care, LLC | AFFORDABLE IMPLANTS | 4/14/2015 | 4,718,890 |
| Affordable Care, LLC | AFFORDABLE DENTURES & IMPLANTS | 11/3/2017 | 5,111,873 |
| Affordable Care, LLC | AFFORDABLE DENTURES | 3/12/2002 | 2,546,707 |
| Affordable Care, LLC | AFFORDABLE DENTURES A GOOD REASON TO SMILE | 12/24/2002 | 2,665,616 |
| Affordable Care, LLC | AFFORDABLE DENTURES | 12/15/2015 | 4,869,297 |
| Affordable Care, LLC | AFFORDABLE IMPLANTS | 1/13/2015 | 4,672,315 |
| Affordable Care, LLC | 1-866-4-SONRISA | 3/22/2016 | 4,921,892 |
| Affordable Care, LLC | TU SONRISA DE CONFIANZA | 12/13/2016 | 5098259 |
| Affordable Care, LLC | DIXIE DENTAL CENTER (Alabama State Registration) | 5/18/2006 | 110054 |
| Affordable Care, LLC | DDS DENTURES & DENTAL SERVICES (& Design – DDS Stylized)  | 6/9/2009 | 3,635,872 |
| Affordable Care, LLC | AFFORDENT (& Design)  | 10/28/2008 | 3,525,001 |
| Affordable Care, LLC | AFFORDENT | 8/19/2008 | 3,490,424 |
| Affordable Care, LLC | DDS DENTURES & DENTAL SERVICES (& Design – Shaded Square)  | 1/7/2014 | 4,460,780 |
| Affordable Care, LLC | DDS (& Design)  | 2/12/2013 | 4,290,391 |
| Affordable Care, LLC | DENTURES & DENTAL SERVICES | 4/10/2012 | 4,125,615 |

| Owner | Mark/Name | Reg. Date | Reg. No. |
|----------------------|---|------------|-----------|
| Affordable Care, LLC | DDS DENTURES + IMPLANT SOLUTIONS (& Design)  | 8/22/2017 | 5,272,971 |
| Affordable Care, LLC | DDS DENTURES + IMPLANT SOLUTIONS | 8/29/2017 | 5,278,297 |
| Affordable Care, LLC | AFFORDABLE DENTURES & IMPLANTS | 8/8/2017 | 5,258,848 |
| Affordable Care, LLC | AFFORDABLE DENTURES & IMPLANTS | 10/24/2017 | 5,314,902 |
| Affordable Care, LLC | AFFORDABLE IMPLANT PACKAGE | 10/8/2019 | 5,880,514 |
| Affordable Care, LLC | AFFORDABLE TEETH REPLACEMENT | 9/11/2018 | 5,561,656 |
| Affordable Care, LLC | AFFORDABLE TOOTH REPLACEMENT | 9/11/2018 | 5,561,655 |
| Affordable Care, LLC | CLINICAL PATHWAY EXCELLENCE IN IMPLANTOLOGY EXTRACTIONS IMPLANTS RESTORATION INNOVATION IN (& Design)  | 1/2/2018 | 5,371,350 |
| Affordable Care, LLC | IT'S YOUR PROFESSION. OWN IT. | 6/27/2017 | 5,231,028 |
| Affordable Care, LLC | ONE CALL & ONE DAY CAN CHANGE YOUR TOMORROW | 3/6/2018 | 5,419,739 |
| Affordable Care, LLC | SEVAREDENT | 6/16/2020 | 6,081,509 |
| Affordable Care, LLC | TECHNICIAN FOUNDED. TECHNICIAN MANAGED | 6/27/2017 | 5,231,029 |
| Affordable Care, LLC | ULTIMATE DENTURE | 1/9/2018 | 5,377,060 |
| Affordable Care, LLC | ULTIMATEFIT DENTURE | 5/14/2019 | 5,753,539 |
| Affordable Care, LLC | ULTIMATEFIT DENTURE | 11/26/2019 | 5,921,874 |

Applications:

| Owner | Mark/Name | Appl. No. | Filing Date |
|----------------------|--------------------|------------|-------------|
| Affordable Care, LLC | AFFORDABLE CARE | 88/327,725 | 3/6/2019 |
| Affordable Care, LLC | AFFORDABLE DENTAL | 88/422,971 | 5/6/2019 |
| Affordable Care, LLC | GO AHEAD AND SMILE | 88/445,927 | 5/24/2019 |
| Affordable Care, LLC | MAKE MY SMILE | 88/475,849 | 6/17/2019 |
| Affordable Care, LLC | REALFIT 3D | 88/649,147 | 10/10/2019 |
| Affordable Care, LLC | REALFIT 3DENTURES | 88/649,124 | 10/10/2019 |