

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM617355

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
D4C DENTAL BRANDS, INC.		12/30/2020	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	CRESTLINE DIRECT FINANCE, L.P.		
Street Address:	201 MAIN STREET		
Internal Address:	SUITE 1900		
City:	FORT WORTH		
State/Country:	TEXAS		
Postal Code:	76102		
Entity Type:	Limited Partnership: DELAWARE		
PROPERTY NUMBERS Total: 16			
Property Type	Number	Word Mark	
Registration Number:	4440361	DENTISTRY FOR CHILDREN	
Registration Number:	4440360	FAMILY ORTHODONTICS	
Registration Number:	4978420	D4C	
Registration Number:	5186585	WHERE SMILES GROW	
Registration Number:	5186589	WHERE SMILES GROW	
Registration Number:	5186545	FACE ANYTHING.	
Registration Number:	5186318	FACE ANYTHING	
Registration Number:	5209116		
Registration Number:	5204124		
Registration Number:	5195712		
Registration Number:	5209257	SPECIALISTS IN ORTHODONTICS	
Registration Number:	5532067	CHILDREN'S DENTAL SEDATION CENTERS OF AT	
Registration Number:	5616296	SPECIALISTS IN ORTHODONTICS	
Registration Number:	5616282	SPECIALISTS IN ORTHODONTICS	
Registration Number:	5415809	D4C	
Serial Number:	87401468	SMILES 4 LIFE NETWORK	
CORRESPONDENCE DATA			

CH \$415.00 4440361

Fax Number: 3105572193

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: 310-557-2900

Email: KLATHROP@PROSKAUER.COM

Correspondent Name: PROSKAUER ROSE LLP

Address Line 1: 2029 CENTURY PARK EAST, SUITE 2400

Address Line 2: C/O KIMBERLEY A. LATHROP

Address Line 4: LOS ANGELES, CALIFORNIA 90067

ATTORNEY DOCKET NUMBER:	33858.010
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NAME OF SUBMITTER:	Kimberley A. Lathrop
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SIGNATURE:	/Kimberley A. Lathrop/
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DATE SIGNED:	12/30/2020
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Total Attachments: 6

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SHORT FORM INTELLECTUAL PROPERTY SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of December 30, 2020 (this "Agreement"), by D4C DENTAL BRANDS, INC., a Delaware corporation (the "Grantor"), in favor of CRESTLINE DIRECT FINANCE, L.P. in its capacity as administrative agent pursuant to the Credit Agreement (as defined in the Guarantee and Collateral Agreement, defined below) (in such capacity, the "Administrative Agent"), for the benefit of the Secured Parties.

WITNESSETH:

WHEREAS, the Grantor is party to a Guarantee and Collateral Agreement dated as of December 30, 2020 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Guarantee and Collateral Agreement") in favor of the Administrative Agent, for the benefit of the Secured Parties, pursuant to which the Grantor is required to execute and deliver this Agreement;

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

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Guarantee and Collateral Agreement and used herein have the meaning given to them in the Credit Agreement or the Guarantee and Collateral Agreement.

SECTION 2. Grant of Security Interest. The Grantor hereby grants to the Administrative Agent, for the ratable benefit of the Secured Parties, a security interest in and continuing Lien on, all of its right, title and interest in the following Collateral (excluding any Excluded Assets) of the Grantor: all Trademarks of the Grantor, including without limitation, those Trademarks listed on Schedule I attached hereto.

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

SECTION 4. Termination. Upon the termination of the Guarantee and Collateral Agreement, the Administrative 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 Agreement.

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

[Signature pages follow]

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

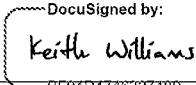
D4C DENTAL BRANDS, INC.

By: *Tony James*
Name: Tony James
Title: Chief Financial Officer

CRESTLINE DIRECT FINANCE, L.P., as
Administrative Agent




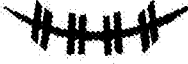



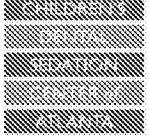
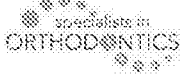

By: Crestline Direct Finance (GP), LLC, its general
partner



By: Crestline Investors, Inc., its manager

By: 
Name: **Keith Williams**
Title: **Managing Director**

Schedule I

Trademark Registrations and Applications

Name of Owner	Trademark	Reg. No.	Reg. Date
Dentistry for Children, Inc.		4,440,361	November 26, 2013
Dentistry for Children, Inc.		4,440,360	November 26, 2013
D4C Dental Brands, Inc.	D4C	4978420	June 14, 2016
D4C Dental Brands, Inc.	WHERE SMILES GROW & Design 	5186585 (text) 5186589 (design)	April 18, 2017
D4C Dental Brands, Inc.	FACE ANYTHING & Design Face Anything	5186545 5186318	April 18, 2017
D4C Dental Brands, Inc.		5209116	May 23, 2017
D4C Dental Brands, Inc.		5204124	May 16, 2017
D4C Dental Brands, Inc.		5195712	May 2, 2017
D4C Dental Brands, Inc.		5209257	May 23, 2017
D4C Dental Brands, Inc.		5532067	July 31, 2018
D4C Dental Brands, Inc.		5616296	November 27, 2018
D4C Dental Brands, Inc.		5616282	November 27, 2018

Name of Owner	Trademark	Reg. No.	Reg. Date
D4C Dental Brands, Inc.	 The logo features a stylized smiley face icon to the left of the text "smiles4life", with the word "Network" in a smaller font underneath.	App. No. 87401468	App. Date April 6, 2017
D4C Dental Brands, Inc.	 The logo consists of the letters "D4!C" in a bold, sans-serif font, where the "4" is replaced by a stylized exclamation mark.	5415809	March 6, 2018