

JUN 23 1998 11:10AM

FORM PTO-1594 (Rev. 6-93)

MRD RECOF 6-25-98 T

06-26-1998

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

OMB No. 0651-0011 (exp 4/94)



Tab settings

To the Honorable Commissioner of Patents

100749190

original documents or copy thereof.

1. Name of conveying party(ies):

SmileMakers, Inc., a South Carolina corporation

- Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Jackson National Life Insurance Company

Internal Address:

Street Address: 5901 Executive Drive

City: Lansing State: MI ZIP: 48909

- Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State Michigan
Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
Security Agreement Change of Name
Other

Execution Date: June 16, 1998

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

145 1480

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Michael Rothstein

Internal Address: Schwartz, Cooper, Greenberger & Krauss, Chartered

Street Address: 180 N. LaSalle, #2700

City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed
Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Michael Rothstein

Name of Person Signing

Signature

6/22/98 Date

Total number of pages including cover sheet, attachments, and document:

TRADEMARK FRAME: 0988

ASSIGNMENT 56 JUN 23 1998 145 1480

6/22/1998 01 FEB 98

TRADEMARK COLLATERAL AGREEMENT

This 11th day of June 1998, SmileMakers, Inc., a South Carolina corporation ("*Assignor*"), with its principal place of business and mailing address at 425 Sha Lane, Spartanburg, South Carolina 29307, in consideration of ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, grants to Jackson National Life Insurance Company, a Michigan corporation, individually and as Collateral Agent, with its mailing address at 5901 Executive Drive, Lansing, MI 48909, and its successors and assigns ("*Assignee*"), a continuing security interest in, and effective upon and during the continuance of an event of default under the Agreement (as defined below) and upon demand, assigns, mortgages and pledges to Assignee, the following property:

(i) Each trademark, trademark registration and trademark application listed on **Schedule A-1** 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 Assignor against third parties for damages by reason of past, present or future infringement of any trademark or trademark registration listed in **Schedule A-1** hereto or by reason of injury to the goodwill associated with any such trademark or trademark registration or trademark license, in each case together with the right to sue for and collect said damages;

to secure performance of all Senior Secured Obligations of Assignor as set out in that certain Intellectual Property Security Agreement dated as of June 11, 1998, by and between Assignor and Assignee (the "*Agreement*").

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee 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 Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

All terms defined in the Agreement, whether by reference or otherwise, when used herein, shall have their respective meanings set forth therein, unless the context requires otherwise.

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

SMILEMAKERS, INC.

By: Neil D. Komer
Title: Chief Financial Officer

ATTEST:

Edward C. Winthrop
Its Secretary

Edward C. Winthrop
(type or print name)

JACKSON NATIONAL LIFE INSURANCE
COMPANY, individually and as Collateral Agent

By: PPM AMERICA, INC., its Agent

By: [Signature]
Its: Managing Director

STATE OF MINNESOTA)
) SS
COUNTY OF HENNEPIN)

I, Jean G. Schuldt a Notary Public in and for said County, in the State aforesaid, do hereby certify that Michael T. Kasner, Chief Financial Officer of SMILEMAKERS, INC., a South Carolina corporation, and Edward C. Winthrop, Secretary of said corporation, who are personally known to me to be the same persons whose names are subscribed to the foregoing instrument as such Chief Financial Officer and Secretary, respectively, appeared before me this day in person and acknowledged that they signed and delivered the said instrument as their own free and voluntary act and as the free and voluntary act and deed of said company for the uses and purposes therein set forth; and the said Secretary then and there acknowledged that he/she, as custodian of the seal of said company, did affix the seal of said company to said instrument as his/her own free and voluntary act and as the free and voluntary act of said company, for the uses and purposes therein set forth.

Given under my hand and notarial seal, this 17 day of June 1998.

Jean G. Schuldt
Notary Public

(NOTARIAL SEAL)

Jean G. Schuldt
(Type or Print Name)

My Commission Expires:

1-31-2000



STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, Kimberley J. DuBose, a Notary Public in and for said County, in the State aforesaid, do hereby certify that Ben James, Managing Director of PPM America, Inc., a Delaware corporation, the agent of JACKSON NATIONAL LIFE INSURANCE COMPANY, a Michigan corporation, individually and as Collateral Agent, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument as such Managing Director, appeared before me this day in person and acknowledged that he/she signed and delivered the said instrument as his/her own free and voluntary act and as the free and voluntary act and deed of said bank for the uses and purposes therein set forth.

Given under my hand and notarial seal, this 10th day of June 1998.

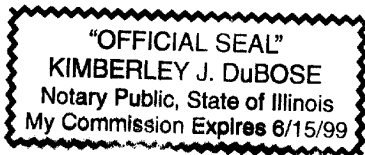
Kimberley J. DuBose
Notary Public

(NOTARIAL SEAL)

Kimberley J. DuBose
(Type of Print Name)

My Commission Expires:

June 15, 1999



Schedule A-1

Trademarks

Trademark

Registration Number

SmileMakers

145 1480