

NUM 1/13/W

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U.S. Department of Commerce
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TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year _____
- Change of Name
- Other Release _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Jackson National Life Insurance Company

12 16 99

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization Michigan

Receiving Party

Mark if additional names of receiving parties attached

Name SmileMakers, Inc.

DBA/AK/A TA _____

Composed of _____

Address (line 1) 425 Sha Lane

Address (line 2) P.O. Box 2453

Address (line 3) Spartanburg

South Carolina

29304

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization South Carolina

FOR OFFICE USE ONLY

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002020 FRAME: 0295

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties Enter the total number of properties involved.

#

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account.)

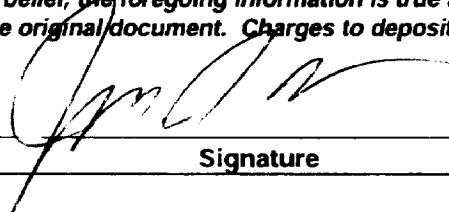
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

James Talbot



1/12/02

Name of Person Signing

Signature

Date Signed

RELEASE

(TRADEMARK)

THIS RELEASE (TRADEMARK) is given as of this 16 day of December, 1999 by Jackson National Life Insurance Company, a Michigan corporation ("Assignor"), to SmileMakers Inc., a South Carolina corporation ("Assignee"), as follows:

WHEREAS, Assignor and Assignee entered into a Trademark Collateral Agreement, dated as of June 11, 1998 (the "Trademark Collateral Agreement"), which was recorded in the United States Patent and Trademark Office on June 25, 1998 at Reel 1744, Frame 0988, pursuant to which Assignee granted to Assignor a continuing security interest in each trademark, trademark registration and trademark application referred to in Schedule A-1 thereto, and identified in Exhibit A to this Release, (the "Marks"), all of the goodwill of the business connected with the use of, and symbolized by each such Mark, and all proceeds of the foregoing, including without limitation any claim by Assignor against third parties for damages for reason of past, present or future infringement of any Mark listed in Schedule A-1 thereto or by reason of injury to the goodwill associated with such Mark, in each case together with the right to sue for and collect said damages (collectively, the "Trademark Collateral") to secure performance of all Senior Secured Obligations of Assignee as set forth in that certain Intellectual Property Security Agreement dated as of June 11, 1998 between Assignor and Assignee (the "IP Security Agreement").

WHEREAS, Assignee has fully paid all its Senior Secured Obligations under the IP Security Agreement and Assignor desires to release its continuing security interests in and liens upon the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby releases its security interest in and lien upon the Trademark Collateral and reassigns any and all interest it may have in such Trademark Collateral to Assignee and releases Assignee from any and all obligations under the Trademark Agreement.

EXHIBIT A TO RELEASE

<u>MARK</u>	<u>DATE REGISTERED</u>	<u>REG. NO.</u>
SmileMakers	August 4, 1987	1,451,480

