

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CompBenefits Corporation		04/13/2006	CORPORATION: DELAWARE
Ultimate Optical, Inc.		04/13/2006	CORPORATION: FLORIDA
CompBenefits Dental and Vision Company		04/13/2006	CORPORATION: FLORIDA

RECEIVING PARTY DATA

Name:	Bank of America, N.A.
Street Address:	100 North Tryon Street
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28255
Entity Type:	National Association:

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	1214311	COMP DENT
Registration Number:	1528658	COMP DENT PREPAID DENTAL BENEFIT PLANS
Registration Number:	2119763	COMPSAVE
Registration Number:	2651267	THE DENTAL AND VISION BENEFITS COMPANY OF CHOICE!
Registration Number:	3249133	COMP BENEFITS VISION CARE
Registration Number:	2706012	COMP BENEFITS
Registration Number:	2067515	OHS ORAL HEALTH SERVICES
Registration Number:	2193737	VISION CARE OUR FOCUS IS YOUR CARE. PLAN
Registration Number:	2241042	COMP NET
Registration Number:	2247620	P+ PRIMARY PLUS
Registration Number:	2577308	REFRACTIVE CARE HELPING YOU SEE MORE CLEARLY.

OP \$440.00 1214311

		LASIK
Registration Number:	2446827	ULTIMATE OPTICAL LABORATORIES
Registration Number:	2451502	ULTIMATE OPTICAL
Registration Number:	2451525	UOI ULTIMATE OPTICAL INC
Serial Number:	78773147	COMPBENEFITS DIRECT
Serial Number:	78773191	COMPBENEFITS PRIMARYPLUS
Serial Number:	78779169	COMPBENEFITS VISION DENTAL

CORRESPONDENCE DATA

Fax Number: (804)225-5406
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 804-775-4338
Email: mholloway@mcguirewoods.com
Correspondent Name: Melanie C. Holloway
Address Line 1: 901 East Cary Street
Address Line 4: Richmond, VIRGINIA 23219

NAME OF SUBMITTER:	Melanie C. Holloway
Signature:	/Melanie C. Holloway/
Date:	06/07/2007

Total Attachments: 7
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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This INTELLECTUAL PROPERTY SECURITY AGREEMENT, dated as of April 13, 2006 (this "Agreement"), among each of the undersigned (each a "Grantor") and BANK OF AMERICA, N.A., as administrative agent and collateral agent (in such capacity, the "Administrative Agent") for the Secured Parties (such term and the other capitalized terms used in this Agreement without definition have the respective meanings assigned thereto in the Pledge and Security Agreement referred to below).

RECITALS

WHEREAS, pursuant to the Pledge and Security Agreement dated as of April 13, 2006 (as such agreement may be amended, amended and restated, supplemented or otherwise modified from time to time, the "Pledge and Security Agreement"), among CompBenefits Corporation (the "Borrower"), certain Subsidiaries of the Borrower party thereto and the Administrative Agent and in order to obtain the benefits referred to therein, each Grantor has granted to the Administrative Agent a security interest in substantially all of such Grantor's property, including, without limitation, the Collateral referred to in Section 1 below; and

WHEREAS, pursuant to the Pledge and Security Agreement, each Grantor has agreed to execute this Agreement in respect of its Collateral for recording with the U.S. Patent and Trademark Office and any other office in which a security interest in the Collateral may be recorded under the laws of any other applicable jurisdiction;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements hereinafter set forth, each Grantor and the Administrative Agent agree as follows:

1. **Grant of Security.** Each Grantor hereby grants to the Administrative Agent for the ratable benefit of the Secured Parties a security interest in and to all of such Grantor's right, title and interest in and to the following (the "Collateral"):

(a) the United States and foreign trademark and service mark registrations, applications, and licenses set forth in Schedule A hereto opposite the name of such Grantor, as Schedule A may be supplemented from time to time by supplements to the Pledge and Security Agreement and this Agreement which may be executed and delivered by such Grantor to the Administrative Agent from time to time (the "Trademarks");

(b) any and all claims for damages for past, present and future infringement, misappropriation or breach with respect to the Trademarks, with the right, but not the obligation, to sue for and collect, or otherwise recover, such damages; and

(c) any and all Proceeds of the foregoing.

2. **Security for Obligations.** The pledge and collateral assignment of, and the grant of a security interest in, the Collateral by each Grantor under this Agreement secures the payment of all Senior Credit Obligations (as defined in the Credit Agreement, as defined in the Pledge and Security Agreement) of such Grantor now or hereafter existing under or in respect of the Senior Credit Documents, whether direct or indirect, absolute or contingent, and whether for principal, reimbursement obligations, interest, premiums, penalties, fees, indemnifications, contract causes of action, costs, expenses or otherwise.

3. **Recordation.** Each Grantor authorizes and requests that the Commissioner of Patents and Trademarks and any other applicable government officer record this Agreement.

4. **Execution in Counterparts.** This Agreement may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

5. **Grants, Rights and Remedies.** This Agreement has been entered into in conjunction with the provisions of the Pledge and Security Agreement. Each Grantor does hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Administrative Agent with respect to the Collateral are more fully set forth in the Pledge and Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

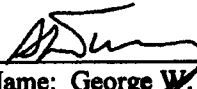
6. **Governing Law.** **THIS AGREEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK.**

[Signature Page Follows.]

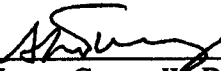
IN WITNESS WHEREOF, the parties hereto have executed this Agreement by their duly authorized officers as of the day and year first above written.

GRANTOR(S):

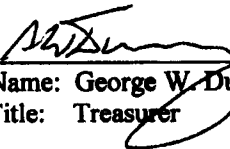
COMPBENEFITS CORPORATION

By: 
Name: George W. Dunaway
Title: Treasurer

**COMPBENEFITS DENTAL AND VISION
COMPANY (FL) (F/K/A AMERICAN
PREPAID PROFESSIONAL SERVICES,
INC.)**

By: 
Name: George W. Dunaway
Title: Treasurer

ULTIMATE OPTICAL, INC.

By: 
Name: George W. Dunaway
Title: Treasurer

ADMINISTRATIVE AGENT:

**BANK OF AMERICA, N.A.,
as Administrative Agent**

By:  _____

**Name: Charles Graber
Title: Vice President**

Schedule A

TRADEMARKS

OWNED TRADEMARK/TRADE NAMES TO BE ASSIGNED

U.S. Trademark Registrations

<u>Grantor</u>	<u>Service Mark</u>	<u>Services</u>	<u>Registration Number</u>
CompBenefits Corporation	CompDent (federal registration)(mark)	Dental health insurance services in the nature of prepaid dental benefit plans.	1,214,311
CompBenefits Corporation	CompDent Prepaid Dental Benefit Plans, and Design (federal registration)(mark)	Dental health insurance services in the nature of prepaid dental benefit plans.	1,528,658
CompBenefits Corporation	CompSave (federal registration)(mark)	Administration of reduced fee for service dental care subscription plans	2,119,763
CompBenefits Corporation	The Dental and Vision Benefits Company of Choice! (federal registration)(mark)	Administration of managed dental and vision care subscription plans; dental and vision health insurance services in the nature of pre-paid dental and vision benefits; providing and administering a discount fee-for-service dental plans, pre-paid dental plans, PPO dental plans and indemnity dental plans; providing and administering discount fee-for-service vision plans, pre-paid vision plans, PPO vision plans and indemnity vision plans; and administration of preferred provider plans in the field of dental and vision care	2,651,267
CompBenefits Corporation	CompBenefits Visioncare (federal application)(mark)	Administration of managed dental and vision care subscription plans; dental and vision health insurance services in the nature of pre-paid dental and vision benefits; administering discount fee-for-service dental plans, pre-paid dental plans, PPO dental plans and indemnity dental plans; administering discount fee-for-service vision plans, pre-paid vision plans, PPO vision plans and indemnity vision plans; administration of preferred provider programs in the field of dental and vision care.	3,249,133

TRADEMARK

REEL: 003556 FRAME: 0803

Schedule A
Continued

<u>Grantor</u>	<u>Service Mark</u>	<u>Services</u>	<u>Registration Number</u>
CompBenefits Corporation	CompBenefits (federal registration)(mark)	Administration of managed dental and vision care subscription plans; dental and vision health insurance services in the nature of pre-paid dental and vision benefits; administering discount fee-for-service dental plans, pre-paid dental plans, PPO dental plans, and indemnity dental plans; administering discount fee-for-service vision plans, pre-paid vision plans, PPO vision plans and indemnity vision plans.	2,706,012
CompBenefits Dental and Vision Company	OHS Oral Health Services (federal registration)(mark)	Administration of Prepaid Dental provider insurance plans, third party administration of dental claims, indemnity insurance coverage for dental care underwriting and administering insurance for dental care services.	2,067,515
CompBenefits Dental and Vision Company	VISIONCARE Our focus is your care. PLAN (federal registration)(mark)	Administration and organization of prepaid vision health plans for employees, unions, HMOs and group plans for corporations	2,193,737
CompBenefits Dental and Vision Company	CompNet (federal registration)(mark)	Leasing of time to an interactive Computer database in the field of information relating to contracting reduced fee dental service providers	2,241,042
CompBenefits Dental and Vision Company	Primary Plus & Design (federal registration)(mark)	Administering and organizing prepaid vision and total eye care health plans for employers, PPOs, HMOs and group plans for corporations provided through a comprehensive eye care management system and including quality assessment, utilization review and credentialing.	2,247,620
CompBenefits Dental and Vision Company	Refractive Care Helping You See More Clearly. Lasik (federal registration)(mark)	Eye health care services provided as a prepaid limited health service organization licensed by the Florida DOI, and health care services in the nature of an eye care maintenance organization.	2,577,308

TRADEMARK

REEL: 003556 FRAME: 0804

Schedule A
Continued

<u>Grantor</u>	<u>Service Mark</u>	<u>Services</u>	<u>Registration Number</u>
Ultimate Optical, Inc.	Ultimate Optical Laboratories & Design (federal registration)(mark)	Grinding and optical lenses; processing lenses, namely, grinding of ophthalmologic lenses.	2,446,827
Ultimate Optical, Inc.	Ultimate Optical (federal registration)(mark)	Grinding and optical lenses; processing lenses, namely, grinding of ophthalmologic lenses.	2,451,502
Ultimate Optical, Inc.	UOI Ultimate Optical, Inc. & Design (federal registration)(mark)	Grinding and optical lenses; processing lenses, namely, grinding of ophthalmologic lenses.	2,451,525

U.S. Trademark Applications

<u>Grantor</u>	<u>Service Mark</u>	<u>Application Number</u>
CompBenefits Corporation	CompBenefits Direct & New Design (federal application)(mark)	Application Pending
CompBenefits Corporation	CompBenefits PrimaryPlus & New Design (federal application)(mark)	Application Pending
CompBenefits Corporation	CompBenefits Vision Dental & New Design (federal application)(mark)	Application Pending