

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Termination and Release of Security Interest in TMs recorded at r/f 4157/0259		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Wells Fargo Bank National Association, as Agent		12/21/2010	Bank National Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	Smile Brands Holdings 2, Inc.		
Street Address:	8105 Irvine Center Drive		
Internal Address:	15th Floor		
City:	Irvine		
State/Country:	CALIFORNIA		
Postal Code:	92618		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3031386	CASTLE DENTAL	
Registration Number:	3026467		
Registration Number:	2095163	CASTLE DENTAL CENTERS	
CORRESPONDENCE DATA			
Fax Number:	(212)751-4864		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-906-1200		
Email:	angela.amaru@lw.com		
Correspondent Name:	Angela M. Amaru c/o Latham & Watkins		
Address Line 1:	885 Third Avenue		
Address Line 2:	Suite 1000		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	030786-0440		

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**TRADEMARK
 REEL: 004440 FRAME: 0079**

NAME OF SUBMITTER:	Angela M. Amaru
Signature:	/s/ Angela M. Amaru
Date:	12/23/2010
Total Attachments: 3 source=Release Smile Brands Holdings#page1.tif source=Release Smile Brands Holdings#page2.tif source=Release Smile Brands Holdings#page3.tif	

TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS ("Release") is made as of December 21, 2010 (the "Effective Date") by WELLS FARGO BANK NATIONAL ASSOCIATION as agent for itself and various other financial institutions (in such capacity, "Agent"), for the benefit of SMILE BRANDS HOLDINGS 2, INC. ("Grantor").

WHEREAS, pursuant to that certain Grant of Security Interest, dated as of February 26, 2010 (the "Security Agreement"), recorded in the United States Patent and Trademark Office at Reel 4157, Frame 0259 on February 26, 2010, Grantor granted to Agent, as collateral agent for itself and various other financial institutions (the "Lenders"), a security interest in all right, title and interest of Grantor in and to the trademark applications listed on Schedule 1 hereto (the "Trademarks"); and

WHEREAS, Grantor has requested and Agent has agreed to terminate such security interest and provide a document suitable for recording in the United States Patent and Trademark office for purposes of recording the release, relinquishment and discharge of its security interest in the Trademarks.

NOW, THEREFORE, in consideration of and in exchange for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

Agent, for the benefit of itself and the Lenders, does hereby release and terminate all liens and security interests in the Trademarks, including all goodwill of the business connected with the use of and symbolized by each Trademark, which security interests were assigned, pledged and granted to Agent and the Lenders under and pursuant to the Security Agreement.

The Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release of the security interests and liens contemplated hereby.

[Signature page follows]

IN WITNESS WHEREOF, the parties have caused this Release to be duly executed as of the Effective Date.

WELLS FARGO BANK NATIONAL ASSOCIATION,
AS AGENT

By:



Name: Luke Harbinson

Title: Vice President

Signature page to the Verification and Release of Security Interests in Loan marks

TRADEMARK
REEL: 004440 FRAME: 0082

**Schedule 1
Trademarks**

United States

Trade-mark	Status	Owner	Appl No.	Appl. Date	Reg. No.	Reg. Date
CASTLE DENTAL	REGISTERED	SMILE BRANDS HOLDINGS 2, INC. DELAWARE CORPORATION 201 E. SANDPOINTE #800 SANTA ANA, CALIFORNIA 92707	78286467	12-Aug-03	3031386	December 20, 2005
 DESIGN ONLY	REGISTERED	SMILE BRANDS HOLDINGS 2, INC. DELAWARE CORPORATION 201 E. SANDPOINTE #800 SANTA ANA, CALIFORNIA 92707	78286469	12-Aug-03	3026467	December 13, 2005
CASTLE DENTAL CENTERS	RENEWED (REGISTERED)	SMILE BRANDS HOLDINGS 2, INC. DELAWARE CORPORATION 201 E. SANDPOINTE #800 SANTA ANA, CALIFORNIA 92707	75174432	30-Sep-96	2095163	September 9, 1997