

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM610349

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
New Benevis, Inc.		10/06/2020	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	BMO Harris Bank, N.A., as Administrative Agent		
Street Address:	111 West Monroe Street		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60603		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 30			
Property Type	Number	Word Mark	
Registration Number:	4956505	BENEVIS	
Registration Number:	4956504		
Registration Number:	4671082	RESOLUTION DENTAL	
Registration Number:	4670657	KOOL SMILES	
Registration Number:	2804403	KOOL SMILES	
Registration Number:	2816474	KOOL SMILES GENERAL DENTISTRY FOR CHILDR	
Registration Number:	5747340	JUBILEE DENTAL	
Registration Number:	5747502	PIPPIN DENTAL	
Registration Number:	5729938	GOODLAND DENTISTRY KIDS-FOCUSED FAMILY C	
Registration Number:	5729995	RESOLUTION DENTAL PLAN	
Registration Number:	5771458	DORSETT DENTISTRY	
Registration Number:	5747648	ELSTAR DENTAL	
Registration Number:	5867589	A ALLINGTON DENTAL HEALTHY SMILES FOR KI	
Registration Number:	5815179	P PINOVA DENTAL	
Registration Number:	5808606	SUTTON DENTAL HEALTHY SMILES FOR KIDS &F	
Registration Number:	5808644	CORTLAND DENTAL	
Registration Number:	5808645	RUBY DENTAL	
Registration Number:	5808661	CRESTON DENTAL	
Registration Number:	5808678	PD PINE DENTISTRY KIDS-FOCUSED FAMILY CA	

CH \$765.00 4956505

Property Type	Number	Word Mark
Registration Number:	5808677	TAYLOR DENTAL KIDS-FIRST FAMILY CARE
Registration Number:	5979314	F FRANKLIN DENTAL KIDS-FIRST FAMILY CARE
Registration Number:	5979313	PORTER DENTAL KIDS-FIRST FAMILY CARE
Registration Number:	5869872	SUNNYBROOK DENTISTRY HEALTHY SMILES FORK
Registration Number:	5869923	TOPAZ DENTISTRY KIDS-FIRST FAMILY CARE
Registration Number:	5869924	SPENCER DENTAL KIDS-FIRST FAMILY DENTIST
Registration Number:	5869925	WOOLBROOK DENTAL KIDS-FIRST FAMILY DENTI
Registration Number:	5813710	H HUNTER & SPENCE
Registration Number:	5892981	VIVID DENTAL PLAN
Serial Number:	88590503	DENTAPRO
Serial Number:	88103939	ALLINGTON DENTAL

CORRESPONDENCE DATA

Fax Number: 6175269899

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: 6175269628

Email: cslattery@proskauer.com

Correspondent Name: Christine Slattery

Address Line 1: Proskauer Rose LLP

Address Line 2: One International Place, 23rd Floor

Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	54786 / 021
NAME OF SUBMITTER:	Christine Slattery
SIGNATURE:	/Christine Slattery/
DATE SIGNED:	11/23/2020

Total Attachments: 9

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TRADEMARK SECURITY AGREEMENT

This Trademark Security Agreement (this "Trademark Security Agreement") is made as of October 6, 2020, by New Benevis, Inc., a Delaware corporation ("Grantor"), in favor of BMO HARRIS BANK, N.A., in its capacity as Administrative Agent for itself and the other Lender Parties (together with its successors and permitted assigns in such capacity, "Grantee").

WHEREAS, the Grantor owns the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantor has entered into a Pledge and Security Agreement, dated as of October 6, 2020 (as amended, restated, amended and restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Grantee; and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Grantee for the benefit of the Lender Parties (as defined in the Security Agreement), a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

NOW, THEREFORE, as collateral security for the payment, performance and observance of all of the Secured Obligations, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to the Grantee and grant to the Grantee for the benefit of the Lender Parties, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations. Notwithstanding the foregoing, no grant of any Lien or security interest shall be deemed granted hereunder on or in any "intent to use" Trademark application for which a Statement of Use or Amendment to Allege Use, as applicable, has not been filed and accepted with the U.S. Patent and Trademark Office.

All capitalized terms used but not otherwise defined herein have the meanings given to them in the Security Agreement.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Trademark Security Agreement and the Security Agreement, the terms of the Security Agreement shall control.

This Trademark Security Agreement may be executed in any number of counterparts and by different parties in separate 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.

Delivery of an executed counterpart by facsimile or electronic mail shall be equally effective as delivery of an original executed counterpart.

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IN WITNESS WHEREOF, the Grantor has caused this Trademark Security Agreement to be duly executed by its officer thereunto duly authorized as of the date first set forth above.

GRANTOR:

NEW BENEVIS, INC.

By: 

Name: Jerrold R. Perchik

Title: Secretary

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 007113 FRAME: 0417

ACKNOWLEDGED AND AGREED BY:

BMO HARRIS BANK, N.A.,
as Administrative Agent




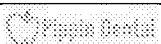
By: Z M Evett


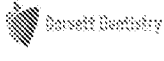
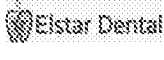

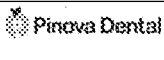
Name: Zachary M. Evett





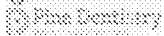
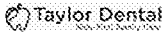

Title: Director

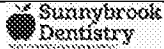
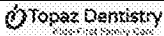
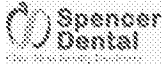

SCHEDULE A
TO TRADEMARK SECURITY AGREEMENT

Trademark Registrations and Applications:

Mark	Design	Owner	Jurisdiction	App. No.	App. Date	Reg. No.	Reg. Date
BENEVIS	BENEVIS	New Benevis, Inc.	United States	86/313,628	June 18, 2014	4,956,505	May 10, 2016
Design Only		New Benevis, Inc.	United States	86/313,615	June 18, 2014	4,956,504	May 10, 2016
RESOLUTION DENTAL		New Benevis, Inc.	United States	86/301,483	June 5, 2014	4,671,082	Jan. 13, 2015
KOOL SMILES		New Benevis, Inc.	United States	86/286,246	May 20, 2014	4,670,657	Jan. 13, 2015
KOOL SMILES	N/A	New Benevis, Inc.	United States	76/477,494	Dec. 23, 2002	2,804,403	Jan. 13, 2004
KOOL SMILES GENERAL DENTISTRY FOR CHILDREN		New Benevis, Inc.	United States	76/477,495	Dec. 23, 2002	2,816,474	Feb. 24, 2004
JUBILEE DENTAL		New Benevis, Inc.	United States	87/945,193	June 1, 2018	5,747,340	May 7, 2019
PIPPIN DENTAL		New Benevis, Inc.	United States	88/015,593	June 26, 2018	5,747,502	May 7, 2019

Mark	Design	Owner	Jurisdiction	App. No.	App. Date	Reg. No.	Reg. Date
GOODLAND DENTISTRY		New Benevis, Inc.	United States	88/008,450	June 20, 2018	5,729,938	April 16, 2019
RESOLUTION DENTAL PLAN (Word mark only)	RESOLUTION DENTAL PLAN	New Benevis, Inc.	United States	88/028,406	July 6, 2018	5,729,995	April 16 2019
DORSETT DENTISTRY		New Benevis, Inc.	United States	88/078,062	August 14, 2018	5,771,458	June 4, 2019
ELSTAR DENTAL		New Benevis, Inc.	United States	88/083,305	August 17, 2018	5,747,648	May 7, 2019
ALLINGTON DENTAL (Word mark only)	ALLINGTON DENTAL	New Benevis, Inc.	United States	88/103,939	September 4, 2018	Pending	
ALLINGTON DENTAL		New Benevis, Inc.	United States	88/336,788	March 12, 2019	5,867,589	September 24, 2019
PINOVA DENTAL		New Benevis, Inc.	United States	88/139,470	October 2, 2018	5,815,179	July 23, 2019

Mark	Design	Owner	Jurisdiction	App. No.	App. Date	Reg. No.	Reg. Date
SUTTON DENTAL		New Benevis, Inc.	United States	88/150,956	October 11, 2018	5,808,606	July 16, 2019
CORTLAND DENTAL		New Benevis, Inc.	United States	88/170,622	October 26, 2018	5,808,644	July 16, 2019
RUBY DENTAL		New Benevis, Inc.	United States	88/170,655	October 26, 2018	5,808,645	July 16, 2019
CRESTON DENTAL		New Benevis, Inc.	United States	88/182,066	November 5, 2018	5,808,661	July 16, 2019
PINE DENTISTRY		New Benevis, Inc.	United States	88/214,857	December 3, 2018	5,808,678	July 16, 2019
TAYLOR DENTAL		New Benevis, Inc.	United States	88/212,740	November 30, 2018	5,808,677	July 16, 2019
FRANKLIN DENTAL		New Benevis, Inc.	United States	88/212,755	November 30, 2018	5,979,314	February 4, 2020

Mark	Design	Owner	Jurisdiction	App. No.	App. Date	Reg. No.	Reg. Date
PORTER DENTAL		New Benevis, Inc.	United States	88/212,747	November 30, 2018	5,979,313	February 4, 2020
SUNNYBROOK DENTISTRY		New Benevis, Inc.	United States	88/214,946	December 3, 2018	5,869,872	September 24, 2019
TOPAZ DENTISTRY		New Benevis, Inc.	United States	88/238,843	December 21, 2018	5,869,923	September 24, 2019
SPENCER DENTAL		New Benevis, Inc.	United States	88/238,850	December 21, 2018	5,869,924	September 24, 2019
WOOLBROOK DENTAL		New Benevis, Inc.	United States	88/238,853	December 21, 2018	5,869,925	September 24, 2019
HUNTER & SPENCE		New Benevis, Inc.	United States	88/291,518	February 6, 2019	5,813,710	July 23, 2019
DENTAPRO (word mark only)	DENTAPRO	New Benevis, Inc.	United States	88/590,503	August 23, 2019	Pending	

Mark	Design	Owner	Jurisdiction	App. No.	App. Date	Reg. No.	Reg. Date
VIVID DENTAL PLAN	VIVID DENTAL PLAN	New Benevis, Inc.	United States	88/207,764	November 27, 2018	5892981	October 22, 2019