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FORM PTO-1618A  
Expires 12/31/99  
OMB 0651-0027

02-01-2000

U.S. Department of Commerce  
Patent and Trademark Office  
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RECORDATION FORM COVER SHEET  
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
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- Correction of PTO Error  
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Conveyance Type

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

Conveying Party

Mark if additional names of conveying parties attached

Name MARK MC MAHON

Execution Date  
Month Day Year  
10/28/99

Formerly \_\_\_\_\_

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization \_\_\_\_\_

Receiving Party

Mark if additional names of receiving parties attached

Name FUTURE DONTICS, INC.

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 520 BROADWAY, 5TH FLOOR

Address (line 2) \_\_\_\_\_

Address (line 3) SANTA MONICA CA 90401  
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Corporation  Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization CALIFORNIA

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.)

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**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)

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**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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2189020"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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**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:

#

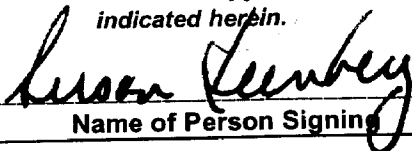
Authorization to charge additional fees:

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.



Name of Person Signing

SUSAN KEENBERG

Signature

12/28/99

Date Signed

**ASSIGNMENT OF REGISTERED SERVICE MARK**

**WHEREAS** Mark McMahon, an individual residing at 581 North Tanque Verde Loop Road, Tucson, Arizona 85748 ("Assignor"), has adopted, used, is using and is the owner of the following service mark now registered in the United States Patent and Trademark Office:

Service Mark: Smileworks  
Registration No.: 2189020  
Date of Registration: September 15, 1998

**WHEREAS** Futuredontics, Inc., a California corporation with its principal offices at 520 Broadway, Santa Monica, California 90401 ("Assignee") is desirous of acquiring said registered service mark;

**NOW, THEREFORE**, in consideration of the sum of Five Hundred Fifty Thousand Dollars (\$550,000.00), Assignor hereby assigns to Assignee all right, title and interest in and to said service mark, including, without limitation, all claims related to infringement of said service mark, together with the goodwill of the business symbolized by said service mark and registration thereof. Assignor acknowledges receipt of a previous payment of \$50,000.00. Assignee agrees to pay Assignor \$25,000.00 upon execution of this document. Assignor will pay the balance pursuant to a promissory note of even date herewith.

Signed at Tucson AZ this 28 day of Oct, 1999.

Mark McMahon  
Mark McMahon

State of Arizona  
County of Pima

On this 28 day of Oct, 1999, personally appeared the assignor above named, Mark McMahon, known to me, and acknowledged that he executed the foregoing Assignment.

Notary Public  
My Commission Expires June 1, 2000

