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
Omnii Products of Palm Beach, Inc.		12/30/2004	CORPORATION: FLORIDA

RECEIVING PARTY DATA

Name:	Guaranty Business Credit Corporation
Street Address:	333 South Grand Avenue
Internal Address:	Suite 1650
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90071
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 24

Property Type	Number	Word Mark
Registration Number:	2858977	BASED IN EVIDENCE
Registration Number:	2788794	ORTHOWASH
Registration Number:	2786533	THERAGUM
Registration Number:	2648998	TANGO DAILY TONGUE CLEANER
Registration Number:	2467807	CAVITYSHIELD
Registration Number:	2300756	CONTROLRX
Registration Number:	2294700	COMPLIANCE
Registration Number:	2266444	WHITE & BRITE ULTIMATE
Registration Number:	2312958	WHITE & BRITE ULTIMATE
Registration Number:	2277336	OMNII PRODUCTS
Registration Number:	2304703	NICE CREAM
Registration Number:	2296752	COMPLIANCE
Registration Number:	2552943	COMPLIANCE

CH $615.00 2858977

Registration Number:	2252144	SINGLES
Registration Number:	1607064	OMNII W&B WHITE & BRITE
Registration Number:	828118	DUOPRIN
Registration Number:	1248120	OMNII
Registration Number:	1474719	OMNI
Serial Number:	78411471	SOOTHERX
Serial Number:	78446520	VANISH
Serial Number:	78424478	THERAMINTS
Serial Number:	78422370	CAVAREST
Serial Number:	78207890	BASED ON EVIDENCE
Serial Number:	78207695	SENSORX

CORRESPONDENCE DATA

Fax Number: (404)522-8409

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 404-523-5300

Email: sls@phrd.com

Correspondent Name: Steven L. Schaaf, Paralegal

Address Line 1: 285 Peachtree Center Avenue, N.E.

Address Line 2: Suite 1500

Address Line 4: Atlanta, GEORGIA 30303

NAME OF SUBMITTER:	Robert A. Crosby
Signature:	/RAC/
Date:	01/12/2005

Total Attachments: 5

source=GBCC Omnii TM notice#page1.tif

source=GBCC Omnii TM notice#page2.tif

source=GBCC Omnii TM notice#page3.tif

source=GBCC Omnii TM notice#page4.tif

source=GBCC Omnii TM notice#page5.tif

GRANT OF SECURITY INTEREST

(TRADEMARKS)

THIS GRANT OF SECURITY INTEREST, dated as of December 30, 2004, is executed by **OMNII PRODUCTS OF PALM BEACH, INC.**, a Florida corporation ("Grantor"), in favor of **GUARANTY BUSINESS CREDIT CORPORATION** ("Lender").

A. Pursuant to a Loan and Security Agreement dated as of the date hereof (as amended from time to time, the "Loan Agreement") between Grantor and Lender, Lender has agreed to extend certain credit facilities to Grantor upon the terms and subject to the conditions set forth therein.

B. Grantor has adopted, used and is using the trademarks, more particularly described on Schedules A annexed hereto as part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks");]

C. Grantor has entered into a Security Agreement (Intellectual Property) dated the date hereof (the "Security Agreement") in favor of Lender; and

D. Pursuant to the Security Agreement, Grantor has granted to Lender a security interest in all right, title and interest of Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations, as defined in the Security Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby further grant to Lender a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

Grantor does hereby further acknowledge and affirm that the rights and remedies of Lender with respect to the security interest in the Collateral granted hereby 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.

Lender's address is:

Guaranty Business Credit Corporation
333 South Grand Avenue
Suite 1650
Los Angeles, California 90071
Attn: Portfolio Manager

TRADEMARK
REEL: 003007 FRAME: 0279

With a copy to:

Guaranty Business Credit Corporation
8333 Douglas Avenue, Suite 530
Dallas, Texas 75225
Attn: Corporate Counsel

IN WITNESS WHEREOF, Grantor has caused this Assignment to be executed as of the day and year first above written.

OMNII PRODUCTS OF PALM BEACH, INC.

By: _____
Name: Charles R. Jackson
Its: Co-CRO

TRADEMARK
REEL: 003007 FRAME: 0280

ALL-PURPOSE ACKNOWLEDGMENT

STATE OF Florida)
) ss.
COUNTY OF Palm Beach)

On December 29, 2004, before me, M. Timothy Hanlon
(Name and Title of Officer)

personally appeared Charles E. Jackson, as CO-CEO

☑ personally known to me
-or-
☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

M. Timothy Hanlon
Signature Of Notary

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY CLAIMED BY SIGNER

☐ Individual
☐ Corporate Officer

Title(s)

☐ Partner(s) ☐ Limited ☐ General
☐ Attorney-In-Fact
☐ Trustee(s)
☐ Guardian/Conservator
☐ Other:

Signer is representing:
Name Of Person(s) Or Entity(ies)

DESCRIPTION OF ATTACHED DOCUMENT

Title Or Type Of Document

Number Of Pages

Date Of Document

Signer(s) Other Than Named Above

SCHEDULE A
to Grant Of Security Interest

UNITED STATES REGISTERED TRADEMARKS

BASED IN EVIDENCE	2858977	6/29/04	78/207877	1/28/03
ORTHOWASH	2788794	12/2/03	78/159339	8/29/02
THERAGUM	2786533	11/25/03	78/195614	12/18/02
TANGO DAILY TONGUE CLEANER	2648998	11/12/03	76/311125	9/4/01
CAVITYSHIELD	2467807	7/10/01	76/072220	6/19/00
CONTROLRX	2300756	12/14/99	75/439406	2/24/98
COMPLIANCE	2294700	11/23/99	75/403468	12/8/97
WHITE & BRITE ULTIMATE	2266444	8/3/99	75/403466	12/8/97
WHITE & BRITE ULTIMATE	2312958	2/1/00	75/403464	12/8/97
OMNII PRODUCTS	2277336	9/14/99	75/403459	12/8/97
NICE CREAM	2304703	12/28/99	75/403458	12/8/97
COMPLIANCE	2296752	11/30/99	75/403457	12/8/97
COMPLIANCE	2552943	3/26/02	75/403456	12/8/97
SINGLES	2252144	6/8/99	75/403454	12/8/97
OMNII W&B WHITE & BRITE	1607064	7/24/90	73/794985	4/24/89
DUOPRIN	828118	5/2/67	72/234457	12/14/65
OMNII	1248120	8/16/83	73/346891	1/22/82
OMNI	1474719	2/2/88	73/637620	12/29/86

UNITED STATES TRADEMARK APPLICATIONS

SOOTHERX	78/411471	4/30/04
VANISH	78/446520	7/6/04
THERAMINTS	78/424478	5/25/04

CAVAREST	78/422370	5/20/04
BASED ON EVIDENCE	78/207890	1/28/03
SENSORX	78/207695	1/28/03