

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BriteSmile Professional, Inc.		03/13/2006	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Administrative Agent		
Street Address:	800 5th Avenue		
Internal Address:	Floor 37		
City:	Seattle		
State/Country:	WASHINGTON		
Postal Code:	98104-3185		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 16			
Property Type	Number	Word Mark	
Registration Number:	3030081	BRITESMILE TO GO	
Registration Number:	2902325	STABRITE	
Registration Number:	2671645	BRITESMILE	
Registration Number:	2512185	SPEED & BEAUTY	
Registration Number:	2512157	SMILE ASSURANCE	
Registration Number:	2821945	BRITESMILE PROFESSIONAL TEETH WHITENING CENTERS	
Registration Number:	2812043	BRITESMILE ASSOCIATED TEETH WHITENING CENTER	
Registration Number:	2494184	WHITENING AT THE SPEED OF LIGHT	
Registration Number:	2497751	BRITE SMILE PROFESSIONAL TEETH WHITENING CENTERS	
Registration Number:	2653132	BRITE SMILE	
Registration Number:	2437487	BRITE SMILE	
Registration Number:	2437483	BRITE SMILE	
Registration Number:	2759140	KEEPS WHITE TEETH WHITE	

OP \$415.00 3030081

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TRADEMARK
REEL: 003292 FRAME: 0148

Registration Number:	2987640	ENAMELWHITE
Serial Number:	78292532	TEENBRITE
Serial Number:	78236324	BRITESTART

CORRESPONDENCE DATA

Fax Number: (919)416-8339

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

Phone: 919 286-8049

Email: PTO_TMconfirmation@mvalaw.com

Correspondent Name: Moore & Van Allen PLLC

Address Line 1: 430 Davis Drive

Address Line 2: Suite 500

Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	017625.3417NGSITBRITESCLE
NAME OF SUBMITTER:	Charles L. Evans
Signature:	/Charles L. Evans/
Date:	04/18/2006

Total Attachments: 4

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

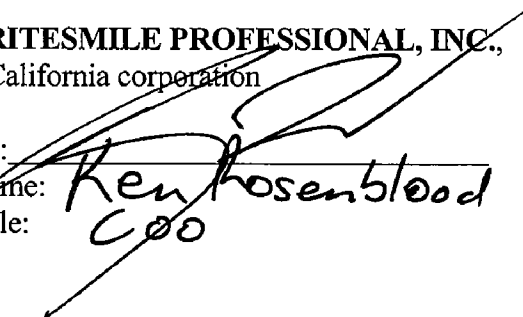
United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of March 13, 2006 (as the same may be amended, modified, restated or supplemented from time to time, the "Security Agreement") by and among the Grantors from time to time party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications set forth on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Grantor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

BRITESMILE PROFESSIONAL, INC.,
a California corporation

By: 
Name: Ken Rosenblood
Title: COO

Acknowledged and Accepted:

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

By: _____
Name:

BRITESMILE PROFESSIONAL, INC.
NOTICE OF GRANT OF SECURITY
INTEREST IN TRADEMARKS

TRADEMARK
REEL: 003292 FRAME: 0151

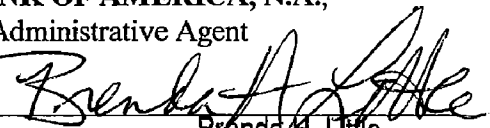
Very truly yours,

BRITESMILE PROFESSIONAL, INC.,
a California corporation

By: _____
Name:
Title:

Acknowledged and Accepted:

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

By: 
Name: Brenda H. Little
Assistant Vice President

DISCUS HOLDINGS, INC.
NOTICE OF GRANT OF SECURITY
INTEREST IN TRADEMARKS

TRADEMARK
REEL: 003292 FRAME: 0152

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
BRITESMILE TO GO	3030081	12/13/05
STABRITE	2902325	11/9/04
BRITESMILE	2671645	1/7/03
SPEED & BEAUTY	2512185	11/27/01
SMILE ASSURANCE	2512157	11/27/01
BRITESMILE PROFESSIONAL TEETH WHITENING CENTERS	2821945	3/16/04
BRITESMILE ASSOCIATED TEETH WHITENING CENTER	2812043	2/10/04
WHITENING AT THE SPEED OF LIGHT	2494184	10/2/01
BRITE SMILE PROFESSIONAL TEETH WHITENING CENTERS	2497751	10/16/01
BRITE SMILE	2653132	11/26/02
BRITE SMILE	2437487	3/20/01
BRITE SMILE	2437483	3/20/01
KEEPS WHITE TEETH WHITE	2759140	9/2/03
ENAMELWHITE	2987640	8/23/05

Pending Applications

Mark	Application No.	Filing Date
TEENBRITE	78292532	8/26/03
BRITESTART	78236324	4/10/03