

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BRITESMILE, INC.		03/01/2006	CORPORATION: CALIFORNIA
BRITESMILE DEVELOPMENT, INC.		03/01/2006	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	BRITESMILE PROFESSIONAL, INC. an Assignee of Discus Dental, Inc.
Street Address:	8550 Higuera Street
Internal Address:	c/o Dr. Nancy N. Quan, Esq.
City:	Culver City
State/Country:	CALIFORNIA
Postal Code:	90232
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

CH \$415.00 3030081

Registration Number:	2437483	BRITE SMILE
Registration Number:	2759140	KEEPS WHITE TEETH WHITE
Registration Number:	2987640	ENAMELWHITE
Serial Number:	78292532	TEENBRITE
Serial Number:	78236324	BRITESTART

CORRESPONDENCE DATA

Fax Number: (310)845-1513

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

Phone: 310-845-8501

Email: NancyQ@DiscusDental.com

Correspondent Name: Britesmile Professional

Address Line 1: 8550 Higuera Street

Address Line 2: c/o Dr. Nancy N. Quan, Esq.

Address Line 4: Culver City, CALIFORNIA 90232

ATTORNEY DOCKET NUMBER:	BSML TM ASSIGNMENT
NAME OF SUBMITTER:	Nancy N. Quan
Signature:	/nancy n. quan/
Date:	07/17/2006

Total Attachments: 12

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ASSIGNMENT
(Intellectual Property)

ASSIGNORS: BriteSmile, Inc.
460 Wiget Lane
Walnut Creek, CA 94598

BriteSmile Development, Inc.
460 Wiget Lane
Walnut Creek, CA 94598

ASSIGNEE: BriteSmile Professional, Inc.
8550 Higuera Street
Culver City, CA 90232

as assignee of
Discus Dental, Inc.
8550 Higuera Street
Culver City, CA 90232

ASSIGNED SUBJECT MATTER

All intellectual property in which each ASSIGNOR has any right, title, or interest, including but not limited to all "Patents" (as hereinafter defined), all "Marks" (as hereinafter defined), all "Confidential Information" (as hereinafter defined), and all "Related Rights" (as hereinafter defined).

1. "Patents" is defined to include all patents and patent applications identified on Schedule A, any patents issuing on any patent applications identified on Schedule A, the inventions disclosed in any of the foregoing, any and all counterpart United States, international and foreign patents, applications and certificates of invention based upon or covering any portion of the foregoing and all reissues, divisionals, renewals, extensions, provisionals, continuations and continuations-in-part of any of the foregoing.

2. "Marks" is defined to include all trademarks and servicemarks listed on Schedule B, including any pending applications and registrations in the United States or in any foreign jurisdiction related to the trademarks or servicemarks listed on Schedule B.

3. "Confidential Information" is defined to include, but not limited to, confidential information, financial information, member lists and information, marketing information, financial and technical trade secrets, techniques, processes, and know-how.

4. "Related Rights" is defined to include:

A. All goodwill of the business symbolized by the Marks:

B. All rights and causes of action to enforce the rights associated with each item referenced in paragraphs 1, 2, 3 and 4.A (collectively referred to herein as the "Assigned Subject Matter") in all countries, including all rights to claim and recover damages and

compensation for past or continuing infringements of or violation of rights to any item of Assigned Subject Matter in all relevant jurisdictions and all rights to apply in any or all countries of the world for patents, certificates of invention or other governmental grants for the Patents, including without limitation under the Paris Convention for the Protection of Industrial Property, the International Patent Cooperation Treaty, or any other convention, treaty, agreement or understanding.

NOW, THEREFORE, as part of the transfer of certain business and assets to which the Assigned Subject Matter is related, and for good and valuable consideration, the receipt of which from ASSIGNEE is hereby acknowledged, each of the ASSIGNORS does hereby sell, assign, transfer and set over to ASSIGNEE, its successors and assigns, the entire right, title and interest in and to each and every item of said Assigned Subject Matter.

Each ASSIGNOR hereby covenants that such ASSIGNOR has full right to convey the entire interest herein assigned and that such ASSIGNOR has not executed and will not execute any agreement in conflict herewith.

Each ASSIGNOR hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States to issue the Assigned Subject Matter to the ASSIGNEE, its successors and assigns, in accordance with the terms of this instrument.

Each ASSIGNOR further agrees that it will communicate to ASSIGNEE any facts known to such ASSIGNOR respecting the Assigned Subject Matter, and testify in any legal proceeding, sign all lawful papers, make all rightful oaths and declarations, and generally do everything reasonably possible to aid ASSIGNEE to perfect title to, and obtain and enforce in all countries the properties and rights which comprise the Assigned Subject Matter.

The terms and conditions of this Assignment shall inure to the benefit of ASSIGNEE, its successors, assigns and other legal representatives, and shall be binding upon each ASSIGNOR, its successor, assigns and other legal representatives.

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3/1, 2006 IN WITNESS WHEREOF, ASSIGNORS have made this assignment effective as of
"ASSIGNORS"

BriteSmile, Inc., a Utah corporation

(Notarization Required)

By: [Signature]
Name: J. C. FENELEY
Title: PRESIDENT

State of CALIFORNIA)
County of CONTRA COSTA) ss.

On this 1st day of MARCH 2006, before me the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared J. C. FENELEY, who is personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to within instrument and acknowledged to me that he executed the same in his authorized capacity and that by his signature on such instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS, my hand and official seal.

[Signature]



BriteSmile Development, Inc., a Delaware corporation

By: [Signature]
Name: Nhat H. Ngo
Title: COO

State of CALIFORNIA)
County of CONTRA COSTA) ss.

On this 1st day of MARCH 2006, before me the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared NHAT H. NGO, who is personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to within instrument and acknowledged to me that he executed the same in his authorized capacity and that by his signature on such instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS, my hand and official seal.

[Signature]

Accepted as of _____, 2006

"ASSIGNEE"



BriteSmile Professional, Inc.,
a California corporation

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, ASSIGNORS have made this assignment effective as of _____, 2006

“ASSIGNORS”

BriteSmile, Inc., a Utah corporation

(Notarization Required)

By: _____
Name: _____
Title: _____

State of _____)
County of _____) ss.

On this ____ day of _____ 2006, before me the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared _____, who is personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to within instrument and acknowledged to me that he executed the same in his authorized capacity and that by his signature on such instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS, my hand and official seal. _____

BriteSmile Development, Inc., a Delaware corporation

(Notarization Required)

By: _____
Name: _____
Title: _____

State of _____)
County of _____) ss.

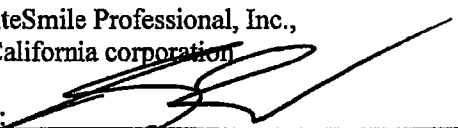
On this ____ day of _____ 2006, before me the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared _____, who is personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to within instrument and acknowledged to me that he executed the same in his authorized capacity and that by his signature on such instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS, my hand and official seal. _____

Accepted as of _____, 2006

“ASSIGNEE”

BriteSmile Professional, Inc.,
a California corporation

By: 
Name: Ken Rosenblod
Title: CEO

SCHEDULE A
("Patents")

Pat./Publ. No.	Country	Status	Appln. No.	Title
5645428	US	Granted	08/570901	Method For Whitening Teeth
5713738	US	Granted	08/708527	Ditto
6254388	US	Granted	09/017076	Ditto
6361320	US	Granted	09/886708	Ditto
2005-084825	US	Published	10/797631	Ditto
6162055	US	Granted	09/234038	Light-Activated Tooth Whitening Composition and Method of Using Same
6343933	US	Granted	09/651171	Ditto
2003-198605	US	Published	10/434597	Ditto
743641	Australia	Granted	27647/99	Ditto
506250	New Zealand	Granted	506250	Ditto
	Canada	Pending	2320269	Ditto
1054642	Europe	Pending	99908146.6	Ditto
2002-502864	Japan	Pending	2000-531128	Ditto
2005-265933	US	Pending	11/179736	Light Activated Tooth Whitening Method
6416319	US	Granted	09/233793	Tooth Whitening Device and Method of Using Same
2005-048434	US	Pending	10/958058	Apparatus For Simultaneous Illumination of Teeth
	US	Pending	11/197868	Ditto
	Canada	Pending	2386808	Ditto
1229852	Europe	Published	00968811.0	Ditto
2003-511148	Japan	Published	2001-529369	Ditto

SCHEDULE A
("Patents")

Pat./Publ. No.	Country	Status	Appln. No.	Title
	New Zealand	Allowed	518224	Ditto
	New Zealand	Pending	542400	Ditto
6213671	US	Granted	09/234039	Adjustable Articulated Positioning Device
2005-084826	US	Published	10/969532	Tooth Whitening and Image Enhancement Center Method
6800671	US	Granted	09/552994	Low Peak Exotherm Curable Compositions
	US	Pending	11/214207	Ditto
D438622	US	Granted	29/099461	Tooth Whitening Device
756369	Australia	Granted	27744/99	AntiMicrobial Denture Adhesive Composition
	Canada	Pending	2321192	Ditto
2002-503520	Japan	Published	2000-532096	Ditto
2000/008179	Mexico	Published	008179	Ditto
6576227	US	Granted	09/237191	Peroxidase-Activating Oral Compositions
5908614	US	Granted	08/698474	Ditto
	US	Pending	11/200266	Ditto
6221341	US	Granted	09/196403	Tooth Whitening Compositions
2004-101497	US	Published	10/715917	Ditto
6348518	US	Granted	09/208969	Compositions For Making an Artificial Prosthesis
6472453	US	Granted	10/033077	Ditto
2002-137728	US	Published	10/056296	Topical Oral Care Compositions

SCHEDULE A
("Patents")

Pat./Publ. No.	Country	Status	Appln. No.	Title
	Australia	Pending	240115/02	Ditto
	South Korea	Pending	10-2003-7009818	Ditto
1370226	Europe	Published	2706004.5	Ditto
2005-503322	Japan	Published	2002-558996	Ditto
2005-008584	US	Published	10/846207	Therapeutic Dental Composition
2005-026107	US	Published	10/670950	Therapeutic Responsive Dental Gel Composition
WO05/011582	PCT	Entered natl. phase (below)	PCT/US04/24070	Compositions, Methods, Devices and Kits For Maintaining or Enhancing Tooth Whitening
	US	Pending	10/568054	Ditto
	Australia	Pending	Filed 2/28/06; no. not yet assigned	Ditto
	Europe	Pending	Filed 2/27/06; no. not yet assigned	Ditto
	Japan	Pending	Filed 1/30/06; no. not yet assigned	Ditto
	New Zealand	Pending	Filed 2/27/06; no. not yet assigned	Ditto
2005-221251	US	Published	11/044531	Method and Device For Improving Oral Health
2005-064371	US	Published	10/895694	Ditto
	US	Pending	11/344974	Ditto
	PCT	Pending	PCT/US06/03419	Ditto
6958144	US	Granted	10/050196	Methods of Whitening Teeth
	US	Pending	11/256654	Ditto

SCHEDULE A
("Patents")

Pat./Publ. No.	Country	Status	Appln. No.	Title
6488914	US	Granted	10/003210	Tooth Bleaching Compositions
6331292	US	Granted	09/192609	Ditto
6322773	US	Granted	09/374172	Ditto
6514543	US	Granted	10/004048	Ditto
6536628	US	Granted	10/000658	Ditto
6312670	US	Granted	09/054156	Ditto
5922307	US	Granted	08/719569	Ditto
2003-089886	US	Published	10/219965	Ditto
2002-141951	US	Published	10/039935	Ditto
	Australia	Pending	202240/04	Ditto
	Canada	Pending	2238764	Ditto
1314419	Europe	Published	03003653.7	Ditto
862408	Europe	Abandoned	EP 96933896.1	Ditto
862408	Germany	Granted	DE 69626297.5	Ditto
862408	Ireland	Granted	EP 96933896.1	Ditto
862408	France	Granted	EP 96933896.1	Ditto
862408	Great Britain	Granted	EP 96933896.1	Ditto

SCHEDULE B
("Marks")

<u>Trademark</u>	<u>Reg No./Ser. No.</u>	<u>Country</u>
BRITESMILE (design)	2271070	Argentina
BRITESMILE (design)	2271071	Argentina
BRITESMILE	2292349	Argentina
BRITE SMILE (and star design)	945213	Australia
BRITESMILE (word mark)	196325	Austria
BRITESMILE (word mark)	694739	Benelux
BRITESMILE (word mark)	823083373	Brazil
BRITESMILE (word mark)	823083365	Brazil
BRITESMILE (word mark)	823083357	Brazil
BRITESMILE (word mark)	1187928	Canada
BRITESMILE	591743	Chile
BRITESMILE	591744	Chile
BRITE SMILE (and star design)	3980309	China
BRITE SMILE (and star design)	3980308	China
BRITE SMILE (and star design)	3980307	China
BRITE SMILE (word mark)	1148006	CTM
BRITESMILE (word mark)	VR 005981 2000	Denmark
BRITESMILE (word mark)	222980	Finland
BRITESMILE (word mark)	003063592	France
BRITESMILE (word mark)	30045704	Germany
BRITESMILE (word mark)	145104	Greece
BRITESMILE	2001B04353	Hong Kong
BRITESMILE	2001B04354	Hong Kong
BRITESMILE	2001B04355	Hong Kong
BRITESMILE (characters)	2002B08029	Hong Kong
BRITESMILE (characters)	2002B08030	Hong Kong
BRITESMILE (characters)	2002B08031	Hong Kong
BRITESMILE (word mark)	D0020041503215144	Indonesia
BRITESMILE (word mark)	D0020041503115143	Indonesia
BRITESMILE (word mark)	229640	Ireland
BRITESMILE (word mark)	169706	Israel

SCHEDULE B
("Marks")

<u>Trademark</u>	<u>Reg No./Ser. No.</u>	<u>Country</u>
BRITESMILE (word mark)	169707	Israel
BRITESMILE (word mark)	169708	Israel
BRITESMILE (word mark)	77492000MI	Italy
BRITE SMILE (characters)	4496287	Japan
BRITE SMILE (characters)	4366608	Japan
BRITE SMILE (characters)	4381409	Japan
BRITE SMILE (word mark)	4463843	Japan
BRITESMILE (word mark)	4366	Korea
BRITESMILE (word mark)	62245	Kuwait
BRITESMILE (word mark)	62246	Kuwait
BRITESMILE (word mark)	00/08087	Malaysia
BRITESMILE (word mark)	00/08088	Malaysia
BRITESMILE (word mark)	00/08089	Malaysia
BRITESMILE (word mark)	680275	Mexico
BRITESMILE (word mark)	680276	Mexico
BRITESMILE (word mark)	744017	Mexico
BRITE SMILE (star design)	660784	New Zealand
BRITE SMILE (star design)	660785	New Zealand
BRITE SMILE (star design)	660786	New Zealand
BRITESMILE (word mark)	214316	Norway
BRITESMILE (word mark)	348438	Portugal
BRITESMILE (word mark)	T00/10863I	Singapore
BRITESMILE (word mark)	T00/10864G	Singapore
BRITESMILE (word mark)	T00/10865E	Singapore
BRITESMILE (characters)	T00/12496J	Singapore
BRITESMILE (characters)	T00/12497I	Singapore
BRITESMILE (word mark)	2005110595	South Africa
BRITESMILE (word mark)	2005110596	South Africa
BRITESMILE (word mark)	2331903M8	Spain
BRITESMILE (word mark)	2331904M6	Spain
BRITESMILE	355393	Sweden

SCHEDULE B
("Marks")

<u>Trademark</u>	<u>Reg No./Ser. No.</u>	<u>Country</u>
BRITESMILE (word mark)	485427	Switzerland
BRITESMILE (word mark)	980220	Taiwan
BRITESMILE (word mark)	940246	Taiwan
BRITESMILE (word mark)	144707	Taiwan
BRITE SMILE (and star design)	593925	Thailand
BRITE SMILE (and star design)	593924	Thailand
BRITE SMILE (and star design)	593923	Thailand
BRITESMILE (word mark)	2238725	United Kingdom
BRITEWHITE (word mark)	2291759	United Kingdom
BRITE SMILE (word mark)	2437487	United States
BRITE SMILE (and star design)	2437483	United States
BRITE SMILE (and star design)	2653132	United States
BRITESMILE (word mark)	2671645	United States
BRITESMILE ASSOCIATED TEETH WHITENING CENTER (word mark)	2812043	United States
BRITESMILE PROFESSIONAL TEETH WHITENING CENTERS (word mark)	2821945	United States
BRITE SMILE PROFESSIONAL TEETH WHITENING CENTERS (and star design)	2497751	United States
BRITESMILE TO GO	3030081	United States
BRITESTART	78/236324	United States
ENAMELWHITE	2987640	United States
KEEPS WHITE TEETH WHITE	2759140	United States
SMILE ASSURANCE	2512157	United States
SPEED & BEAUTY	2512185	United States
STABRITE	2902325	United States
TEENBRITE	78/292532	United States
WHITENING AT THE SPEED OF LIGHT	2494184	United States
BRITESMILE	237700-P	Venezuela
BRITESMILE	237699-P	Venezuela
BRITESMILE	19418-S	Venezuela

SCHEDULE C
("Copyrights")

Title	Registration No.	Registration Date
BRITESMILE BUBBLE POD	VA-1-326-732	5/27/05