

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 Professional		12/19/2008	LIMITED LIABILITY COMPANY: CALIFORNIA

RECEIVING PARTY DATA

Name:	Discus Dental, LLC
Street Address:	8550 Higuera Street
Internal Address:	c/o Legal Department
City:	Culver City
State/Country:	CALIFORNIA
Postal Code:	90232
Entity Type:	LIMITED LIABILITY COMPANY: CALIFORNIA

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Serial Number:	76329075	BRITESMILE
Serial Number:	75594536	BRITE SMILE
Serial Number:	75890950	BRITE SMILE
Serial Number:	76086601	BRITESMILE ASSOCIATED TEETH WHITENING CENTER
Serial Number:	78236317	BRITESMILE TO GO
Serial Number:	75594154	KEEPS WHITE TEETH WHITE
Serial Number:	76086724	SMILE ASSURANCE
Serial Number:	76095672	SPEED & BEAUTY
Serial Number:	78204008	STABRITE
Serial Number:	76076079	WHITENING AT THE SPEED OF LIGHT

CORRESPONDENCE DATA

Fax Number: (310)845-1513

900123445

**TRADEMARK
 REEL: 003909 FRAME: 0336**

CH \$265.00 76329075

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

Phone: (310) 845-8200
Email: toddt@discusdental.com
Correspondent Name: Todd Tiberi
Address Line 1: 8550 Higuera Street
Address Line 2: c/o Legal Department
Address Line 4: Culver City, CALIFORNIA 90232

NAME OF SUBMITTER:	Frederick W. Tong
Signature:	/Frederick W. Tong/
Date:	12/24/2008

Total Attachments: 6

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**ASSIGNMENT
(Intellectual Property)**

ASSIGNOR: BriteSmile Professional, LLC
8550 Higuera Street
Culver City, CA 90232

ASSIGNEE: Discus Dental, LLC
8550 Higuera Street
Culver City, CA 90232

ASSIGNED SUBJECT MATTER

THIS ASSIGNMENT, made this 19th day of December, 2007 by BriteSmile Professional, LLC, 8550 Higuera Street, Culver City, California 90232 (hereinafter referred to as Assignor); the Trademarks listed in Appendix A (herein refer to as "Marks"), in which ASSIGNOR has any right, title, or interest, and related rights as defined to include:

- A. All goodwill of the business symbolized by the Marks listed in Appendix A:
- B. All rights and causes of action to enforce the rights associated with each Mark listed in Appendix A in all countries, including all rights to claim and recover damage and compensation for past or continuing infringements of or violation of rights to any Mark listed in Appendix A in all relevant jurisdictions and all rights to apply in any or all countries of the world for trademarks, including without limitation under any convention, treaty, agreement or understanding.

NOW, THEREFORE, as part of the transfer of certain business and assets to which the Marks are related, and for good and valuable consideration, the receipt of which from ASSIGNEE is hereby acknowledged, ASSIGNOR 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 Mark as listed in Appendix A.

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

ASSIGNOR hereby authorizes and requests the Commissioner of Trademarks of the United States to record the Assigned Marks in the name of the ASSIGNEE, its successors and assigns, in accordance with the terms of this instrument.

ASSIGNOR further agrees that it will communicate to ASSIGNEE any facts known to ASSIGNOR respecting the Marks, 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 Marks.

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 ASSIGNOR, its successor, assigns and other legal representatives.

IN WITNESS WHEREOF, ASSIGNOR has made this assignment effective as of _____
December 14, 2008.

“ASSIGNOR”

BriteSmile Professional, LLC
A California Limited Liability Company

By:  _____

Name: ROBERT CARTAGOMA

Title: C.O.O.

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

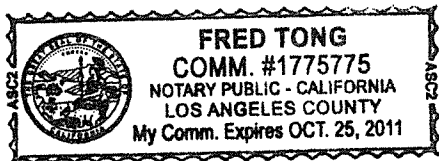
Date: Dec. 19, 2008

United States of America)
State of CALIFORNIA) ss.:
County of Los Angeles)

On December 19, 2008 before me, Fred Tong, Notary Public, personally appeared Robert Cartagena, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

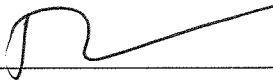
Witness my hand and official seal:



Fred Tong
Fred Tong, Notary Public
My commission expires: October 25, 2011

Accepted as of December 19, 2008

“ASSIGNEE”
Discus Dental, LLC
A California Limited Liability Company

By: 
Name:
Title:

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

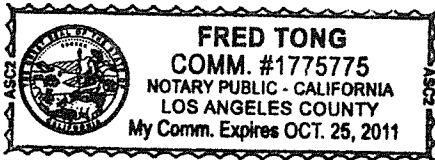
Date: Dec. 19, 2008

United States of America)
State of CALIFORNIA) ss.:
County of Los Angeles)

On December 19, 2008 before me, Fred Tong, Notary Public, personally appeared Todd Tiberi, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

Witness my hand and official seal:



Fred Tong
Fred Tong, Notary Public
My commission expires: October 25, 2011

Appendix A – Marks

Mark	Serial No.	Reg. No.	Country
BRITESMILE	76/329075	2671645	United States
BRITESMILE	75/594536	2437483	United States
BRITESMILE	75/890950	2653132	United States
BRITESMILE ASSOCIATED TEETH WHITENING CENTERS	76/086601	2812043	United States
BRITESMILE TO GO	78/236317	3030081	United States
KEEPS WHITE TEETH WHITE	75/594154	2759140	United States
SMILE ASSURANCE	76/086724	2512157	United States
SPEED AND BEAUTY	76/095672	2512185	United States
STABRITE	78/204008	2902325	United States
WHITENING AT THE SPEED OF LIGHT	76/076079	2494184	United States