

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Smileworks Dental Management, LLC		02/18/2010	LIMITED LIABILITY COMPANY: CALIFORNIA

**RECEIVING PARTY DATA**

<b>Name:</b>	Futuredontics, Inc.
<b>Street Address:</b>	6060 Center Drive
<b>Internal Address:</b>	7th Floor
<b>City:</b>	Los Angeles
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90045
<b>Entity Type:</b>	CORPORATION: CALIFORNIA

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Registration Number:	2391733	SMILEWORKS.COM
Registration Number:	3324667	SMILEWORKS
Registration Number:	3324669	SMILEWORKS
Registration Number:	3368785	RENEW YOUR SKIN. RESTORE YOUR SMILE.
Registration Number:	3446039	S SMILEWORKS

**CORRESPONDENCE DATA**

Fax Number: (714)546-9035  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (714) 641-5100  
 Email: hsayed@rutan.com, trademarks@rutan.com, scain@rutan.com, ezaskoda@rutan.com  
 Correspondent Name: Hani Z. Sayed  
 Address Line 1: 611 Anton Boulevard  
 Address Line 2: Suite 1400

**CH \$140.00 2391733**

**900155670**

**TRADEMARK  
 REEL: 004156 FRAME: 0632**

Address Line 4: Costa Mesa, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER:	101446.0000
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NAME OF SUBMITTER:	Hani Z. Sayed
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Signature:	/Hani Z. Sayed/
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Date:	02/25/2010
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**Total Attachments: 3**

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**ASSIGNMENT AGREEMENT**

**THIS ASSIGNMENT AGREEMENT** (the "Agreement") is entered into as of December 31, 2009 by and between SMILEWORKS DENTAL MANAGEMENT, LLC ("Assignor"), a California limited liability company having a business address at 6060 Center Drive, 7<sup>th</sup> Floor, Los Angeles, California 90045 and FUTURE DONTICS, INC., ("Assignee"), a California corporation having a business address at 6060 Center Drive, 7<sup>th</sup> Floor, Los Angeles, California 90045.

**WHEREAS**, ASSIGNOR owns the entire right, title and interest in and to the registered marks identified in the attached Schedule, as well as all pending trademark applications and currently utilized common law trademarks associated with Smileworks, Smileworks of Redondo Beach and/or SMILEWORKS DENTAL MANAGEMENT, LLC (collectively, the "Marks"), together, in the case of the registered Marks, with their corresponding registration, identified by the registration numbers appearing opposite certain of the Marks in the attached Schedule (collectively, the "Registrations"), and the goodwill of the business symbolized by each such Mark (the "Goodwill"); and

**WHEREAS**, Assignor desires to assign, and Assignee desires to acquire, the entire right, title and interest in and to the Marks, together with their corresponding Registrations and the goodwill associated therewith.

**NOW, THEREFORE**, in consideration of the mutual promises and covenants contained in this Agreement, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties, intending to be bound, hereby agree as follows:



1. Assignor hereby transfers, assigns, sets over and conveys to Assignee, the entire right, title and interest in and to the Marks and any and all Registrations therefor, as the successor to that portion of Assignor's business to which the Marks pertain, along with all goodwill associated therewith. Assignee retains all right, title and interest to enforce any rights for past infringement(s), if any, of the Marks and any and all Registrations therefore.

2. Assignor hereby authorizes and requests that the U.S. Commissioner for Trademarks record Assignee as the owner of the Registrations.

3. This Agreement constitutes the entire agreement between the parties and supersedes any prior understandings, agreements, or representations by or between the parties, written or oral, to the extent they relate in any way to the subject matter hereof.

4. Any term or provision of this Agreement that is invalid or unenforceable in any situation in any jurisdiction shall not affect the validity or enforceability of the remaining terms and provisions hereof or the validity or enforceability of the offending term or provision in any other situation or in any other jurisdiction.

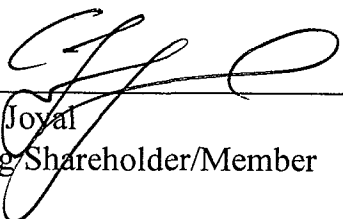
(Signatures on next page)



IN WITNESS WHEREOF, the Parties have caused this Assignment Agreement to be executed by their duly authorized representatives as of the date first written above.


**ASSIGNOR**  
**Smileworks Dental Management, LLC**

Dated: February 18, 2010

By:   
Alfred J. Joyal  
Managing Shareholder/Member

**ASSIGNEE**  
**FUTURE DONTICS, INC.**

Dated: February 18, 2010

By:   
Alfred J. Joyal  
Chief Executive Officer

**SCHEDULE OF REGISTERED MARKS**

<b>Mark:</b>	<b>Registration No.</b>	<b>Registration Date:</b>
SMILEWORKS.com	2391733	October 3, 2000
SMILEWORKS	3324667	October 30, 2007
SMILEWORKS Stylized	3324669	October 30, 2007
Renew Your Skin, Restore Your Smile	3368785	January 15, 2008
S SMILEWORKS Logo	3446039	June 10, 2008