

**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
Smile Brands, Inc.		02/26/2010	CORPORATION: WASHINGTON

**RECEIVING PARTY DATA**

Name:	Wells Fargo Bank, National Association, as Administrative Agent
Street Address:	333 South Grand Avenue, Suite 900
Internal Address:	Attn: Luke Harbinson
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90071
Entity Type:	National Banking Association: UNITED STATES

**PROPERTY NUMBERS Total: 9**

Property Type	Number	Word Mark
Registration Number:	2298047	BRIGHT NOW!
Registration Number:	2453217	BRIGHT NOW!
Registration Number:	3331039	BRIGHT NOW! DENTAL NETWORK
Registration Number:	2755318	CONFIDENT
Serial Number:	77720064	E SMILES
Serial Number:	77382023	G3
Serial Number:	77290961	1 LEVEL OF SERVICE
Registration Number:	3573562	SMILES FOR EVERYONE
Registration Number:	3266011	

**CORRESPONDENCE DATA**

Fax Number: (213)612-2499  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 213-629-2020

**900155739**

**TRADEMARK  
 REEL: 004157 FRAME: 0253**

**CH \$240.00 2298047**

Email: lpartmann@orrick.com  
Correspondent Name: Ramon Galvan  
Address Line 1: 777 South Figueroa Street, Suite 3200  
Address Line 2: Orrick, Herrington & Sutcliffe LLP  
Address Line 4: Los Angeles, CALIFORNIA 90017-5855

ATTORNEY DOCKET NUMBER:	1696-472/1640
NAME OF SUBMITTER:	Ramon Galvan
Signature:	/Ramon Galvan/
Date:	02/26/2010

Total Attachments: 4  
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## GRANT OF SECURITY INTEREST

### TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of February 26, 2010 is executed by SMILE BRANDS INC., a Washington corporation (the “Grantor”), in favor of WELLS FARGO BANK, NATIONAL ASSOCIATION (“Wells Fargo”), as collateral agent for the Secured Parties (in such capacity, together with any successors and assigns in such capacity, the “Collateral Agent”). Unless otherwise defined herein, all other capitalized terms used herein and defined in the Credit Agreement shall have the respective meanings given to those terms in the Credit Agreement.

A. Pursuant to that certain Credit Agreement, dated as of February 26, 2010 (as amended, restated, supplemented or otherwise modified from time to time, the “Credit Agreement”), among the Grantor, Smile Brands West, Inc., Smile Brands of Texas, L.P. and Smile Brands East, Inc. (collectively, the “Borrowers”), the lenders from time to time party thereto (the “Lenders”) and Wells Fargo, as administrative agent for the Lenders (in such capacity, the “Administrative Agent”), Collateral Agent, L/C Issuer and Swing Line Lender, the Lenders have agreed to extend loans and other financial accommodations to the Borrowers upon the terms and subject to the conditions set forth therein. In addition, certain of the Lender Parties may, from time to time, enter into Lender Rate Contracts with one or more of the Borrowers or provide Lender Bank Products to one or more of the Borrowers.

B. The Grantor has adopted, used and is using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto and made a 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. The Grantor and other entities party thereto from time to time have entered into a Security Agreement dated as of February 26, 2010 (as amended, restated, supplemented or otherwise modified from time to time, the “Security Agreement”) in favor of the Collateral Agent, for the benefit of the Secured Parties, pursuant to which the Grantor is required to execute and deliver this Grant of Security Interest.

D. Pursuant to the Security Agreement, the Grantor has granted to the Collateral Agent, for the benefit of the Secured Parties, a security interest in all right, title and interest of the 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 Secured Obligations (as defined in the Security Agreement).

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

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Collateral Agent 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.

The Collateral Agent's address is:

Wells Fargo Bank, National Association  
333 S. Grand Avenue, Suite 900  
Los Angeles, California 90071  
Attention: Luke Harbinson  
Tel. No. (213) 253-6207  
Fax No. (213) 628-1188

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

**SMILE BRANDS INC.**

By:   
Name: Bradley E. Schmidt  
Title: Chief Financial Officer

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

NAME	OWNER	COUNTRY	STATUS	REG. NO.	REG. DATE
BRIGHT NOW!	Smile Brands Inc.	USA	Registered	2,298,047	12/07/1999
BRIGHT NOW! & Design	Smile Brands Inc.	USA	Registered	2,453,217	05/22/2001
BRIGHT NOW! DENTAL NETWORK & Design	Smile Brands Inc.	USA	Registered	3,331,039	11/06/2007
CONFIDENT	Smile Brands Inc.	USA	Registered	2,755,318	08/26/2003
E-SMILES & Design	Smile Brands Inc.	USA	Pending	77/720,064	04/22/2009
G3	Smile Brands Inc.	USA	Pending	77/382,023	01/28/2008
1 LEVEL OF SERVICE	Smile Brands Inc.	USA	Pending	77/290,961	09/27/2007
SMILES FOR EVERYONE	Smile Brands Inc.	USA	Registered	3,573,562	02/10/2009
Tooth Design	Smile Brands Inc.	USA	Registered	3,266,011	07/17/2007

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

None