TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Release of Security Interest in Trademarks (Second Lien)(originally recorded against at Reel/Frame:003486/0056)

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Antares Capital Corporation		02/26/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Castle Dental Centers, Inc.
Street Address:	201 East Sandpointe, 8th Floor
Internal Address:	c/o Smile Brands Inc.
City:	Santa Ana
State/Country:	CALIFORNIA
Postal Code:	92707
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2095162	CASTLE DENTAL CENTERS
Registration Number:	2095163	CASTLE DENTAL CENTERS
Serial Number:	78286467	CASTLE DENTAL
Serial Number:	78286469	

CH $115.00 2095162

CORRESPONDENCE DATA

Fax Number: (213)430-6407
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Email: gdurham@omm.com
Correspondent Name: Gina M. Durham, Esq.
Address Line 1: 400 South Hope Street
Address Line 2: O'Melveny & Myers LLP
Address Line 4: Los Angeles, CALIFORNIA 90071

ATTORNEY DOCKET NUMBER:	105,158-002

NAME OF SUBMITTER:	Gina M. Durham
Signature:	/Gina M. Durham/
Date:	02/26/2010

Total Attachments: 3
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NOTICE OF RELEASE OF
SECURITY INTEREST IN TRADEMARKS

Reference is made to (i) that certain Patent, Trademark and Copyright Security Agreement dated as of May 24, 2005, recorded at the United States Patent and Trademark Office at Reel 003487 and Frame 0820 on February 26, 2007 (the "Bright Now! IP Security Agreement"), made by Bright Now! Dental, Inc., a Washington corporation and successor by merger to Ivory Merger Co., Inc. ("Bright Now!") in favor of Antares Capital Corporation, a Delaware corporation, as agent for its own benefit and the benefit of the Lenders party to the Second Lien Credit Agreement, (ii) that certain Patent, Trademark and Copyright Security Agreement dated as of May 24, 2005, recorded at the United States Patent and Trademark Office at Reel 003486 and Frame 0028 on February 22, 2007 (the "Monarch IP Security Agreement"), made by Monarch Dental Corporation, a Delaware corporation ("Monarch") in favor of Antares Capital Corporation, a Delaware corporation, as agent for its own benefit and the benefit of the Lenders party to the Second Lien Credit Agreement and (iii) that certain Patent, Trademark and Copyright Security Agreement dated as of May 24, 2005, recorded at the United States Patent and Trademark Office at Reel 003486 and Frame 0056 on February 22, 2007 (the "Castle IP Security Agreement" and, together with the Bright Now! IP Security Agreements and the Monarch IP Security Agreements collectively referred to as the "IP Security Agreements"), made by Castle Dental Centers, Inc., a Delaware corporation ("Castle" and, together with Bright Now! and Monarch, collectively referred to as the "Borrowers") in favor of Antares Capital Corporation, a Delaware corporation, as agent for its own benefit and the benefit of the Lenders party to the Second Lien Credit Agreement, granting a security interest in the Borrowers' right, title and interest in certain trademark registrations and applications (the "Trademarks") including, without limitation, the trademark registrations and applications listed on Schedule A hereto. Defined terms used herein but not otherwise defined herein have the meanings given to such terms in the IP Security Agreements or documents referred to in the IP Security Agreements.

Antares Capital Corporation, as administrative agent for the Lenders (the "Releasor") hereby re-assigns and releases to the Borrowers and terminates all right, title and interest that the Releasor has in and to the Trademarks and all proceeds of the foregoing; and all general intangibles associated with the foregoing, including without limitation, all goodwill associated in any way with such Trademarks; the right to sue for past, present and future infringements, and all rights corresponding thereto associated with such Trademarks.

Antares Capital Corporation, as administrative agent to the Lenders' execution of and/or delivery of any documents releasing any security interest or claim in any property of the Borrowers as set forth herein is made without recourse, representation, warranty or other assurance of any kind by Antares Capital Corporation, as administrative agent for the Lenders, including as to the condition or value of the Trademarks.

This release shall be governed by and construed in accordance with the laws of the State of New York without regard to conflicts of law principles.

[signature page follows]

ANTARES CAPITAL CORPORATION,
as administrative agent for the Lenders

By: _____
Name: Brian E. Sommerfeld
Title: Duly Authorized Signatory
Dated: 2-26-10

TRADEMARK
REEL: 004158 FRAME: 0443

SCHEDULE A

Entity	Mark	Serial No.	Reg. No.
Smile Brands Inc. (formerly, Bright Now!)	CONFIDENT	76/380085	2755318
Smile Brands Inc. (formerly, Bright Now!)	BRIGHT NOW!	76/056599	2453217
Smile Brands Inc. (formerly, Bright Now!)	BRIGHT NOW!	76/565664	2298047
Smile Brands West, Inc. (formerly Monarch)	MONARCH DENTAL	75/284164	2160468
Smile Brands West, Inc. (formerly Monarch)	MONARCH DENTAL ASSOCIATES	75/270226	2149365
Monarch	DESIGN ONLY	75/069298	2054702
Monarch	MONARCH	75/069296	2059007
Castle	CASTLE DENTAL CENTERS	75/174431	2095162
SB Holdings 2, Inc. (formerly Castle)	CASTLE DENTAL CENTERS	75/174432	2095163
Castle	CASTLE DENTAL	78/286467	N/A
Castle	DESIGN ONLY	78/286469	N/A