

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination and release of Security Interest in TMs recorded at 4157/0253

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Wells Fargo Bank National Association, as Agent		12/21/2010	Bank National Association: UNITED STATES

RECEIVING PARTY DATA

Name:	Smile Brands Inc.
Street Address:	8105 Irvine Center Drive
Internal Address:	15th Floor
City:	Irvine
State/Country:	CALIFORNIA
Postal Code:	92618
Entity Type:	CORPORATION: WASHINGTON

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	3822884	E SMILES
Registration Number:	3573562	SMILES FOR EVERYONE
Registration Number:	3747265	1 LEVEL OF SERVICE
Registration Number:	3266011	
Registration Number:	3331039	BRIGHT NOW! DENTAL NETWORK
Registration Number:	2755318	CONFIDENT
Registration Number:	2453217	BRIGHT NOW!
Registration Number:	2298047	BRIGHT NOW!
Serial Number:	77382023	G3

CORRESPONDENCE DATA

Fax Number: (212)751-4864
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

900179586

**TRADEMARK
 REEL: 004440 FRAME: 0073**

CH \$240.00 3822884

Phone: 212-906-1200
Email: angela.amaru@lw.com
Correspondent Name: Angela M. Amaru c/o Latham & Watkins
Address Line 1: 885 Third Avenue
Address Line 2: Suite 1000
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	030786-0440
NAME OF SUBMITTER:	Angela M. Amaru
Signature:	/s/ Angela M. Amaru
Date:	12/23/2010

Total Attachments: 4

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TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS ("Release") is made as of December 21, 2010 (the "Effective Date") by WELLS FARGO BANK NATIONAL ASSOCIATION as agent for itself and various other financial institutions (in such capacity, "Agent"), for the benefit of SMILE BRANDS INC. ("Grantor").

WHEREAS, pursuant to that certain Grant of Security Interest, dated as of February 26, 2010 (the "Security Agreement"), recorded in the United States Patent and Trademark Office at Reel 4157, Frame 0253 on February 26, 2010, Grantor granted to Agent, as collateral agent for itself and various other financial institutions (the "Lenders"), a security interest in all right, title and interest of Grantor in and to the trademark applications listed on Schedule 1 hereto (the "Trademarks"); and

WHEREAS, Grantor has requested and Agent has agreed to terminate such security interest and provide a document suitable for recording in the United States Patent and Trademark office for purposes of recording the release, relinquishment and discharge of its security interest in the Trademarks.

NOW, THEREFORE, in consideration of and in exchange for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

Agent, for the benefit of itself and the Lenders, does hereby release and terminate all liens and security interests in the Trademarks, including all goodwill of the business connected with the use of and symbolized by each Trademark, which security interests were assigned, pledged and granted to Agent and the Lenders under and pursuant to the Security Agreement.

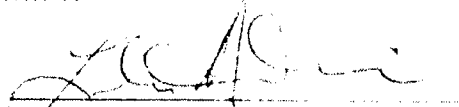
The Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release of the security interests and liens contemplated hereby.

[Signature page follows]

IN WITNESS WHEREOF, the parties have caused this Release to be duly executed as of the Effective Date.

WELLS FARGO BANK NATIONAL ASSOCIATION,
AS AGENT

By:









Name: Luke Harbinson

Title: Vice President

**Schedule 1
Trademarks**

United States

Trade-mark	Status	Owner	Appl No.	Appl. Date	Reg. No.	Reg. Date
 E SMILES	REGISTERED	SMILE BRANDS INC. WASHINGTON CORPORATION 201 E. SANDPOINTE, SUITE 800 SANTA ANA, CALIFORNIA 92707	77720064	22-Apr-09	3822884	July 20, 2010
 G3	PUBLISHED Intent to Use	SMILE BRANDS INC. WASHINGTON CORPORATION 201 E. SANDPOINTE, SUITE 800 SANTA ANA, CALIFORNIA 92707	77382023	28-Jan-08		
 SMILES FOR EVERYONE	REGISTERED	SMILE BRANDS INC. WASHINGTON CORPORATION 201 E. SANDPOINTE, SUITE 800 SANTA ANA, CALIFORNIA 92707	77290916	27-Sep-07	3573562	February 10, 2009
 1 LEVEL OF SERVICE	REGISTERED	SMILE BRANDS INC. WASHINGTON CORPORATION 201 E. SANDPOINTE, SUITE 800 SANTA ANA, CALIFORNIA 92707	77290961	27-Sep-07	3747265	February 9, 2010
 Design Only	REGISTERED	SMILE BRANDS INC. WASHINGTON CORPORATION 201 E. SANDPOINTE, SUITE 800 SANTA ANA, CALIFORNIA 92707	78648295	10-Jun-05	3266011	July 17, 2007
 BRIGHT NOW! DENTAL NETWORK	REGISTERED	SMILE BRANDS INC. WASHINGTON CORPORATION 201 E. SANDPOINTE, SUITE 800 SANTA ANA, CALIFORNIA 92707	78632685	18-May-05	3331039	November 6, 2007

Trade-mark	Status	Owner	Appl No.	Appl. Date	Reg. No.	Reg. Date
CONFIDENT	REGISTERED	SMILE BRANDS INC. WASHINGTON CORPORATION 201 E. SANDPOINTE, SUITE 800 SANTA ANA, CALIFORNIA 92707	76380085	8-Mar-02	2755318	August 26, 2003
 BRIGHT NOW!	REGISTERED	SMILE BRANDS INC. WASHINGTON CORPORATION 201 E. SANDPOINTE, SUITE 800 SANTA ANA, CALIFORNIA 92707	76056599	25-May-00	2453217	May 22, 2001
BRIGHT NOW!	RENEWED (REGISTERED)	SMILE BRANDS INC. WASHINGTON CORPORATION 201 E. SANDPOINTE, SUITE 800 SANTA ANA, CALIFORNIA 92707	75565664	7-Oct-98	2298047	December 7, 1999