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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Benson MCGANN **4-1-03**

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: Progressive America, Inc.
Internal Address: _____
Street Address: 1701 East Edinger, Suite C-1
City: Santa Ana State: CA ZIP: 92705

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 23, 2002

4. Application number(s) or patent number(s):
If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s) 10/187494 B. Patent No.(s) _____

Additional numbers attached? Yes No

OFFICE OF RECORDS
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FINANCE SECTION

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: David J. Zoetewey
Internal Address: Rutan & Tucker, LLP
Street Address: 611 Anton Blvd., 14th Floor
City: Costa Mesa State: CA ZIP: 92626

6. Total number of applications and patents involved:

7. Total fee (37 CFR 3.41) \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

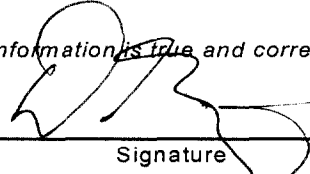
8. Deposit account number: _____
(Attach duplicate copy of this page if paying by deposit account)

04/02/2003 BYRNE 00000130 10187494

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9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

David J. Zoetewey  3/25/03
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document:

ASSIGNMENT

WHEREAS, the undersigned, **Benson McGann**, an individual, residing at 31301 Auguacate Road, San Juan Capistrano, CA 92675 (referred to hereinafter as "ASSIGNOR") has invented a certain invention entitled "Orthodontic Bracket Holder" for which an utility application for Letters of Patent of the United States of America was filed on July 1, 2002, serial number 10/187,494; which together with related experimental data, trade secret, and other know-how is referred to hereinafter as the INVENTION

WHEREAS, Progressive America, Inc., a corporation having its principal place of business at 1701 East Edinger, Suite C-1, Santa Ana, CA 92705 (referred to hereinafter as "ASSIGNEE"), is desirous of acquiring all entire right, title and interest in, to and under said INVENTION, and in, to and under Letters Patent or similar legal protection to be or having been obtained therefor in the United States of America, its territorial possessions and in any and all countries foreign thereto;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNOR hereby sells, assigns, transfers and sets over unto the ASSIGNEE, its successors and assigns the entire title, right and interest in and to the INVENTION, and to all Letters Patent or similar legal protection arising therefrom, not only in the United States and its territorial possessions, but in all countries foreign thereto to be obtained for said INVENTION by said application or any continuation, continuation-in-part, divisional, renewal, substitute, reissue or reexamination thereof or any legal equivalent thereof in a foreign country for the full term or terms for which the same may be granted, including all priority rights under any International Convention.

ASSIGNOR further covenants that no assignment, sale, agreement or encumbrance has been or will be made or entered into which would conflict with this Assignment;

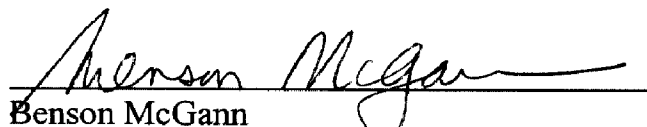
ASSIGNOR further covenants that ASSIGNEE will, upon its request, be provided promptly with all pertinent facts and documents relating to said INVENTION, including the patent application listed above, and any Letters Patent and legal equivalents in foreign countries issuing therefrom as may be known and accessible to ASSIGNOR, and will testify as to the same in any interference or litigation related thereto and will promptly execute and deliver to ASSIGNEE or its legal representatives any and all papers, instruments or affidavits required to apply for, obtain, maintain, issue and enforce said invention and said Letters Patent and said equivalents thereof in any foreign country which may be necessary or desirable to carry out the purposes thereof.

Expected Performance. Each party herein agrees to perform all acts and execute and deliver all documents as may be necessary or appropriate to carry out the intent and purposes of This Agreement.

Entire Agreement. This Agreement embodies the entire understanding of The Parties and supersedes and replaces any and all pre-existing agreements or understandings between Licensee and Licensor. No amendment or modification of this Agreement shall be valid or binding upon

Licensee or Licensor unless made in writing and signed on behalf of each of The Parties by their respective duly authorized representative.

WITNESS my hand at San Juan Capistrano CA, this 23 day of Dec 2002,
City State Month


Benson McGann
Inventor

STATE OF CALIFORNIA)
COUNTY OF Orange) ss.

On December 23, 2002 before me, personally appeared **Benson McGann**

personally known to me or

proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/~~are~~ subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity(ies), and that by his/~~her/their~~ signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal,



Stacey Haines
Signature of Notary

CAPACITY CLAIMED BY SIGNER

DESCRIPTION OF ATTACHED DOCUMENT

- Individual
- Corporate Officer
- Partner(s) Limited General
- Attorney-in-fact
- Trustee(s)
- Guardian/Conservator for _____
- Other

Assignment
Title or Type of Document

Date of Document

SIGNER IS REPRESENTING

self