

**RightSmile, Inc.**  
**Company Information and Disclosure Statement**  
**For the period ending June 30, 2012**

**Item I. The exact name of the issuer and its predecessor (if any).**

From August 2009 to Present	RightSmile, Inc.
From June 2007 to August 2009	Potential Holdings, Inc.
From June 2007 to July 2007	Axiom Management, Inc.
From May 2003 to June 2007	Green Power Energy Holdings, Corp
From Incorporation to May 2003	Dr. Owl Online, Inc.

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**Item II. The exact title and class of securities outstanding.**

*Common Stock:*

	<u>For the period ending</u>	
	June 30, 2012	December 31, 2011
Shares Authorized:	3,600,000,000	2,500,000,000
Shares Outstanding:	3,594,206,740	2,411,657,296
Float	3,567,385,780	2,324,836,336
Number of Shareholders of Record	83	79

*Preferred Stock:*

	<u>For the period ending</u>	
	June 30, 2012	December 31, 2011
Shares Authorized:	5,000,000	5,000,000
Shares Outstanding:	4,365,000	865,000
Number of Shareholders of Record	2	3

**Item III: Financial information for issuer's most recent fiscal period.**

RIGHTSMILE, INC. AND SUBSIDIARIES  
QUARTERLY REPORT ENDED JUNE 30, 2012

**CERTAIN CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING INFORMATION**

Certain statements in this annual report contain or may contain forward-looking statements that are subject to known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements were based on various factors and were derived utilizing numerous assumptions and other factors that could cause our actual results to differ materially from those in the forward-looking statements. These factors include, but are not limited to, our ability to implement our current business model and/or consummate an acquisition of an operating entity, our ability to generate revenues and pay our operating expenses, our ability to raise capital as necessary, economic, political and market conditions and fluctuations, government and industry regulation, interest rate risk, U.S. and global competition, and other factors. Most of these factors are difficult to predict accurately and are generally beyond our control. You should consider the areas of risk described in connection with any forward-looking statements that may be made herein. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. Readers should carefully review this report in its entirety, including but not limited to our financial statements and the notes thereto. Except for our ongoing obligations to disclose material information under the Federal securities laws, we undertake no obligation to release publicly any revisions to any forward-looking statements, to report events or to report the occurrence of unanticipated events.

**RightSmile, Inc.**  
**Consolidated Balance Sheet**  
**As of June 30, 2012 & December 31, 2011**  
**(Unaudited)**

	<b>As of June 30, 2012</b>	<b>As of December 31, 2011</b>
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 15,594	\$ 7,364
Accounts receivable	16,573	70,832
Inventory	-	11,131
Other current assets	30	-
Total current assets	32,197	89,327
Non-current assets:		
Fixed assets - net	419,159	416,487
Intangible assets	636,143	35,275
Investment in subsidiaries	60,000	60,000
Total Assets	\$ 1,147,499	\$ 601,089
<b>Liabilities and Stockholder's Equity</b>		
Current liabilities		
Accounts payable	\$ -	\$ 32,307
Notes payable	231,900	241,479
Accrued interest	2,425	126,083
Due to officer	12,471	12,480
Total current liabilities	246,796	412,349
Total liabilities	246,796	412,349
Stockholders' Equity (Deficit)		
Preferred stock \$0.001 par value, 5,000,000 shares authorized 4,365,000 and 865,000 shares issued and outstanding, respectively	4,365	865
Common stock \$0.0001 par value, 3,600,000,000 shares authorized, 3,594,206,740 issued and outstanding at June 30, 2012; 2,500,000,000 shares authorized and 2,411,657,296 shares issued and outstanding at Dec 31, 2011	359,421	241,166
Additional paid-in capital	2,924,531	2,079,469
Stock to be Issued	75,000	-
Treasury Stock	(100,000)	(100,000)
Retained Earnings	(2,362,614)	(2,032,760)
Total stockholders' equity	900,703	188,740
Total Liabilities and Stockholders' Equity	\$ 1,147,499	\$ 601,089

**RightSmile, Inc.**  
**Condensed Consolidated Statements of Operations**  
**For the Six Months Ending June 30, 2012 and June 30, 2011**  
**(Unaudited)**

	<u>June 30,</u> <u>2012</u>	<u>June 30,</u> <u>2011</u>
Sales	\$ 100,615	\$ 3,484
Cost of Sales		
Freight & Delivery	5,194	1,220
Materials & Supplies	18,664	-
Other Costs	19,633	-
Total Cost of Goods Sold	<u>43,491</u>	<u>1,220</u>
Gross Profit	<u>57,124</u>	<u>2,264</u>
Expenses		
General & Administrative	105,438	26,402
Sales & Marketing	3,296	-
Depreciation	46,516	7,160
Total Expenses	<u>155,250</u>	<u>33,562</u>
Net operating income (loss)	(98,125)	(31,298)
Non-operating expenses		
Other income/ (expense)	8,310	-
Interest Expense	(72,062)	23,462
Gain/Loss on Debt Settlement	(277,354)	-
Total Other expense	<u>(341,106)</u>	<u>23,462</u>
Taxes	-	-
Net Income (loss)	<u>\$ (439,232)</u>	<u>\$ (7,836)</u>
(Loss) per share	\$ (0.00)	\$ (0.00)
Weighted average common shares outstanding	2,756,074,713	904,465,685

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

**RightSmile, Inc.**  
**Condensed Consolidated Statements of Cash Flow**  
**For the Six Months Ending June 30, 2012**  
**(Unaudited)**

	<b>June 30,</b>	<b>December 31,</b>
	<b>2012</b>	<b>2011</b>
Cash flows from operating activities		
Net Income (loss) from operations	(439,232)	(160,921)
Adjustments to reconcile net loss to net cash used by operating activities:		
Depreciation and amortization	46,516	105,134
Common stock issued for interest costs	(72,062)	-
(Increase) decrease in accounts receivable	54,259	(16,789)
(Increase) decrease in inventory	11,131	1,792
(Increase) decrease in other current assets	(30)	-
Increase (decrease) in accounts payable	(32,307)	11,414
Increase in accrued interest	(123,658)	48,552
Net cash flow from Operations	(555,383)	(10,818)
Cash flows from financing activities:		
Proceeds from notes payable	(9,579)	12,000
Officer loans	(9)	6,000
Common Stock	118,255	-
Stock to be issued	75,000	-
Equity issued for Intangible Assets	600,868	-
Net cash from financing activities	784,535	18,000
Cash flows from investing activities:		
Fixed assets	(49,188)	-
Intangible Asset	(600,868)	-
Investment in subsidiaries	-	-
Net cash used in investing activities	(650,056)	-
Net Increase (decrease) in cash	(420,904)	7,182
Cash at beginning of period	7,364	182
Cash at end of period	15,594	7,364

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

**RightSmile, Inc.**  
**Notes to Financial Statements**  
**For the period ended June 30, 2012 and December 31, 2011**

**Note 1 – History and Business Description**

**Summary**

RightSmile, Inc., a Nevada corporation, completed a reverse merger with BG Medical Technologies, Inc, on January 18, 2012. The Company is in the process of formally changing the name and ticker symbol with FINRA. BG Medical Technologies, Inc., a Nevada corporation, (“BGMT”, “BG Medical” or the “Company”) develops technology and research software for the health industry with a focus on patient solutions for natural and herbal treatments, including medical cannabis. Company products collect data through a network of proprietary software, utilized by patients, retail operators, and medical professionals. The Company's current flagship product, BudGenius.com, is a social web platform designed to assist cannabis patients in selecting regionally available medicine that is paired to their needs. The Company operates an analytical chemistry laboratory designed for natural medicine study, which is utilized to determine potency and safety guidance for patients and medicine manufacturers. Data collected from the laboratory is combined with patient feedback to produce information that benefits retail operators, and informs patients on best available treatment options. For these achievements, BudGenius.com is recognized as the most comprehensive online database for scientifically tested cannabis worldwide.

BG Medical operates its laboratory, media studio, and executive center located in Los Angeles, California. BG Medical's technology development centers are located in Los Angeles, CA, Ukraine, and Philippines. BG Medical is publicly traded on the OTC Market under ticker symbol “RIGH”.

**Operations**

In 2010, BG Medical entered the alternative healthcare market by establishing the BudGenius brand, becoming the nation’s most popular medical cannabis testing laboratory. BudGenius’ laboratory utilizes gas chromatography machines to conduct its testing procedures. This is similar to methods employed by pharmaceutical laboratories and biotech research firms. BudGenius results are displayed online upon BudGenius.com and within deployable website tools provided to clients. Results are also shown within cannabis dispensaries throughout California. BudGenius utilizes custom software to pair specific plant genetics to patient ailments such as pain relief, anxiety, and nausea. BudGenius plans to expand its services to also address critical ailments such as cancer, Parkinson’s Disease, Alzheimer’s, and more.

BudGenius’ custom analysis software is the primary differentiator between itself and competitive testing laboratories. BudGenius combines analytical chemistry research with social web software that receives patient feedback (crowd sourcing) to determine the net medical effects of chemicals present within plant medicines. The BudGenius software

engine reaches its conclusions by evaluating pre-programmed *quantitative* scientific trial data from (i) published studies in scientific journals and articles listing (ii) exact quantities consumed and (iii) researcher-observed effects; and then combining these calculations with *qualitative data* from (iv) crowd sourced patient feedback from website-submitted reviews, listing (v) relative quantity consumed and (vi) self-observed effects. The software engine “intelligence” is increased as additional data is added in real-time.

A variety of natural medicine treatment programs continue to gain popularity globally. Additionally, one third of the USA population resides in a region with favorable medical cannabis laws. However, in recognition of cannabis legal ambiguities, BG Medical’s product strategy is strictly on data collection, data analysis, and data display. BG Medical does not sell, grow, harvest, cultivate, nor distribute medical cannabis.

BG Medical Technologies is focused on building medical treatment infrastructures that combine interactive desktop and mobile applications, to provide an affordable alternative to rising healthcare cost concerns.

## **Note 2 – Reverse Merger**

RightSmile, Inc., a Nevada corporation (“RightSmile”), completed a reverse merger with BG Medical Technologies, Inc, on January 18, 2012 (the “Reverse”). Prior to the Reverse, RightSmile was engaged in the business of providing cosmetic teeth whitening products. RightSmile acquired 100% of the outstanding equity of BG Medical from its shareholders in exchange for an aggregate of 4,000,000 shares of Series A Preferred Stock and 200,000,000 shares of common stock of RightSmile issued to the holders of BG Medical common stock pro-rata to their ownership in BG Medical.

There are 4 wholly-owned subsidiaries of RightSmile which are registered in the state of Florida. These subsidiaries were renamed concurrent with the Reverse, as follows:

- RightSmile USA, Inc. was renamed to BG Medical Global, Inc.
- RightSmile Technologies, Inc. was renamed to BG Medical Systems, Inc.
- RightSmile R & D, Inc. was renamed to BG Medical Integrations, Inc.
- RightSmile Universal, LLC was renamed to BG Medical Group, LLC

None of the subsidiaries have any material operations at this time.

Upon closing of the Reverse, Randy Schneider, the Principal Executive Officer of RightSmile, resigned from all operating and directorship positions with the Company, while Aaron Stanz, the CEO of BG Medical Technologies, Inc., was elected as the new CEO and Director of RightSmile.

## **Note 3 – Use of Estimates**

The preparation of the financial statements in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) requires management

to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Note 4 – Fixed Assets**

Fixed Assets consist of the following:

	<u>2012</u>	<u>2011</u>
Computer Equipment	\$428,072	\$428,072
Furniture & Fixtures	85,761	36,575
Vehicles	5,000	5,000
Less: Accumulated Depreciation	<u>(99,674)</u>	<u>(53,158)</u>
Net Fixed Assets	<u>\$419,159</u>	<u>\$416,489</u>

Fixed assets are comprised of computer hardware and software, laboratory and related equipment for use in research and development. For depreciation purposes the useful life for all fixed assets is estimated to be 5 years. For the period ending June 30, 2012 the depreciation expense was \$46,516.

**Note 5 – Intangible Assets**

Intangible Assets are comprised of costs and expenses associated with the development of certain intellectual property related to the creation and operation of BudGenius.com. These assets were purchased at the time of the Reverse through the issuance of 4,000,000 shares of Series A Preferred Stock.

**Note 6 – Notes Payable**

On October 18, 2011 the Company entered into a \$200,000 unsecured, convertible loan which accrued interest at a rate of 18% per annum with Baron Capital Enterprise, Inc., (“BCAP”). On May 29, 2012, the Company and BCAP agreed to renegotiate the unsecured, convertible note whereby BCAP waived all accrued and unpaid interest in exchange for the right to receive 20% of the proceeds of a BCAP organized equity raise that the Company may complete, up to a maximum received value for BCAP of \$200,000.

As of June 30, 2012 BG Medical has issued six unsecured, convertible notes to BCAP in the aggregate amount of \$31,900. The Baron Notes bear interest at the rate of 18% per annum and are due a various dates as noted below. The conversion terms were amended on May 29, 2012 from a 70% conversion rate to a 25% conversion rate based on a 5 day Volume Weighted Average Price. The BCAP Notes are convertible at the discretion of the holder. The following is a summary of the notes with BCAP:

<u>Issue Date</u>	<u>Amount</u>	<u>Due Date</u>
February 2, 2012	\$7,500	February 2, 2013

February 6, 2012	1,400	February 6, 2013
March 6, 2012	12,500	March 6, 2013
April 26, 2012	1,500	April 26, 2013
May 1, 2012	2,000	May 1, 2013
May 21, 2012	7,000	May 21, 2013
<b>Total</b>	<b>\$31,900</b>	

For the period ended June 30, 2012 the Company incurred an interest expense of \$2,425 on the above notes.

During the period ended June 30, 2012 the Company converted a total of \$75,703 of obligations incurred by RightSmile into common stock. The Company issued 1,182,549,444 shares of restricted common stock in full and complete satisfaction of \$75,703 in principal and \$9,420 in accrued and unpaid interest.

On May 29, 2012 the Company and BCAP agreed to settle obligations entered into by previous RIGH management, related to all remaining outstanding notes payable. The Company agreed to convert certain remaining outstanding notes in the original principal amount of \$160,520 and \$61,702 accrued and outstanding interest into 750,000,000 restricted common shares of the Company, to be issued upon request from BCAP. As of June 30, 2012 the shares had been requested but not yet issued. This negotiated settlement converted existing debt above market price at the time of the conversion.

#### **Note 7 – Due to Officer**

Certain amounts have been advanced on an unsecured, interest free basis to the Company from its sole officer. As of June 30, 2012 the amount due totaled \$12,471.

#### **Note 8 – Preferred Stock and Common Stock**

The Company has 5,000,000 shares of Preferred Stock, par value \$0.001, authorized. As of June 30, 2012 the Company had 4,365,000 shares of Preferred Stock issued and outstanding.

The Company has 3,600,000,000 shares of Common Stock, par value \$0.0001, authorized. As of June 30, 2012 the Company had 3,594,206,740 shares of Common Stock issued and outstanding. The Company has approximately 78 shareholders of record as of June 30, 2012.

Subsequent to the period ended June 30, 2012 the Company increased its authorized Common Stock to 4,350,000,000.

#### **Note 9 – Unregistered Issuances of Common Stock**

During the period ended June 30, 2012 the Company issued the following common stock:

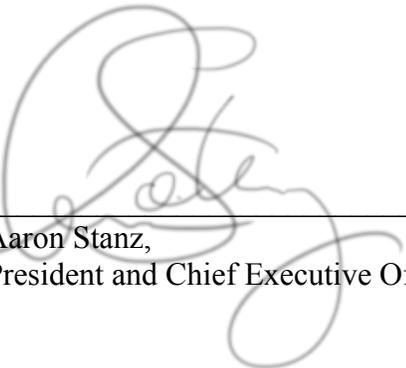
- On January 18, 2012 the Company agreed to issue 200,000,000 to various holders of RightSmile related to the Reverse.
- During the period ended March 31, 2012 the Company issued 882,549,444 shares of common stock to various note holders for the conversion of \$66,703 in principal and \$6,420 in accrued interest.
- During the period ended June 30, 2012 the Company issued 300,000,000 shares of common stock to various note holders for the conversion of \$9,000 in principal and \$3,000 in accrued interest.

I, Aaron Stanz, President and Chief Executive Officer, certify that:

1. I have reviewed this Company Information and Disclosure Statement of RightSmile, Inc. and its subsidiaries;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Dated: September 25, 2012

By:



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Aaron Stanz,  
President and Chief Executive Officer