

**RIGHTSMILE, INC.**  
**Company Information and Disclosure Statement**  
**For the period ending September 30, 2011**

**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:*

(i)	<u>For the period ending September 30</u>	
	2011	2010
Shares Authorized:	2,500,000,000	1,500,000,000
Shares Outstanding:	1,585,657,296	1,048,235,878
Float	1,068,836.336	550,048,872
Number of Shareholders of Record	84	72

*Preferred Stock*

	<u>For the period ending September 30</u>	
	2011	2010
Shares Authorized:	5,000,000	5,000,000
Shares Outstanding:	865,000	370,000
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 SEPTEMBER 30, 2011

**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 Sheets  
September 30, 2011 & 2010  
(Unaudited)

	September 30,	
	<u>2011</u>	<u>2010</u>
<b>ASSETS</b>		
Current assets		
Cash	\$ 6,305	3,532
Accounts receivable	54,981	27,073
Inventory	11,131	13,065
Total current assets	<u>72,417</u>	<u>43,670</u>
Fixed assets	462,826	15,818
Investment in subsidiaries	60,000	
Organization costs	37,925	49,359
<b>TOTAL ASSETS</b>	<u><u>\$ 633,168</u></u>	<u><u>108,847</u></u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities		
Accounts payable	\$ 32,307	14,232
Notes payable	212,271	272,802
Officer loans	12,980	
Accrued officers payroll	-	
Accrued interest	110,624	26,280
Total current liabilities	<u>368,182</u>	<u>313,314</u>
Total liabilities	368,182	313,314
Stockholders' equity (deficit)		
Common stock - \$.0001 par value 2,500,000,000 shares authorized, 1,585,657,296 shares issued and outstanding in 2011; \$.001 par value 1,500,000,000 authorized, 1,422,840,798 issued and outstanding in 2010	158,566	142,284
Preferred Stock - \$001 par value 5,000,000 authorized 865,000 shares issued and outstanding in 2011 and 370,000 in 2010	865	370
Additional paid in capital	2,167,389	1,617,258
Treasury stock	(100,000)	(100,000)
Accumulated deficit	(1,961,834)	(1,864,379)
Total stockholders' equity (deficit)	<u>264,986</u>	<u>(204,467)</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<u><u>\$ 633,168</u></u>	<u><u>108,847</u></u>

The accompanying Notes are an integral part of the Financial Statements

RightSmile, Inc.  
Consolidated Statements of Operations  
For the Three and Nine Months Ended September 30, 2011 & 2010

(unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	<u>2011</u>	<u>2010</u>	<u>2011</u>	<u>2010</u>
Sales	\$ 59,037	38,791	62,521	64,529
Cost of Sales	<u>15,021</u>	<u>13,577</u>	<u>16,241</u>	<u>22,454</u>
Gross Margin	<u>44,015</u>	<u>25,214</u>	<u>46,280</u>	<u>42,075</u>
Expenses:				
Officers' payroll	-	108,203	-	314,687
Interest Expense	9,631	10,897	33,093	67,988
Depreciation & amortization	3,580	3,580	10,740	<u>5,441</u>
Selling, general and administration expense	<u>20,633</u>	<u>91,593</u>	<u>47,035</u>	<u>174,208</u>
Total Expenses	<u>33,843</u>	<u>214,273</u>	<u>90,868</u>	<u>562,325</u>
Net income (loss) from operations	10,172	(189,058)	(44,588)	(520,250)
Net income (loss)	<u>\$ 10,172</u>	<u>(189,058)</u>	<u>(44,588)</u>	<u>(520,250)</u>
(Loss) per share	<u>\$ 0.00</u>	<u>(0.00)</u>	<u>(0.00)</u>	<u>(0.00)</u>
Weighted average shares outstanding	<u>1,585,657,296</u>	<u>63,825,327</u>	<u>633,161,226</u>	<u>248,144,623</u>

The accompanying Notes are an integral part of the Financial Statements

RightSmile, Inc.  
Consolidated Statement of Stockholders' Equity  
For the Nine Months Ended September 30, 2011  
(unaudited)

	Common Stock		Preferred Stock		Additional	Accumulated
	Shares	Par	Shares	Par	Paid in Capital	Deficit
Balance 12-31-2010	113,084,204	\$ 11,308	-	\$ -	1,895,854	\$ (1,917,246)
Issuance of 1,472,573,092 common shares in exchange for \$125,366 of liabilities	1,472,573,092	147,257			(21,891)	
Issuance of 800,000 preferred shares in exchange for \$150,000 of liabilities			800,000	800	149,200	
Issuance of 65,000 preferred shares for the purchase of Kazore, Inc.				65	144,226	
Net loss nine months ended 9-30-2011						(44,587.79)
Outstanding shares as of September 30, 2011	1,585,657,296	158,566	800,000	865	2,167,389	(1,961,834)

The accompanying Notes are an integral part of the Financial Statements

RightSmile, Inc.  
Consolidated Statements of Cash Flow  
For the Nine Months Ended September 30, 2011 & 2010  
(unaudited)

	<u>2011</u>	<u>September 30,</u> <u>2010</u>
Cash at beginning of Year	\$ 182	4,488
Operations:		
Net Income (loss) from operations	(44,588)	(520,250)
Depreciation and amortization	10,740	5,441
(Increase) decrease in accounts receivable	(21,243)	(27,073)
(Increase) decrease in Inventory	1,792	4,385
Increase (decrease) in accounts payable	11,414	14,232
Increase (decrease) in accrued officers' payroll	-	314,687
Increase in accrued interest	33,093	67,988
Other	(3,585)	(8,613)
Net cash flow from operations	<u>(12,377)</u>	<u>(149,203)</u>
Financing activities:		
Proceeds from notes payable	12,000	148,247
Officers loans	6,500	
Net cash flow from financing activities	<u>18,500</u>	<u>148,247</u>
Net Increase (decrease) in cash	6,123	(956)
Cash at September 30,	<u>\$ 6,305</u>	<u>3,532</u>

The accompanying Notes are an integral part of the Financial Statements

**RightSmile, Inc.**  
**Notes to Financial Statements**  
**For the Nine Months Ended September 30, 2011 & 2010**

**FIXED ASSETS**

Fixed assets consists of the following:	<u>2011</u>	<u>2010</u>
Furniture and office equipment	\$ 36,575	2,411
Computer equipment	428,072	7,264
Vehicles	5,000	5,000
Warehouse equipment	0	3,934
Total fixed assets	469,647	18,609
Less: accumulated depreciation	6,821	2,791
Net fixed assets	\$ <u>462,826</u>	<u>15,818</u>

Depreciation has been amortized over 5 years with ½ year in the year of acquisition. In November 2010, warehouse equipment with a cost of \$3,934 was exchanged for forgiveness of a \$7,000 accounts payable.

**NOTES PAYABLE**

In the Third quarter of 2011, no Notes payable or accrued interest were exchanged for stock.

A summary of the notes is as follows:

<u>Year of Origin</u>	<u>2011</u>	<u>2010</u>
2009		124,555
2010		148,247
2011	212,271	
Total	212,271	272,802
Accrued Interest	110,624	26,280

**RightSmile, Inc.**  
**Notes to Financial Statements**  
**For the Nine Months Ended September 30, 2011 & 2010**

The condensed financial statements presented are those of RIGHTSMILE, INC., and Subsidiaries (the “Company”). The accompanying unaudited condensed financial statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted in accordance with such rules and regulations. The information furnished in the interim condensed financial statements includes normal recurring adjustments and reflects all adjustments, which, in the opinion of management, are necessary for a fair presentation of such financial statements. Although management believes the disclosures and information presented are adequate to make the information not misleading, it is suggested that these interim condensed financial statements be read in conjunction with the Company’s most recent audited financial statements.

**NOTE 2            COMMITMENTS AND CONTINGENCIES**

Litigation

In March of 2011 Randy Schneider, our President, attempted to move the Company’s head quarters from Fort Lauderdale to Boca Raton, FL. At which time he was refused access to the building and the Company’s assets by the owners of Global Branding who were Joseph Elkind and Peter Langone. In April, a Complaint was filed against the both seeking recovery of the assets that belong to RightSmile, Inc. A hearing was scheduled for April 29, 2011. Prior to the hearing, a meeting was held at which time a settlement agreement has been entered into which called for the assets to be returned to the Company, monetary payment for legal bills, and the rescission of the agreement entered into on February 14, 2011. The Settlement Agreement was breached and several contempt hearings were held prior to a final Settlement Agreement being entered into on June 23, 2011 and read into the court record and approved by the court. The defendants, Elkind and Langone refused to abide by the Settlement Agreement causing a 3<sup>rd</sup> contempt hearing to be requested on September 29, 2011 and a hearing was scheduled for October 20, 2011. On October 19, 2011 our counsel received a fully executed copy of the Settlement Agreement and monetary payments the following day, counsel went to the hearing on October 20, 2011 to have the Settlement Agreement signed off by the court thereby placing an end to this matter.

**NOTE 3            RELATED PARTY TRANSACTIONS**

FundTech Solutions, LLC a Texas Limited Liability Company managed by Matthew Dwyer, brother of Joseph Dwyer, one of our Officers and Directors has made loans to the Company dating back to May of 2009. Over the past several years these loans have been converted into equity of the Company at various discounts to the market. On March 22, 2011 FundTech agreed to convert \$150,000 of debt into 800,000 shares of Preferred stock.

**NOTE 4    COMMON STOCK AND EQUITY INSTRUMENTS**

In the First quarter of 2011 the Company issued 865,906,425 shares of its Common stock in exchange for notes payable and accrued interest of \$93,166.

On February 2, 2001 the Company issued 65,000 shares of Preferred stock which were issued in connection with the purchase of Kazore, Inc, and its subsidiaries.



**RightSmile, Inc.**  
**Notes to Financial Statements**  
**For the Nine Months Ended September 30, 2011 & 2010**

**NOTE 4        COMMON STOCK AND EQUITY INSTRUMENTS (continued)**

On March 22, 2011 the Company issued 800,000 shares of its Preferred stock in exchange for \$150,000 of notes payable.

During the second quarter the company issued 606,666,667 shares of its Common stock in exchange for \$32,000 of Notes Payable.

**NOTE 5        SIGNIFICANT EVENTS**

On February 2, 2011 the Company Amended its Articles of Incorporation to increase it Authorized Common stock from 250,000,000 par value \$.0001 to 2,500,000,000 par value \$.0001.

In February the Company reorganized itself and moved all the operations of RightSmile into one subsidiary named RS Brands, LLC.

On February 8<sup>th</sup> the Company acquired 100% of Kazore Holdings, Inc., and its subsidiaries in exchange for 65,000 of Preferred stock.

On February 14<sup>th</sup> the Company entered into an acquisition agreement with Global Branding, LLC, the transaction, although completed, the 750,000 shares of Preferred where never issued and a change of control never resulted. Legal proceeding began to unwind the transaction a month later.

On February 14<sup>th</sup> simultaneously with the Global Brand closing, all the current Board members and Officers of RightSmile resigned and Randy Schneider was named President and a Director and Manuel Losada was named a Director. Joseph Dwyer and Kaya Salwin where named Officers and Directors of RS Brands and where given an option to acquire majority control of RS Brands should certain events take place.

In February the Company received a letter of resignation from Kaya Salwin from all her duties pertaining to RS Brands, LLC.

On March 4, 2011 the Company received a resignation letter from Joseph Dwyer. Within this letter Mr. Dwyer detailed his personal rights to a new teeth whitening light the Company was developing. Although the Company has a different view on this matter and believes Mr. Dwyer and Ms. Salwin may have acted improperly during the initial development of the product, the Company sees no benefit to seek any action at this time.

On March 22, 2011 the Company entered in to an agreement with one of its creditors to exchange \$150,000 of outstanding debt for 800,000 shares of the Company's Series A Preferred stock. The Company entered into this transaction because the debt holder sent notice to the Company seeking demand payment for all outstanding loans which total nearly \$500,000.

In March, the Company Commenced legal action against Global Branding, LLC Joseph Elkind and Peter Langone for seizing assets of the Company and refusing the Company's President entry into the office.

**RightSmile, Inc.**  
**Notes to Financial Statements**  
**For the Nine Months Ended September 30, 2011 & 2010**

**NOTE 5        SIGNIFICANT EVENTS (continued)**

On April 11, 2011 Manuel Losada, one of the Company's Directors, resigned because of business conflicts and he would not be able to devote enough time to the Company. The Company still has one Director, Randy Schneider, and will seek to add others.

In June 2011 the Company created several subsidiaries under the name DevTek to house its operations that were being currently operated under "Kazore" or "FSM."

On September 30, 2011 the Company entered into a transaction with the holder of 800,000 shares of its Preferred stock to purchase them back.

**Note 6 SUBSEQUENT EVENTS**

On October 20, 2011 the Company settled its lawsuit with Global Branding, LLC resulting in the rescission of the Global Branding, LLC transaction and a partial rescission of the Kazore Holdings, Inc transaction. The Company shall keep all the assets and clients of Kazore as well as the liabilities from loans made to the Company from Fundtech Solutions, LLC and Sunshine Financial, Inc., as defined in the February 14, 2011 transaction. The Company shall forfeit ownership of Kazore Holdings, Inc., and all of its subsidiaries.

In October, the Company paid PinkSheets to reinstate the Company so it could move forward with its planned operations.

In October, the Company brought its transfer agent current and paid the fee to reinstate the corporation in the State of Nevada.

**FINANCIAL STATEMENTS**

These financial statements have not been audited but have prepared in accordance with generally accepted accounting principles. RightSmile, Inc. has no reason to believe that the financial statements cannot be audited in accordance with generally accepted accounting principles.

**ITEM 4. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION**

RightSmile, Inc., in February was reorganized shifting all of its teeth whitening products and divisions under one roof RS Brands, LLC. This was done to allow for the acquisition of Kazore Holdings, Inc and its subsidiaries. Kazore holdings, Inc., has several subsidiaries and a dba Full Spectrum Media ("FSM") FSM has managed to evolve with technology while grasping opportunity in the marketing industry since inception in 2004. These services include a state of the art hosting platform for client and "non clients" wanting to host their websites on the FSM technology platform. This gives FSM an opportunity to introduce new services and solutions to their clients while enhancing their customer retention rate. The result has made the FSM experience better for their clients with the ability to create custom work management portals that monitor the progress of their projects and campaigns from either mobile web enabled phones or computers.

Future initiatives for the Full Spectrum Media team include the development of proprietary solutions that will bring marketing campaigns to the masses. Full Spectrum Media's services include conceptual design,

custom programming, SEO, campaign management, printing, iPhone application development, email marketing, SMS text marketing and many other marketing strategies both on and off line.

The Company has been in full operation since the acquisition on February 8, since part of the settlement of the lawsuit called for RightSmile to rescind the transaction with Kazore all the work that was done during this time frame will not show up within the financials of the Company, but the Company has retained all the assets and clients which are reflected. DevTek ([www.devtek4.com](http://www.devtek4.com)) has been fully operational and has continued to service its existing clients and new clients since its formation.

#### Off- Balance Sheet Arrangements.

Issuer's off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the financial condition. None.

### **Item 5 Legal Proceedings**

In March of 2011 Randy Schneider, our President, attempted to move the Company's head quarters from Fort Lauderdale to Boca Raton, FL at which time he was refused access to the building and the Company's assets by the owners of Global Branding, Joseph Elkind and Peter Langone. In April, a Complaint was filed against the both seeking recovery of the assets that belong to RightSmile, Inc. A hearing was scheduled for April 29, 2011. Prior to the hearing a meeting was held at which time a settlement agreement has been entered into which called for the assets to be returned to the Company, monetary payment for legal bills, and the rescission of the agreement entered into on February 14, 2011. The Settlement Agreement was breached and several contempt hearings were held prior to a final Settlement Agreement being entered into on June 23, 2011 and read into the court record approved by the court. The defendant Elkind and Langone refused to abide by the Settlement Agreement causing a 3<sup>rd</sup> contempt hearing to be requested on September 29, 2011 and a hearing was scheduled for October 20, 2011. On October 19, 2011 our counsel received a fully executed copy of the Settlement Agreement and monetary payments. The following day, counsel went to the hearing on October 20, 2011 to have the Settlement Agreement signed off by the court thereby placing an end to this matter.

### **Item 6 Defaults upon senior securities**

NA

### **Item 7 Other Information**

NA

### **Item 8 Exhibits**

NA

### **Item 9 Certifications**

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I, Randy Schneider, certify that:

1. I have reviewed this Initial 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: 11-21-11

By: 

Randy Schneider, President  
CEO, CFO