

TO: JODY L. BURTNER, SENIOR PARALEGAL COMPANY: P.O. BOX 488

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
Stylesheet Version v1.1

**06/11/2008  
900108744**

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Intellectual Property		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
ALOEBIOTICS RESEARCH LABS, INC.		05/21/2008	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Mellon Bank N.A. and Elizabeth St Clair Hurtt, Trustees, Under Deed of Trust of William C. Hurtt Dated February 6, 1998 for the benefit of Eleanor St Clair Hurtt - Fund A - 2 - GST Non-Exempt Trust		
<b>Street Address:</b>	One Mellon Center		
<b>Internal Address:</b>	Room 3711		
<b>City:</b>	Pittsburgh		
<b>State/Country:</b>	PENNSYLVANIA		
<b>Postal Code:</b>	15258-0001		
<b>Entity Type:</b>	TRUST:		
<b>PROPERTY NUMBERS Total: 12</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2850847	ALOEERIDE	
Registration Number:	2960623	ALOEERIDE	
Serial Number:	78715616	ALOEBIOTICS	
Serial Number:	78968579	THINK DEEPER.	
Serial Number:	77173920	SUSTAINABLE YOUTH	
Serial Number:	77318147	ALASTA	
Serial Number:	77318109	ALOEMEDICA	
Registration Number:	2853844	IMMU-RISE	
Serial Number:	77417832	ELASTIFIRM	
Serial Number:	77174911	GREENCEUTICALS	
Registration Number:	3194822	SWEET DEFEAT	

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Registration Number:	3177578	GIGGLE WATER
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**CORRESPONDENCE DATA**

Fax Number: (412)288-3063

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 412-288-3233

Email: ptolpinbox@reedsmith.com

Correspondent Name: Jody L. Burtner, Senior Paralegal

Address Line 1: P.O. Box 488

Address Line 2: Reed Smith LLP

Address Line 4: Pittsburgh, PENNSYLVANIA 15230-0488

ATTORNEY DOCKET NUMBER:	262060.20002.1354ALOE
NAME OF SUBMITTER:	Jody L. Burtner
Signature:	/Jody L. Burtner/
Date:	06/11/2008

Total Attachments: 2  
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TO: JODY L. BURTNER, SENIOR PARALEGAL COMPANY: P.O. BOX 488

**NOTICE OF GRANT OF SECURITY INTEREST  
IN INTELLECTUAL PROPERTY**

Please be advised that pursuant to that certain Intellectual Property Security Agreement dated as of May 21, 2008 (hereinafter referred to as the "Security Agreement"), executed by and between ALOEBIOTICS RESEARCH LABS, INC., a Delaware corporation, with an address of 303 Fifth Avenue, New York, New York 10016 (hereinafter referred to as the "Grantor", as such term is defined in the Security Agreement), in favor of MELLON BANK N.A. AND ELIZABETH ST CLAIR HURTT, TRUSTEES, UNDER DEED OF TRUST OF WILLIAM C. HURTT DATED FEBRUARY 6, 1998 FOR THE BENEFIT OF ELEANOR ST CLAIR HURTT - FUND A - 2 - GST NON-EXEMPT TRUST, with an address of One Mellon Center, Room 3711, Pittsburgh, Pennsylvania 15258-0001 (hereinafter referred to as the "Secured Party", as such term defined in the Security Agreement), the Secured Party has made available to the Grantor a secured term loan in the maximum principal amount of up to \$500,000.00 (hereinafter referred to as the "Loan Facility", as such term is defined in the Security Agreement), which Loan Facility is evidenced by that certain Secured Convertible Promissory Note dated May 21, 2008 by the Grantor, as maker, in favor of the Secured Party, as payee (hereinafter referred to as the "Note", as such term is defined in the Security Agreement).

To secure payment and performance of all of the "Obligations" (as such term is defined in Paragraph 1(c) of the Security Agreement) of the Grantor to the Secured Party, the Grantor mortgaged to and pledged to the Secured Party, and granted to and conveyed to the Secured Party a security interest in all of Grantor's rights, title and interests in and to certain "Collateral" (as such term is defined in Paragraph 1(a) of the Security Agreement), including, but not limited to, the Patent and Trademark properties more particularly described on Schedule "A" attached hereto and made a part hereof, which security interest shall remain in full force and effect until all of the Obligations of the Grantor to the Secured Party are fully paid and satisfied. Notwithstanding the terms, conditions and provisions of this Notice of Grant of Security Interest in Intellectual Property, the Note, the Security Agreement, or any other document, instrument, writing or agreement executed in connection with the Loan Facility, the maximum liability of the Grantor secured by the Collateral hereunder shall in no event exceed an amount equal to the largest amount that would not render the Grantor's obligations hereunder subject to avoidance under Section 548 of the Title 11 of the U.S. Code, as amended, or any equivalent provision of the law of any State.

The Security Interest in the Collateral can be terminated only in accordance with the terms of the Security Agreement.

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**NOTICE OF GRANT OF SECURITY INTEREST IN INTELLECTUAL PROPERTY**

**SCHEDULE "A"**

**ATTACHED TO AND MADE A PART OF THAT CERTAIN  
NOTICE OF GRANT OF SECURITY INTEREST  
IN INTELLECTUAL PROPERTY**

**Trademarks**

**Registered Trademarks**

TRADEMARK	DATE	REG. NO.
ALOERIDE	June 8, 2004	2850647
ALOERIDE	June 7, 2005	2960623
ALOEBIOTICS***	Filed: September 19, 2005	Ser# 78715616
THINK DEEPER.***	Filed: September 6, 2006	Ser# 78964579
SUSTAINABLE YOUTH***	Filed: May 7, 2007	Ser# 77173920
ALASTA***	Filed: October 31, 2007	Ser# 77318147
ALOEMEDICA***	Filed: October 31, 2007	Ser# 77319109
IMMU-RISE **	June 15, 2004	2853844
ELASTIFIRM ***	Filed: March 10, 2008	Ser# 77417832
GREENCEUTICALS ***	Filed: May 7, 2007	Ser# 77174911
SWEET DEFEAT **	January 2, 2007	3194822
GIGGLE WATER **	November 28, 2006	3177578
ALOERIDE	January 2, 2007	3194822

**Common Law Trademarks**

MARK	GOODS
IMMUNE PERFORMANCE	IC 005, US 006 0, 8 (44 046 051 652, G & S: Nutritional and dietary supplements