

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
VitaCube Systems, Inc.		03/05/2010	CORPORATION: COLORADO

RECEIVING PARTY DATA

Name:	Hudson Asset Partners, LLC
Street Address:	14151 Magnolia Cove Road
Internal Address:	c/o Murray M. Rubin, Secretary
City:	Jacksonville
State/Country:	FLORIDA
Postal Code:	32224
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Serial Number:	78690115	> < XELR8 WHAT MOVES YOU
Serial Number:	78981080	> < XELR8 WHAT MOVES YOU
Serial Number:	78196211	VITACUBE
Serial Number:	78100936	ALPHA NAC
Serial Number:	78100942	AO ELITE
Serial Number:	78187480	COMPLEX SPP
Serial Number:	78101002	CP COMPLEX
Serial Number:	78101033	GC ELITE
Serial Number:	78100999	JSH
Serial Number:	78101008	M32+
Serial Number:	76236481	GET CUBED
Serial Number:	78091910	THE POWER OF NUTRITION

CORRESPONDENCE DATA

900156343

**TRADEMARK
 REEL: 004161 FRAME: 0789**

CH \$315.00 78690115

Fax Number: (212)655-3535
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Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	3831-010
NAME OF SUBMITTER:	Cassandra Ching
Signature:	/cac/
Date:	03/05/2010

Total Attachments: 4
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**TRADEMARK COLLATERAL ASSIGNMENT
AND SECURITY AGREEMENT**

This **TRADEMARK COLLATERAL ASSIGNMENT AND SECURITY AGREEMENT** (this "Agreement"), dated as of March 5, 2010, made by **VITACUBE SYSTEMS, INC.**, a Colorado corporation (the "Grantor," and a wholly owned subsidiary of **XELR8 Holdings, Inc.** ("Parent")), in favor of **HUDSON ASSET PARTNERS, LLC**, a Delaware limited liability company, as Collateral Agent ("Agent").

Capitalized terms not otherwise defined herein have the meaning set forth in the Security Agreement, dated as of March 5, 2010, between Grantor, Parent, Agent and certain other parties (the "Security Agreement").

WITNESSETH:

WHEREAS, Grantor holds an interest in certain trademarks and/or trademark applications identified in **Exhibit 1** hereto (the "Trademarks");

WHEREAS, the Grantor, Parent, Agent, and certain other parties, are parties to the Security Agreement, entered into for benefit of the holders (the "Holders") of certain convertible secured five year promissory notes (the "Convertible Notes") issued by Parent, all upon terms described in that certain Confidential Private Placement Memorandum, dated on or about February 1, 2010;

WHEREAS, the Grantor wishes to grant to Agent a security interest in certain of its property and assets to secure the performance of its obligations under the Security Agreement;

WHEREAS, the Grantor and the Agent by this instrument seek to confirm and make a record of the collateral assignment of and grant of a senior security interest in the Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Grantor does hereby acknowledge and confirm that it has made a collateral assignment to the Agent of, and has granted to the Agent a security interest in, for the benefit of the Holders, all of the Grantor's right, title and interest in, to, and under the Trademarks, which security interest shall be subordinate to the security interest in, to, and under the Trademarks granted to the holders of the Convertible Notes. The Grantor also acknowledges and confirms that the rights and remedies of Agent with respect to the collateral assignment of and security interests in the Trademarks acknowledged and confirmed hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference.

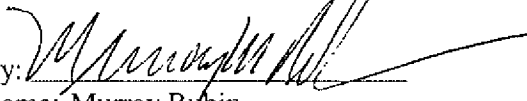
This Agreement may be executed simultaneously in two or more counterparts, including by facsimile, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Trademark Collateral Assignment and Security Agreement by its duly authorized officers as of the date first written above.

VITACUBE SYSTEMS, INC.

By: _____
Name:
Title:

HUDSON ASSET PARTNERS, LLC


By: 
Name: Murray Rubin
Title: Secretary

[SIGNATURE PAGE - TRADEMARK COLLATERAL ASSIGNMENT
AND SECURITY AGREEMENT]

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IN WITNESS WHEREOF, the undersigned have executed this Trademark Collateral Assignment and Security Agreement by its duly authorized officers as of the date first written above.

VITACUBE SYSTEMS, INC.

By: 
Name: Daniel W. Rumsey
Title: Interim CEO

HUDSON ASSET PARTNERS, LLC

By: _____
Name: Murray Rubin
Title: Secretary

[SIGNATURE PAGE - TRADEMARK COLLATERAL ASSIGNMENT
AND SECURITY AGREEMENT]

EXHIBIT 1**TRADEMARKS/TRADEMARK APPLICATIONS**

Trademark	Filing Date	USPTO Serial Number
XELR8 What Moves You	August 10, 2005	78690115
XELR8 What Moves You	August 10, 2005	78981080
Vitacube	December 19, 2002	78196211
Alpha Nac	January 4, 2002	78100936
AO Elite	January 4, 2002	78100942
Complex SPP	November 21, 2002	78187480
CP Complex	August 20, 2002	78101002
GC Elite	January 4, 2002	78101033
JSH	January 4, 2002	78100999
M32+	January 4, 2002	78101008
Get Cubed	March 26, 2001	76236481
The Power of Nutrition	November 6, 2001	78091910