

**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
Zylomed Inc.		12/22/2010	CORPORATION: NEVADA

**RECEIVING PARTY DATA**

Name:	BMO Capital Corporation
Street Address:	105 St-Jacques Street
Internal Address:	3rd Floor
City:	Montreal
State/Country:	CANADA
Postal Code:	H2Y 1L6
Entity Type:	CORPORATION: CANADA

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	3552462	ZYLOMED

**CORRESPONDENCE DATA**

Fax Number: (202)408-3141  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 800-927-9801 x2348  
 Email: jpaterso@cscinfo.com  
 Correspondent Name: Corporation Service Company  
 Address Line 1: 1090 Vermont Avenue NW, Suite 430  
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	623430-4TH
-------------------------	------------

**DOMESTIC REPRESENTATIVE**

Name:  
 Address Line 1:  
 Address Line 2:

**900180466**

**TRADEMARK  
 REEL: 004459 FRAME: 0974**

**CH \$40.00 3552462**

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Jean Paterson

Signature:

/jep/

Date:

01/05/2011

**Total Attachments: 5**

source=12-29-10 Zylomed 4-TM#page1.tif

source=12-29-10 Zylomed 4-TM#page2.tif

source=12-29-10 Zylomed 4-TM#page3.tif

source=12-29-10 Zylomed 4-TM#page4.tif

source=12-29-10 Zylomed 4-TM#page5.tif

GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, ZYLOMED INC., a Nevada corporation (the "Grantor") with principal offices at 26381 South Tamiami Trail, Suite 130, Bonita Springs, Florida 34135, hereby grants to BMO CAPITAL CORPORATION, as Lender, with offices at 105 St-Jacques Street, 3<sup>rd</sup> Floor, Montreal, Quebec H2Y 1L6 (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other grantors from time to time party thereto and the Grantee, dated as of December 22, 2010 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement").

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the  
22 day of December, 2010.

ZYLOMED INC., Grantor

By: Jeffrey M. Goodrich  
Name: Jeffrey M. Goodrich  
Title: Secretary and Treasurer

BMO CAPITAL CORPORATION,  
as Lender and Grantee

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the  
*22* day of December, 2010.

ZYLOMED INC., Grantor

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

BMO CAPITAL CORPORATION,  
as Lender and Grantee

By: \_\_\_\_\_  
Name: Claude Miron  
Title: Managing Director

By: *Ace Martin*  
Name: Ace Martin  
Title: Associate

SCHEDULE A

<u>MARK</u>	<u>REGISTRATION NUMBER/APPLICATION NUMBER</u>	<u>REGISTRATION DATE/APPLICATION DATE</u>
Zylomed and design	3,552,462	12/30/08