

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
Gaia Herbs, Inc.		02/17/2012	CORPORATION:

RECEIVING PARTY DATA

Name:	Fifth Third Bank
Street Address:	201 N. Tryon St., Suite 1800
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28202
Entity Type:	banking corporation: OHIO

PROPERTY NUMBERS Total: 30

Property Type	Number	Word Mark
Registration Number:	4061618	SLEEPTHRU
Registration Number:	3985225	GAIAKIDS
Registration Number:	3977695	SNIFFLE SUPPORT
Registration Number:	3977694	KIDSDEFENSE
Registration Number:	3974729	LIQUID PHYTO-CAPS
Registration Number:	3299868	RESPIRATORY DEFENSE
Registration Number:	3299833	MAITAKE DEFENSE
Registration Number:	3299735	QUICK DEFENSE
Registration Number:	3218928	STRESS RESPONSE
Registration Number:	3102199	BREATHE NATURALLY
Registration Number:	2956129	GLYCEMIC HEALTH
Registration Number:	2956128	LACTATE SUPPORT
Registration Number:	2956127	ADRENAL HEALTH
Registration Number:	3860471	MEET YOUR HERBS

OP \$765.00 4061618

Registration Number:	3930562	GAIA HERBS
Registration Number:	3874609	PLANT INTELLIGENCE
Registration Number:	3838994	GAIA ORGANICS
Registration Number:	3637109	REFLUX RELIEF
Registration Number:	3610608	CHIA FRESH
Registration Number:	3505170	SOUND SLEEP
Registration Number:	3489933	WHOLE BODY DEFENSE
Registration Number:	3554703	EARTH BOTTLE
Registration Number:	3554702	EARTH RENEWABLE TECHNOLOGIES
Registration Number:	3362901	IMMUNO-MAITAKE
Registration Number:	3360221	ZINGIBER-MAX WITH CURCUMA
Registration Number:	3360220	RX-P DEFENSE
Registration Number:	3360219	RX-A DEFENSE
Registration Number:	2508809	
Registration Number:	2410679	GAIA
Registration Number:	2397913	GAIA HERBS

CORRESPONDENCE DATA

Fax Number: (704)444-8807
Phone: 704/343-2161
Email: geikenberry-wray@mcguirewoods.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Correspondent Name: Gina Eikenberry-Wray, NCCP
Address Line 1: 201 N Tryon St
Address Line 2: McGuireWoods LLP
Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	4507290-0193 GAIA HERBS
NAME OF SUBMITTER:	J. Etson Brandenburg
Signature:	/J. Etson Brandenburg/
Date:	02/21/2012

Total Attachments: 4
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**GRANT OF SECURITY INTEREST
IN PATENTS AND TRADEMARKS**

WHEREAS, GAIA HERBS, INC., a Delaware corporation ("*Grantor*") is the owner of the trademarks and service marks listed on Schedule A attached hereto, which marks are registered or have pending registrations in the United States Patent and Trademark Office as set forth on Schedule A attached hereto (all such trademarks, service marks, registrations and applications, collectively, the "*Trademarks*") and is the owner of the patents listed on Schedule A attached hereto, which patents are registered or have pending applications in the United States Patent and Trademark Office as set forth on Schedule A attached hereto (all such patents, registrations and applications, collectively, the "*Patents*"); and

WHEREAS, Grantor has entered into a Security Agreement dated as of February 17, 2012. (as amended, modified, restated or supplemented from time to time, the "*Security Agreement*"). Grantor hereby enters into this Grant of Security Interest in Patents and Trademarks (the "*Grant*") for the benefit of Fifth Third Bank, an Ohio banking corporation (the "*Lender*"), with offices at 201 N. Tryon St., Suite 1800, Charlotte, North Carolina 28202, pursuant to the to terms of the Security Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of the Secured Obligations (as defined in the Security Agreement), Grantor does hereby grant to the Lender a security interest in all of its right, title and interest in and to the Trademarks and the Patents, and the use thereof, together with all proceeds and products thereof and the goodwill of the businesses symbolized by the Trademarks. This Grant has been given in conjunction with the security interest granted to the Lender under the Security Agreement, and the provisions of this grant are without prejudice to and in addition to the provisions of the Security Agreement, which are incorporated herein by this reference.

GAIA HERBS, INC.

By: *J. Etson Brandenburg*
Name: *J. Etson Brandenburg*
Title: *CFO*

SIGNATURE PAGE TO GRANT OF
SECURITY INTEREST IN PATENTS AND TRADEMARKS

TRADEMARK
REEL: 004720 FRAME: 0509

SCHEDULE A

Patents

<u>Title</u>	<u>Patent No.</u>	<u>Country</u>	<u>Issued Date</u>
Process for providing herbal medicants in cellulose derivative capsules	6,238,696	USA	May 29, 2001
Anti-inflammatory substances extracted from Echinacea	7,491,414	USA	February 17, 2009
Process for providing herbal medicants in cellulose derivative capsules	6,482,432	USA	November 19, 2002

Trademarks

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
SLEEPTHRU	4061618	11/22/2011
GAIAKIDS	3985225	6/28/2011
SNIFFLE SUPPORT	3977695	6/14/2011
KIDSDEFENSE	3977694	6/14/2011
LIQUID PHYTO-CAPS	3974729	6/7/2011
PROFESSIONAL SOLUTIONS		
RESPIRATORY DEFENSE	3299868	9/25/2007
MAITAKE DEFENSE	3299833	9/25/2007
QUICK DEFENSE	3299735	9/25/2007
STRESS RESPONSE	3218928	3/13/2007
BREATHE NATURALLY	3102199	6/6/2006
GLYCEMIC HEALTH	2956129	5/24/2005
LACTATE SUPPORT	2956128	5/24/2005
ADRENAL HEALTH	2956127	5/24/2005
NIGHTWELL		
EVERYDAY HERBALS		
MEET YOUR HERBS	3860471	10/12/2010
GAIA HERBS	3930562	3/15/2011
PLANT INTELLIGENCE	3874609	11/9/2010
GAIA ORGANICS	3838994	8/24/2010
REFLUX RELIEF	3637109	7/9/2009
CHIA FRESH	3610608	4/21/2009
SOUND SLEEP	3505170	9/23/2008
WHOLE BODY DEFENSE	3489933	8/19/2008
EARTH BOTTLE	3554703	12/30/2008
EARTH RENEWABLE TECHNOLOGIES	3554702	12/30/2008
IMMUNO-MAITAKE	3362901	1/1/2008
ZINGIBER-MAX WITH CURCUMA	3360221	12/25/2007
RX-P DEFENSE	3360220	12/26/2007
RX-A DEFENSE	3360219	12/25/2007
(Drawing)	2508809	11/20/2001
GAIA (typed drawing)	2410679	12/5/2000
GAIA HERBS (typed drawing)	2397913	10/24/2000