

SCHEDULES

to the

SECURITIES PURCHASE AGREEMENT

by and among

Intellicell Biosciences, Inc.

and

the Purchasers signatory thereto

Dated: September __, 2011

These Schedules are pursuant to that certain Securities Purchase Agreement dated as of September __, 2011 (the "Agreement") by and between the Intellicell Biosciences, Inc. and the Purchasers signatory thereto. Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Agreement. Any cross-reference herein to a Section of the Schedule shall be deemed to incorporate all matters therein set forth. No implication shall be drawn that any information provided herein is necessarily material or otherwise required to be disclosed, or that the inclusion of such information establishes or implies a standard of materiality or any other standard for disclosure under the Agreement. No representations and warranties are made by Intellicell Biosciences, Inc. other than as and to the extent expressly set forth in the Agreement (as modified or qualified hereby), and none of the information set forth herein is intended to be, nor shall it be construed to be, a representation and warranty independent of such representations and warranties. The descriptive headings of the sections and subsections of these Schedules are for convenience only and do not constitute a part of these Schedules.

Schedule 3.1(a)
Subsidiaries

Intellicell Biosciences, Inc., a New York corporation – 100% owned

Schedule 3.1(g)
Capitalization

Issuance of Capital Stock since the Form 10-Q for the quarter ended June 30, 2011

[TO COME]

Schedule 3.1(h)
SEC Reports; Financial Statements

Prior to the consummation of the merger with Intellicell Biosciences, Inc, on June 3, 2011, the Company did not timely file its periodic reports with the Commission during the fiscal year ended December 31, 2010 and the Form 10-Q for the quarterly period ended March 31, 2011.

Schedule 3.1(i)
Material Changes

None

Schedule 3.1(i)
Patents and Trademarks

None.

Schedule 3.1(s)
Certain Fees

We have agreed to provide Garden State Securities, Inc. (the "Placement Agent") the following compensation for sales of Units made to institutional investors who qualify as "accredited investors" as defined under Rule 501(a) under the Securities Act: (i) a cash transaction fee in the amount of either (y) 10% of the gross proceeds of the Offering for investors contacted by the Placement Agent or (z) 2% of the gross proceeds of the Offering for investors referred by the Company ("Company Investors") (ii) either (y) 3% of the gross proceeds as a non-accountable expense allowance for investors contacted by the Placement Agent or (z) 1% of the gross proceeds as a non-accountable expense allowance for Company Investors, (iii) warrants (the "Agent Warrants") with "piggy back" registration rights, equal to 10% of the stock issued in the Offering at an exercise price equal to the investor's warrant exercise price of the Offering and (iv) to indemnify the Placement Agent against certain liabilities, including liabilities under the Securities Act of 1933, as amended

[PLEASE CONFIRM]

Schedule 3.1(ee)
Accountants

Rosen Seymour Shapss Martin & Company LLP
Certified Public Accountants and Profitability Consultants
757 Third Avenue, Sixth Floor
New York, NY 10017-2049

Schedule 3.1(ff)
Seniority

None.

Schedule 4.9
Use of Proceeds

Placement Agent Commission	\$1,300,000.00
Legal	\$200,000.00
Accounting	\$100,000.00
Clinical Studies	\$2,000,000.00
Full Time Sales Reps	\$1,000,000.00
Acquisitions	\$2,500,000.00
Lab Equipment	\$800,000.00
Flagship	\$750,000.00
Sub-total	\$8,650,000.00
Working Capital	<u>\$1,350,000.00</u>
Total	\$10,000,000.00

The amount and timing of the Company's use of proceeds will vary depending on a number of factors, including the amount of cash generated or used by our operations, the success of our product development efforts, competitive and technological developments, and the rate of growth, if any, of our business. The Company's management will have broad discretion in the allocation of the net proceeds of this Offering to the corporate uses stated above.