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J.S. DEPARTMENT OF COMMERCE
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OMB No. 0651-0027 (exp. 5/31/2002)

PATENTS ONLY

10-19-01

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Atrium Biotech USA Inc.

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Aeterna Laboratories Inc.

Internal Address: _____

Street Address:

1405, boul. du Parc-Technologique

City: Québec (Québec) Country: Canada

Zip: G1P 4P5

3. Nature of conveyance:

Assignment

Merger

Security Agreement

Change of Name

Other _____

Execution Date: October 2, 2000

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s)

B. Patent No.(s)

5,075,112

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Randall C. Brown

Internal Address: _____

Street Address: Akin, Gump, Strauss, Hauer & Feld, LLP

P.O. Box 688

City: Dallas State: TX Zip: 75313-0688

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41)\$40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

01-0657

(Attach duplicate copy of this page if paying by deposit account)

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9. Statement and signature:

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Randall C. Brown
Name of Person Signing

[Signature]
Signature

10/19/01
Date

Total number of pages including cover sheet, attachments, and documents: 3

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments
Washington, D.C. 20231

10/23/2001 L'VELLER 00000113 5075112

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PATENT
REEL: 012280 FRAME: 0803

BILL OF SALE

DATE: **OCTOBER 2, 2000 (the "Effective Date")**

BETWEEN: **ATRIUM BIOTECH USA INC.**, a company duly incorporated under the laws of the State of Delaware, having its head office and principal place of business at 9 Commerce Road, Fairfield, NJ, 07004, USA, herein acting and represented by Mr. Luc Dupont, President and Chief Executive Officer, duly authorized as he so declares;

("Atrium USA")

AND: **ÆTERNA LABORATORIES INC.**, a company duly incorporated under the laws of Canada, having its head office and principal place of business at 1405, boul. du Parc-Technologique, Québec (Québec) G1P 4P5 CANADA, herein acting and represented by Mr. Luc Dupont, Executive Vice President, duly authorized as he so declares;

("Æterna")

- A. Whereas Atrium Biotechnologies Inc., BioTherapies Inc. and RxNutriceuticals have executed an Asset Purchase Agreement as of September 18, 2000 (the "Asset Purchase Agreement");
- B. Whereas Atrium Biotechnologies Inc. has authorized Atrium USA as its nominee for the purpose of the Asset Purchase Agreement and of all ancillary agreements;
- C. Whereas Atrium Biotechnologies Inc. has irrevocably assigned, transferred and delivered to Atrium USA all of its rights and obligations under the Asset Purchase Agreement and under all other ancillary or related agreements and documents.

NOW, THEREFORE, the parties hereto agree as follows:

1. TRANSFER AND ASSIGNMENT

For a purchase price of \$500,000 U.S. payable by Æterna to Atrium USA on the Effective Date, Atrium USA hereby irrevocably sells, assigns, transfers, conveys and delivers to Æterna the following assets of Seller:

- U.S. Patent 5,075,112 and any related reissue application, namely U.S. Patent Application No. 08/517,711, as well as any related international application, intellectual property and know-how licenses.

2. ENUREMENT

This Bill of Sale and all the provisions hereof shall be binding upon the parties and enure to the benefit of Atrium USA, Æterna and their successors and assigns.

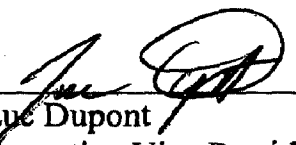
IN WITNESS WHEREOF, the parties have executed this Bill of Sale as of the Effective Date.

ATRIUM BIOTECH USA INC.
"Atrium USA"

ÆTERNA LABORATORIES INC.
"Æterna"



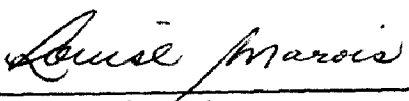
Luc Dupont
President and Chief Executive Officer



Luc Dupont
Executive Vice President



CERTIFIED TRUE COPY

By: 

Louise Marois
Commissioner for Oaths