

03-02-2006

U.S. DEPARTMENT OF COMMERCE
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RE



103188116

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)

SGF Santé Inc.

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

3. Nature of conveyance/Execution Date(s):

Execution Date(s) February 14, 2006

- ☐ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☐ Joint Research Agreement
☐ Government Interest Assignment
☐ Executive Order 9424, Confirmatory License
☒ Other Release

2. Name and address of receiving party(ies)

Name: AETERNA ZENTARIS INC.

Internal Address: _____

Street Address: 1405, du Parc Technologique Blvd.

City: Quebec

State: Quebec

Country: Canada

Zip: G1P 4P5

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

4. Application or patent number(s):

A. Patent Application No.(s)

See the attached list

☐ This document is being filed together with a new application.

B. Patent No.(s)

See the attached list

Additional numbers attached? ☒ Yes ☐ No

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

Name: Annie Gauthier

Internal Address: Ogilvy Renault

Suite 1100

Street Address: 1981 McGill College Avenue

City: Montreal

State: Quebec Zip: H3A 3C1

Phone Number: (514) 847-4955

Fax Number: (514) 286-5474

Email Address: agauthier@ogilvyrenault.com

6. Total number of applications and patents involved: 13

7. Total fee (37 CFR 1.21(h) & 3.41) \$ 520.00

- ☐ Authorized to be charged by credit card
☐ Authorized to be charged to deposit account
☒ Enclosed
☐ None required (government interest not affecting title)

8. Payment Information

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 00000134 00384555

01 FC:0021

Authorized User Name _____

520.00 0P

9. Signature:

Signature

Annie Gauthier

Name of Person Signing

February 23, 2006

Date

Total number of pages including cover sheet, attachments, and documents: 8

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O.Box 1450, Alexandria, V.A. 22313-1450

PATENT
REEL: 017606 FRAME: 0606

SCHEDULE "A"**LIST OF US PATENTS / PATENT APPLICATION**

Title	Filing Date/ Filing Number	Issue Date	Application / Patent Number
Extracts of shark cartilage having an anti-angiogenic activity and an effect on tumor regression; process of making thereof	February 3, 1995/ US 08/384,555	April 8, 1997	5618925
Extracts of shark cartilage having an anti-angiogenic activity and an effect on tumor regression; process of making thereof	October 8, 1996/ US 08/727,300	November 16, 1999	5985839
Extracts of shark cartilage having anti-collagenolytic, anti-inflammatory, anti-angiogenic and anti-tumoral activities; process of making, methods of using and compositions thereof	October 30, 1995/ US 08/550,003	February 15, 2000	6025334
Methods of using extracts of shark cartilage	August 8, 1996/ US 08/693,535	February 22, 2000	6028118
Toxicity reduced composition containing an anti-neoplastic agent and a shark cartilage extract	September 9, 1999/ US 09/393,037	May 7, 2002	6383522
Anti-tumor therapies comprising a combination of a cartilage extract and an anti-neoplastic agent providing high efficacy and low toxic side effects	February 28, 2002/ US 10/087,041 (20020146462)	Pending	
Low molecular weight components of shark cartilage, processes for their preparation and therapeutic uses thereof	July 23, 1998/ US 09/122,481	January 2, 2001	6168807
Low molecular weight components of shark	December 29, 2000/ 	January 14, 2003	6506414

Title	Filing Date/ Filing Number	Issue Date	Application / Patent Number
cartilage, processes for their preparation and therapeutic uses thereof	US 09/751,111		
Preparation of cartilage extracts using organic solvents	February 5, 2001/ US 09/776,765 (20020009501)	February 5, 2001	Pending
Shark cartilage extract: process of making, methods of using and compositions thereof	February 15, 2000/ US 09/504,065	April 30, 2002	6380366
Shark cartilage extract: process of making, methods of using, and compositions thereof	February 7, 2002/ US 10/068,950 (20030013858)	Pending	
Serine protease inhibitor and process for the preparation thereof	August 22, 2002/ US 10/228,830	Pending	
Antiangiogenic components of cartilage, processes for preparation and therapeutic uses thereof	June 12, 2001/ US 09/879,660	Pending	



Montréal, le 17 février 2006

ÆTERNA ZENTARIS INC.

1405, boulevard du Parc Technologique
Québec (Québec)
G1P 4P5

Madame, Monsieur,

Æterna Zentaris Inc. (« **Æterna** ») a été avisée par SGF Santé Inc. (la « **SGF** ») de son intention irrévocable et inconditionnelle d'exercer son droit de conversion aux termes de la convention de prêt intervenue en date du 31 mars 2003 entre, notamment, Æterna à titre d'emprunteur et la SGF à titre de prêteur, tel que modifiée (la « **Convention de prêt** »), par lequel toutes les sommes dues, paiements et autres obligations à la SGF en vertu de la Convention de prêt seront convertis en actions ordinaires entièrement libérées du capital d'Æterna (les « **Actions** »).

Le soussigné confirme qu'en date du 17 février 2006 (i) le montant de 17 561 600 \$ (le « **Montant** »), représente le total (a) du montant de 12 500 000 \$ CA (qui correspond au montant en capital dû à la SGF aux termes de la Convention de prêt) et (b) du montant de 5 061 600 \$ (qui correspond au montant en intérêts dû à la SGF jusqu'à et en date du 31 mars 2006 aux termes de la Convention de prêt), et qu'aucune autre somme, paiement ou autre obligation est dû par Æterna envers la SGF en vertu de la convention de prêt.

La SGF par les présentes consent et s'engage, immédiatement après la conversion du Montant en Actions (la « **Conversion** ») et sur livraison et réception complète du certificat d'actions émis au nom de la SGF et représentant 3 477 544 Actions, selon les instructions de conversion et de livraison établies à la Convention de prêt et au Formulaire de Conversion, à relâcher et donner quittance à Æterna de toutes ses obligations à son endroit aux termes de la Convention de prêt.

Nous confirmons de plus que, sur confirmation de la Conversion, toutes les charges, garanties, hypothèques, sûretés, cessions et autres « security interests » consentis par Æterna en faveur de la SGF aux termes de la Convention de prêt ou relatives à celle-ci seront annulées, radiées et terminées.

.../2

Québec

Société générale de financement du Québec

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En considération de la Conversion et pour autre bonne et valable considération, le soussigné consent et s'engage à accorder mainlevée pure et simple de toutes charges, garanties, hypothèques, sûretés, cessions et autres « security interests » consentis en sa faveur en rapport avec la Convention de prêt et consent à signer et livrer tout document ou formulaire de mainlevée à cet effet.

SIGNÉ à Montréal, Province de Québec, ce 17^e jour de février 2006.

SGF SANTÉ INC.

Par :

A handwritten signature in dark ink, appearing to read "André Archimbaud", written over a horizontal line.

André Archimbaud

Président du conseil et Président

Par :

A handwritten signature in dark ink, appearing to read "Marc Paquet", written over a horizontal line.

Marc Paquet

Secrétaire

[Letterhead of SGF Santé Inc.]

REPAYMENT LETTER

AETERNA ZENTARIS INC.
1405 boul. du Parc Technologique
Québec, Quebec
G1P 4P5

Dear Madam/Sir:

Aeterna Zentaris Inc. ("**Aeterna**") has been informed by SGF Santé Inc. (the "**SGF**") of its irrevocable and unconditional intention to exercise its conversion right pursuant to the loan agreement entered into on March 31, 2003 by and between, among others, Aeterna, as the borrower, and the SGF, as the lender (the "**Loan Agreement**"), by which all sums owing, payments and other obligations towards the SGF pursuant to the Loan Agreement shall be converted into fully paid common shares in the share capital of Aeterna (the "**Shares**").

The undersigned hereby confirms that at February 17, 2006, (i) \$17,561,600 (the "**Amount**") represents the total of (a) CDN\$12,500,000 (which corresponds to the principal owing to the SGF under the Loan Agreement) and (b) \$5,061,600 (which corresponds to the interest owing to the SGF under the Loan Agreement up to and as at March 31, 2006), and that Aeterna owes no other sum or payment to and has no other obligation towards the SGF pursuant to the Loan Agreement.

The SGF hereby agrees and undertakes to release and discharge Aeterna, immediately after conversion of the Amount into Shares (the "**Conversion**") and upon full delivery and receipt of the share certificate issued to the SGF evidencing 3,477,544 Shares, in accordance with the conversion and delivery instructions set forth in the Loan Agreement and in the Conversion Form, from all of its obligations towards it pursuant to the Loan Agreement.

We hereby further confirm that, upon confirmation of the Conversion and delivery of the share certificates, all charges, guarantees, hypothecs, encumbrances, assignments and other security interests granted by Aeterna in favour of the SGF under the Loan Agreement or with respect thereto will be cancelled, written off and terminated.

In consideration of the Conversion and for other good and valid consideration, the undersigned agrees and undertakes to grant a pure and simple release from all charges, guarantees, hypothecs, encumbrances, assignments and other security interests granted in favour of the SGF in connection with the Loan Agreement and agrees to execute and deliver any and all release documents or forms to that effect.

EXECUTED at Montréal, Province of Quebec, this 17th day of February, 2006.

SGF SANTÉ INC.

By: [signed: André Archimbaud]

André Archimbaud

Président du conseil et président

By: [signed: Marc Paquet]

Marc Paquet

Secrétaire