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Submission Type

New

Resubmission (Non-Recordation)
Document ID # _____

Correction of PTO Error
Reel # _____ Frame # _____

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Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment
Effective Month Day Year

Merger

Change of Name _____

Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Atrium Biotech USA, Inc. Execution Date Month Day Year 10/2/2000

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Atrium Biotechnologies, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1405 boul. du Parc-Technologique

Address (line 2) _____

Address (line 3) Quebec Quebec, Canada G1P 4P5
City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Organization Canada

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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Mail documents to be recorded with required cover sheet(s) information to:
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REEL: 002244 FRAME: 0201

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75/830,541"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes No

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. Charges to deposit account are authorized, as indicated herein.

Stephen J. Jeffries
Name of Person Signing


Signature

2/19/2001
Date Signed

TRADEMARK

REEL: 002244 FRAME: 0202

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Trademark Application of

Atrium Biotechnologies Inc.
(by assignment from Bio Therapies, Inc.)

Serial No. 75/830,541

Mark: METABOCONTROL

Application Filing Date: November 12, 1999

**SUBSTITUTE POWER OF ATTORNEY AND APPOINTMENT OF
DOMESTIC REPRESENTATIVE**

Registrant hereby appoints Thomas W. Brooks, Carol L. Matthews, Paul F. Kilmer, Deborah Kramm, Stephen J. Jeffries, Anthony R. Masiello, and Selwa Masri all members of the Bar of the District of Columbia, and Holland & Knight, LLP, and all having an address at 2099 Pennsylvania Avenue, N.W., Suite 100, Washington, D. C. 20006, with full power of substitution and revocation, to represent it in all proceedings affecting the mark and application which may arise in the Patent and Trademark Office hereafter. Any previous powers of attorney relating to the mark and application are hereby revoked.

Holland & Knight LLP, whose postal address is 2099 Pennsylvania Avenue, N.W., Suite 100, Washington, D. C. 20006, is hereby designated applicant's representative upon whom notices or process in proceedings affecting the mark may be served.

Respectfully submitted,

ATRIUM BIOTECHNOLOGIES INC.

By: 
Luc Dupont

Title: President & Chief Executive Officer

Date: February 6, 2001

WARI #910689 v1

TRADEMARK
REEL: 002244 FRAME: 0203

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;

("Seller")

AND: **ATRIUM BIOTECHNOLOGIES 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, President and Chief Executive Officer, duly authorized as he so declares;

("Buyer")

- A. Whereas Buyer and BioTherapies Inc. and RxNutricentials have executed an Asset Purchase Agreement as of September 18, 2000 (the "Asset Purchase Agreement");
- B. Whereas Buyer has authorized Seller as its nominee for the purpose of the Asset Purchase Agreement and of all ancillary agreements;
- C. Whereas Buyer has irrevocably assigned, transferred and delivered to Seller 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 \$1.00 U.S. payable by Buyer to Seller on the Effective Date and future considerations, Seller hereby irrevocably sells, assigns, transfers, conveys and delivers to Buyer the following assets of Seller:

- All existing tradenames, domain names, internet sites, trademarks or service mark registrations and applications, common law trademarks, copyrights and

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copyright registrations and applications as listed in Exhibit 1.1(c)(ii) of the Asset Purchase Agreement and all goodwill associated therewith.

2. ENUREMENT

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

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

ATRIUM BIOTECHNOLOGIES INC.
"Buyer"

ATRIUM BIOTECH USA INC.
"Seller"



Luc Dupont
President and Chief Executive Officer



Luc Dupont
President and Chief Executive Officer

RECORDED: 02/13/2001

TRADEMARK
REEL: 002244 FRAME: 0205