

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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)/Execution Date(s):

ATRIUM BIOTECHNOLOGIES INC.

- Individual(s)
- General Partnership
- Corporation-State
- Other Corporation - Foreign
- Association
- Limited Partnership

Citizenship (see guidelines) Canada

Execution Date(s) January 17, 2005

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: NATIONAL BANK OF CANADA

Internal

Address: 5th Floor

Street Address: 1155 Metcalfe Street

City: Montreal, Quebec

State:

Country: Canada Zip: H3B 4S9

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship Canada
- Other Citizenship

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,106,828
1,968,037 2,567,816 2,088,461

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Michael J. Clain, Esq.

Internal Address: Brauner Baron et. al.
18th Floor

Street Address: 61 Broadway

City: New York

State: New York Zip: 10006

Phone Number: (212) 797-9100

Fax Number: (212) 797-9161

Email Address: mclain@braunerbaron.com

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 115.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers 8927
Expiration Date 02-06

b. Deposit Account Number _____
Authorized User Name _____

9. Signature:

Michael Clain

02-07-05

Signature

Date

Michael J. Clain, Esq.

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 7

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK

CONFIRMATORY SECURITY AGREEMENT

WHEREAS ATRIUM BIOTECHNOLOGIES INC. (the "**Grantor**"), having its principal place of business at 1405, Parc Technologique Boulevard, Québec, Québec G1P 4P5 (i) is the registered owner of the United States trademarks and trademark applications listed in Schedule "A" hereto and may, in the future, become the registered owner of additional United States trademarks and trademark applications (collectively, the "**US Trademarks**") and (ii) is the registered owner of the Canadian trademarks and trademark applications listed in Schedule "B" hereto and may, in the future, become the registered owner of additional Canadian trademarks and trademark applications (collectively, the "**Canadian Trademarks**") (the Canadian Trademarks collectively with the US Trademarks, the "**Trademarks**");

WHEREAS NATIONAL BANK OF CANADA (the "**Creditor**"), having a place of business at 1155 Metcalfe Street, 5th Floor, Montréal, Québec, H3B 4S9 and the Grantor entered into a deed of hypothec as of January 17, 2005 (the "**Hypothec**"), pursuant to which the Grantor granted to the Creditor a hypothec in and to, among other things, the Trademarks;

WHEREAS the Grantor and the Creditor have perfected the Hypothec in the Trademarks in accordance with the laws of the Province of Québec, Canada;

WHEREAS the Grantor and the Creditor are desirous of recording the Hypothec and the additional security created hereunder in the US Trademarks with the United States Patent and Trademark Office and the Canadian Trademarks with the Canadian Intellectual Property Office;

NOW THEREFORE, the Grantor and the Creditor hereby confirm that on January 17, 2005, the Grantor and the Creditor entered into the Hypothec, pursuant to which the Grantor granted to the Creditor a hypothec in and to, among other things, the Trademarks.

AND, for good and valuable consideration, receipt of which is hereby acknowledged, the Grantor does hereby further grant to Creditor a security interest in, and mortgage on, the Trademarks.

AND each party hereto does hereby further acknowledge and affirm that the rights and remedies of Creditor with respect to the security interest in and mortgage on the Trademarks made and granted hereby are more fully set forth in the Hypothec, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.


THE PARTIES FURTHER AGREE that the Grantor shall record this Confirmatory Security Agreement with the United States Patent and Trademark Office, with respect to the US Trademarks, and the Canadian Intellectual Property Office, with respect to the Canadian Trademarks.


[SIGNATURE PAGE FOLLOWS]

CONFIRMATORY SECURITY AGREEMENT - SIGNATURE PAGE

IN WITNESS WHEREOF, the parties hereto have caused these presents to be executed as a sealed instrument on the Seventeenth (17th) day of January, 2005.

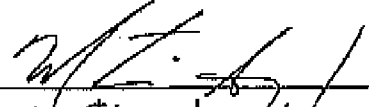
ATRIUM BIOTECHNOLOGIES INC.


Per: 
Name:
Title:
Date:

Witness
Per: 
Name:
Title:
Date:

CONFIRMATORY SECURITY AGREEMENT - SIGNATURE PAGE

NATIONAL BANK OF CANADA

Per: 
Name: Martin Amyot
Title: Vice President
Date:

Witness
Per: 
Name: DOMINIQUE PARIZEAU
Title: VICE PRESIDENT
Date:

SCHEDULE "A"**LIST OF US TRADEMARKS / TRADEMARK APPLICATIONS**

TRADEMARK	STATUS	REGISTRATION	
		Number	Date
CAR T CELL	Registered	1,968,037	April 16, 1996
MDI COMPLEX	Registered	2,567,816	May 7, 2002
NATCELL	Registered	2,088,461	August 19, 1997
PRE COMPLEX	Registered	2,106,828	October 21, 1997

SCHEDULE "B"**LIST OF CANADIAN TRADEMARKS / TRADEMARK APPLICATIONS**

TRADEMARK	STATUS	REGISTRATION	
		Number	Date
ATRIUM BIOTECHNOLOGIES	Registered	570,968	November 20, 2002
BioTherapies	Registered	574,305	January 24, 2003
CAR T CELL	Registered	490,309	February 20, 1998
CARTILADE	Registered	427,248	May 13, 1994
CARTILEX	Registered	431,433	August 5, 1994
DERM CELL	Registered	439,757	February 24, 1995
DERM YANG	Registered	439,736	February 24, 1995
DERM YIN	Registered	439,737	February 24, 1995
MDI COMPLEX	Registered	519,746	November 23, 1999
NATCELL	Registered	439,683	February 24, 1995
PRE Complex	Registered	481,375	August 22, 1997