

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
AEterna Zentaris GmbH		02/17/2009	LIMITED LIABILITY COMPANY: GERMANY
RECEIVING PARTY DATA			
Name:	Zentaris IVF GmbH		
Street Address:	Weismullerstr 50		
City:	Frankfurt		
State/Country:	GERMANY		
Postal Code:	60314		
Entity Type:	LIMITED LIABILITY COMPANY: GERMANY		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2190686	CETROTIDE	
Registration Number:	3040723	CETROTIDE	
CORRESPONDENCE DATA			
Fax Number:	(312)427-6663		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(312) 427-1300		
Email:	chiustm@ladas.net		
Correspondent Name:	Ladas & Parry LLP		
Address Line 1:	224 South Michigan Avenue		
Address Line 2:	Suite 1600		
Address Line 4:	Chicago, ILLINOIS 60604		
DOMESTIC REPRESENTATIVE			
Name:	Ladas & Parry LLP		
Address Line 1:	224 South Michigan Avenue		

CH \$65.00 2190686

Address Line 2: Suite 1600
Address Line 4: Chicago, ILLINOIS 60604

NAME OF SUBMITTER:	/JOHN E. MCKIE/
Signature:	/JOHN E. MCKIE/
Date:	04/01/2009

Total Attachments: 5
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**DEED OF UNITED STATES
TRADEMARK ASSIGNMENT**

DEED OF U.S. TRADEMARK ASSIGNMENT

WHEREAS, the Assignor AEtterna Zentaris GmbH is a German Limited Liability Company [hereafter the "Assignor"], with its principal place of business at Weissmuellerstrasse 45, Frankfurt AM Main, Germany 60314;

WHEREAS, the Assignor is the owner of record of the following federal Registrations for the Mark(s) on the Principal Register of the United States Patent and Trademark Office, as identified therein:

<u>The Mark(s)</u>	<u>Registration No.</u>	<u>Registration Date</u>
CETROTIDE	2190686	September 22, 1998
CETROTIDE & Device	3040723	January 10, 2006

WHEREAS, Zentaris IVF GmbH [hereafter the "Assignee"], a German Limited Liability Company, with its principal place of business at Weismüllerstr. 50, 60314 Frankfurt, Germany, desires to acquire the intellectual property of all the Marks and the above-referenced Registrations;

NOW, THEREFORE, for good and valuable consideration, the sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee the entire right, title and interest in perpetuity in and to the Mark in the United States, including any common law rights and other rights of use, together with the goodwill of the business symbolized by the Mark, and the registration thereof, the same to be held and enjoyed by the Assignee, its successors and assigns to the same extent that such would have been held and enjoyed by Assignor absent this Assignment. Assignor hereby covenants and agrees to provide any further necessary and appropriate documentation and do all further acts reasonably requested by Assignee in this regard to confirm and perfect title in and to the Mark in Assignee, its successors, assigns, or other legal representatives.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be executed by the signatures of its authorized representative as set forth below.

AETERNA ZENTARIS GMBH

By: [Signature]
Printed Name: Prof. Dr. Jürgen Engel, Matthias
Title: Managing Directors Seeber

Acknowledgment

The undersigned hereby certifies that that the above signer personally appeared before me, and being duly sworn, acknowledged signature of this Trademark Assignment and Agreement with the authorization of, and on behalf of, AETerna Zentaris GmbH (Assignor).

Certified by my seal and signature on this 17 day of February, 2009.

Notary Public

My Commission Expires: _____

ZENTARIS IVF GMBH

By: [Signature]
Printed Name: Prof. Dr. Jürgen Engel, Matthias
Title: Managing Directors Seeber

Acknowledgment

The undersigned hereby certifies that that the above signer personally appeared before me, and being duly sworn, acknowledged signature of this U.S. Trademark Assignment and Agreement with the authorization of, and on behalf of, Zentaris IVF GmbH (Assignee)

Certified by my seal and signature on this 17 day of February, 2009.

Notary Public

My Commission Expires: _____

No. 344 of the Roll of Deeds of 2009

I hereby certify that the above are the true signatures executed in my presence of

1. Prof. Dr. Jürgen Engel, born 31.08.1945,
2. Mr. Matthias Seeber, born 28.03.1966,
all with business address at Weismüllerstraße 50, 60314 Frankfurt am Main,
- who are personally known to me -.

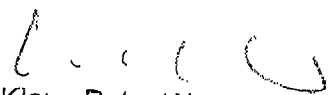
both acting on behalf of **AEterna Zentaris GmbH** with registered office at Frankfurt/Main and registered in the Commercial Register of the Local Court Frankfurt/Main under HRB 56000 and **Zentaris IVF GmbH** with registered office at Frankfurt/Main and registered in the Commercial Register of the Local Court Frankfurt/Main under HRB 83881, corporations duly organised under the laws of Germany.

Upon today's inspection of the commercial register of the local court Frankfurt/Main (HRB 83881), I hereby certify that Prof. Dr. Engel and Mr. Seeber are Managing Directors of **Zentaris IVF GmbH** at Frankfurt/Main and are entitled to represent this company jointly being exempted from the restrictions set forth in sec. 181 BGB.

Upon today's inspection of the commercial register of the local court Frankfurt/Main (HRB 56000), I hereby certify that Prof. Dr. Engel and Mr. Seeber are Managing Directors of **AEterna Zentaris GmbH** at Frankfurt/Main and are entitled to represent this company jointly being exempted from the restrictions set forth in sec. 181 BGB.

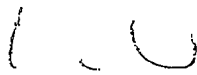
The question as to prior involvement within § 3 clause 1 no. 7 German Notarization Act ("BeurkG") was answered in the negative.

Frankfurt am Main, this February 17, 2009


Klaus Peter Weber
Notary

Kostenberechnung

<u>Geschäftswert: € 50.000,00</u>	
5/20 Gebühr §§ 141, 32, 45/1 KostO	€ 33,00
Gebühr § 58 I KostO	€ 30,00
2x Gebühr § 150 I KostO	€ 26,00
19 % Mehrwertsteuer	€ 16,91
Summe	<u>€ 105,91</u>


Notar



APOSTILLE

(Convention de la Haye du 5 octobre 1961)

- 1. Land; Bundesrepublik Deutschland
Diese öffentliche Urkunde
- 2. ist unterschrieben von Klaus Peter Weber
- 3. in seiner Eigenschaft als amtlich bestellter Notar
- 4. sie ist versehen mit dem Siegel/Stempel des(der)
Notars

Bestätigt

- 5. in Frankfurt/Main
- 6. am 23.03.09
- 7. durch den Herrn Präsidenten des Landgerichts
- 8. unter Nr. 91 Ea A 2500
- 9. Siegel/Stempel
- 10. Unterschrift



franke
i.V. Franke