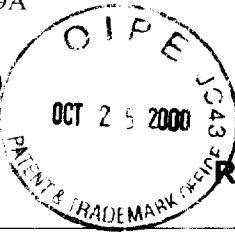


11-30-2000



101532474

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Conveyance Type

Assignment Security Agreement

License Change of Name

Merger Other _____

U.S. Government
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Conveying Party(ies)

Mark if additional names of conveying parties attached

Name (line 1) Gordon Brothers Capital, LLC Execution Date Month Day Year 10042000

Name (line 2) _____

Second Party

Name (line 1) _____ Execution Date Month Day Year _____

Name (line 2) _____

Receiving Party

Mark if additional names of receiving parties attached

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 is attached. (Designation must be a separate document from Assignment.)

Name (line 1) First Step Capital, LLC

Name (line 2) _____

Address (line 1) 126 East 56th Street

Address (line 2) Tower 56

Address (line 3) New York NY 10022
City State/Country Zip Code

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name _____

Address (line 1) _____

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Mail documents to be recorded with required cover sheet(s) information to:
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PATENT
REEL: 011277 FRAME: 0081

Correspondent Name and Address

Area Code and Telephone Number

213-891-5112

Name William Jarblum, Esq.

Address (line 1)

Address (line 2)

601 South Figueroa Street

Address (line 3)

Suite 2400

Address (line 4)

Los Angeles, CA 90017-5704

Pages

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5

Application Number(s) or Patent Number(s)

Mark if additional numbers attached

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

Patent Application Number(s)

08215062

08828961

08828962

08886010

Patent Number(s)

5295984

If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing inventor.

Month Day Year

Patent Cooperation Treaty (PCT)

Enter PCT application number only if a U.S. Application Number has not been assigned.

PCT PCT PCT
PCT PCT PCT

Number of Properties

Enter the total number of properties involved.

5

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$ 200.00

Method of Payment:
Deposit Account

Enclosed 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.

Nancy L. Wright

10/17/00

Name of Person Signing

Signature

Date

ASSIGNMENT OF PATENT AND PATENT APPLICATIONS
SECURITY AGREEMENT

ASSIGNMENT made as of the 21st day of March, 2000, by GORDON BROTHERS CAPITAL, LLC, a Delaware limited liability company (“Assignor”), to FIRST STEP CAPITAL, LLC, a Delaware limited liability company (“Assignee”).

W I T N E S S E T H

WHEREAS, J&L Acquisition Corp., now known as Ultrafem, Inc., a Delaware corporation, entered into a Patent and Patent Application Security Agreement, dated as of August 25, 1998 (the “Agreement”) with Assignor, with respect to certain patents and patent applications as more particularly set forth and described in Exhibit A annexed hereto and made a part hereof; and

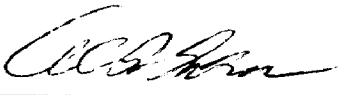
WHEREAS, Assignor desires to transfer and assign to Assignee all of Assignor’s right, title and interest in and to such agreement and such patents and patent applications;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby grant, transfer, assign, convey and set over to Assignee, its successors, assigns and legal representatives, all of the right, title and interest of Assignor in and to the patents and patent applications set forth and described in Exhibit A annexed hereto. Assignor makes no representation whatsoever as to the current status of patents and patent application listed on Schedule A as “issued” or as “application”, including, without limitation, as to whether such issuances have been withdrawn or invalidated, or otherwise affected, or such applications have been withdrawn, denied, or granted or otherwise affected.

IN WITNESS WHEREOF, Assignor and Assignee have duly executed this Assignment

as of the date and year first above written.

GORDON BROTHERS CAPITAL, LLC

By: 
Name: William R. Gordon
Title: CEO & Mgr.

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss

October 4, 2000

On this 4th day of October, 2000, before me, personally came Alan R. Goldstein, to me known, who being duly sworn, did depose and say that he is the 1st of GORDON BROTHERS CAPITAL, LLC, the limited liability company described in and which executed the foregoing instruments; and that he signed his name on behalf of said limited liability company as his free act and deed.

Before me,

Eric van P. Gallagher
Notary Public
My Commission Expires: 16 July 2004

SCHEDULE A

Issued Patents

Issue Date

US Patent No.

5,295,984

March 22, 1994

Canadian Patent Application No.

2,070,426

November 11, 1997

Patent Applications

US Patent Application

Filing Date

08/215,062

March 21, 1994

08/828,961

March 28, 1997

08/828,962

March 28, 1997

08/886,010

July 3, 1997

Australian Patent Application

684,717

June 28, 1993

Brazilian Patent Application

P19306596

December 22, 1994

Canadian Divisional Patent Applications

2,201,791

April 4, 1997

European Patent Application

91901923.2

December 7, 1990

93916826

June 28, 1993

(designated countries: Belgium, Denmark, France, Germany, Italy, Netherlands, Spain, Sweden, Switzerland/Liechtenstein, and United Kingdom)

Canadian Patent Application

2,138,668

June 28, 1993

International (PCT) Application

US97/11464

July 3, 1997

US98/06014

March 26, 1998

US98/06015

March 26, 1998

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