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PATENT

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Assignment Security Agreement

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Armkel, LLC	06	07	2002
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PATENT

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Name Patent Administrator

Address (line 1) Testa, Hurwitz & Thibeault, LLP

Address (line 2) High Street Tower

Address (line 3) 125 High Street

Address (line 4) Boston, MA 02110

Pages Enter the total number of pages of the attached conveyance document including any attachments. 1

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)

Patent Number(s)

Table with 2 columns: Patent Application Number(s) and Patent Number(s). Contains handwritten entries: 08/465,675, 09/441,875, 5,714,389, 5,989,921.

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. # 4

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 160.00

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Doncan Greenhalgh Name of Person Signing

[Signature] Signature

9/26/02 Date

EXHIBIT B

**NOTICE OF GRANT AND CONVEYANCE
OF EXCLUSIVE LICENSE**

WHEREAS, Armkel, LLC ("Licensor") a Delaware limited liability company having a principal place of business at 469 N. Harrison Street, Princeton, New Jersey, is the owner and/or assignee of U.S. Patent Nos. 5,714,389 and 5,989,921, and U.S. Patent Application Nos. 08/465,675 and 09/441,875 (collectively, "Patent Rights"); and

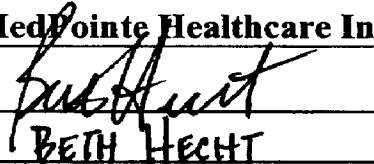
WHEREAS, Licensor has entered into a Patent Assignment and Cross License Agreement ("the Agreement") with MedPointe Healthcare Inc. ("Licensee") a Delaware corporation having a principal place of business at 265 Davidson Avenue, Suite 300, Somerset, New Jersey executed on or about June 7, _____, 2002.

NOW, THEREFORE, let it be known by these presents that, in consideration of the mutual covenants set forth in the Agreement, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and subject to the terms and conditions of the Agreement, Licensor hereby grants and conveys to Licensee, an exclusive license under the Patent Rights as set forth in the Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this document to be duly executed on the date(s) set forth below.

MedPointe Healthcare Inc.

By: _____


BETH HECHT

(Print Name)

Title: _____

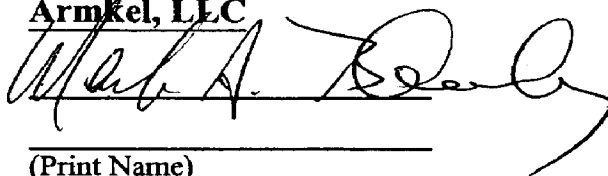
SVP & General Counsel

Date: _____

6/7/02

Armkel, LLC

By: _____



(Print Name)

Title: _____

Secretary

Date: _____

6/7/02