

02-26-1999

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

100973611

2-25-99
MRD
2-25-99

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

State/Country

Zip Code

- Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

02/26/1999 DNGUYEN 00000020 2032139

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
550.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1861 FRAME: 0236

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="75361786"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2032139"/>	<input type="text" value="1364320"/>	<input type="text" value="1499423"/>
<input type="text" value="75143820"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1304876"/>	<input type="text" value="1405644"/>	<input type="text" value="1913308"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1579562"/>	<input type="text" value="1365409"/>	<input type="text" value="1913309"/>

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.

Richard L. Mack

2-8-99

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

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Trademark Application Number(s)

Registration Number(s)

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<input type="text" value="2053608"/>	<input type="text" value="2053602"/>	<input type="text"/>
<input type="text" value="1918579"/>	<input type="text" value="2053608"/>	<input type="text"/>
<input type="text" value="1915721"/>	<input type="text" value="1589437"/>	<input type="text"/>
<input type="text" value="1915659"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="1924323"/>	<input type="text"/>	<input type="text"/>

**ASSIGNMENT AND GRANT OF SECURITY INTEREST
IN PATENTS AND TRADEMARKS**

WHEREAS, MATRIA HEALTHCARE, INC. (the "Pledgor"), is the owner of the trademarks and service marks listed on Schedule A attached hereto, which marks are registered or have pending registrations in the United States Patent and Trademark Office as set forth on Schedule A attached hereto (all such trademarks, service marks, registrations and applications, collectively, the "Trademarks") and is the owner of the patents listed on Schedule A attached hereto, which patents are registered or have pending applications in the United States Patent and Trademark Office as set forth on Schedule A attached hereto (all such patents, registrations and applications, collectively, the "Patents"); and

WHEREAS, the Pledgor has entered into a Security Agreement (as amended, modified, restated or supplemented from time to time, the "Security Agreement"), dated as of January 19, 1999, in which the Pledgor has agreed with First Union National Bank, as Administrative Agent (the "Administrative Agent"), with offices at One First Union Center, 301 South College Street, Charlotte, North Carolina 28288-0735, to execute this Assignment;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of the Secured Obligations (as defined in the Security Agreement), the Pledgor does hereby assign and grant to the Administrative Agent a security interest in all of its right, title and interest in and to the Trademarks and the Patents, and the use thereof, together with all proceeds and products thereof and the goodwill of the businesses symbolized by the Trademarks and the Patents. This Assignment has been given in conjunction with the assignment and security interest granted to the Administrative Agent under the Security Agreement, and the provisions of this Assignment are without prejudice to and in addition to the provisions of the Security Agreement, which are incorporated herein by this reference.

MATRIA HEALTHCARE, INC.

By: Donald H. Mitchell

Title: President

SCHEDULE A

TRADEMARKS AND TRADEMARK APPLICATIONS

<u>Pledgor</u>	<u>Mark</u>	<u>Application or Registration No.</u>	<u>Country</u>
MATRIA HEALTHCARE, INC.	CAREFONE	2032139	UNITED STATES
MATRIA HEALTHCARE, INC.	HEALTHDYNE	2029325	UNITED STATES
MATRIA HEALTHCARE, INC.	HEALTHDYNE W/ WAVEFORM DESIGN	1304876	UNITED STATES
MATRIA HEALTHCARE, INC.	PERIDATA	1579562	UNITED STATES
MATRIA HEALTHCARE, INC.	TERM GUARD	1364320	UNITED STATES
MATRIA HEALTHCARE, INC.	TOKOS (ELECTRONIC SENSOR USED TO MONITOR UTERINE ACTIVITY IN PREGNANT WOMEN)	1405644	UNITED STATES
MATRIA HEALTHCARE, INC.	TOKODYNMETER DESIGN	1365409	UNITED STATES
MATRIA HEALTHCARE, INC.	GENESIS	1499423	UNITED STATES
MATRIA HEALTHCARE, INC.	TRIMESTER	1913308	UNITED STATES
MATRIA HEALTHCARE, INC.	DESIGN (BABY'S FEET LOGO)	1913309	UNITED STATES
MATRIA HEALTHCARE, INC.	PERINATAL CARE ALTERNATIVES + DESIGN	2036333	UNITED STATES
MATRIA HEALTHCARE, INC.	MATRIA	2053608	UNITED STATES
MATRIA HEALTHCARE, INC.	MATERNALINK	75/361,786	UNITED STATES
MATRIA HEALTHCARE, INC.	TRANSVIVO SYSTEM	75/143,820	UNITED STATES

SERVICEMARKS

<u>Pledgor</u>	<u>Mark</u>	<u>Application or Registration No.</u>	<u>Country</u>
MATRIA HEALTHCARE, INC.	BABYLINK	1918579	UNITED STATES
MATRIA HEALTHCARE, INC.	BABYLINE	1915721	UNITED STATES

MATRIA HEALTHCARE, INC.	BABY STEPS	1915659	UNITED STATES
MATRIA HEALTHCARE, INC.	BABY & BEYOND	1924323	UNITED STATES
MATRIA HEALTHCARE, INC.	CARELINK	1556290	UNITED STATES
MATRIA HEALTHCARE, INC.	FIRSTPATH	1912834	UNITED STATES
MATRIA HEALTHCARE, INC.	MATRIA HEALTHCARE	2053602	UNITED STATES
MATRIA HEALTHCARE, INC.	MATRIA	2053608	UNITED STATES
MATRIA HEALTHCARE, INC.	TOKOS	1589437	UNITED STATES

PATENTS AND PATENT APPLICATIONS

<u>Pledgor</u>	<u>Application or Registration No.</u>	<u>Issue or Filing Date</u>
MATRIA HEALTHCARE, INC.	5,242,382	9-7-93
MATRIA HEALTHCARE, INC.	5,224,926	7-6-93
MATRIA HEALTHCARE, INC.	5,218,972	6-15-93
MATRIA HEALTHCARE, INC.	5,152,743	10-6-92
MATRIA HEALTHCARE, INC.	4,950,224	9-21-90