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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



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FORM PTO-1594 (modified)
(Rev. 6-82)
OMB No. 0651-0011 (ex. 4/94)

To the Honorable Commissioner of Patents and T

1. Name of conveying party(ies):

Healthdyne, Inc.

MAD
5-1-96

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

Additional name(s) of conveying party(ies) attached? No.

2. Name and address of receiving party(ies):

Name: Metria Healthcare, Inc.

Internal Address: One Parkway Center

Street Address: 1850 Parkway Place, 12th Floor

City: Marietta, State: GA ZIP: 30067-8274

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State DELAWARE

Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached?

3. Nature of conveyance:

Assignment 77 Merger
Security Agreement Change of Name
Other

Execution Date: April 30, 1996

4. Application number(s):

A. Trademark Application No.(s)

75/034,292; 75/030,435; 74/575,455; 74/489,701 and 74/439,097

B. Trademark Registration No.(s)

1,924,323; 1,915,659; 1,912,834; 1,882,444; 1,755,922; 1,579,562; 1,306,901; 1,304,876; and 1,183,590

Additional numbers attached? No.

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

Name: Donald D. Jeffery, Esq.

Internal Address: Foley & Lardner

Street Address: 3000 K Street, N.W., Suite 500

City: Washington, State: DC ZIP: 20007-5109

060 JS 05/06/96 75034292

6. Total number of applications involved:

14

7. Total fee (37 C.F.R. § 3.41). \$560.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 19-0741

(Attach duplicate copy of this page if paying by deposit account)

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DO NOT USE THIS SPACE

9. 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.

060 JS 05/06/96 75034292

Donald D. Jeffery
Name of Person Signing

Donald D. Jeffery
Signature

May 1, 1996
Date

0 481 40.00 CK

0 482 325.00 CK

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482 - 325E
485 - 195E

Total number of pages including cover sheet, attachments, and document: 3

TRADEMARK ASSIGNMENT

Whereas Healthdyne, Inc. a corporation of Georgia, located and doing business at 1850 Parkway Place, Marietta, Georgia 30067 (hereinafter "ASSIGNOR"), has adopted, used and is using the following marks, which are registered in the United States Patent and Trademark Office or disclosed in pending applications for registration, as noted below:

<u>Mark</u>	<u>Registration No.</u>	<u>Date</u>
Baby and Beyond	1,924,323	October 3, 1995
Baby Steps	1,915,659	August 29, 1995
Firstpath	1,912,834	August 15, 1995
Healthdyne Integrated Alternatives	1,882,444	March 7, 1995
A Window Into Your Patient's Home	1,755,922	March 2, 1993
Peridata	1,579,562	January 23, 1990
Design Only	1,306,901	November 27, 1984
Healthdyne and Design	1,304,876	November 13, 1984
Healthdyne	1,183,590	December 29, 1981

<u>Mark</u>	<u>Application Serial No.</u>	<u>Filing Date</u>
Matria	75/034,292	December 4, 1995
Matria Healthcare	75/030,435	December 4, 1995
HIA	74/575,455	September 19, 1994
Perinatal Care Alternatives (and Design)	74/489,701	February 14, 1994
Transvivo System	74/439,097	September, 23 1993

Whereas Matria Healthcare, Inc., a corporation of Delaware located and doing business at 1850 Parkway Place, Suite 1200, Marietta, Georgia 30067 (hereinafter "ASSIGNEE"), is desirous of acquiring said marks and the registrations and applications therefor.

Now, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said ASSIGNOR hereby does, assign unto said ASSIGNEE all right, title and interest in and to said marks, together with

the good will of the business symbolized by the marks, and the above identified registrations and applications therefor.

HEALTHDYNE, INC.

Date: 4-30-96

By: *J. Brent Burkey*
Name: J. Brent Burkey
Title: Senior Vice President
and General Counsel

STATE OF GEORGIA

:
:
:

SS

COUNTY OF COBB

Before me personally appeared J. Brent Burkey who acknowledged his authority to execute the foregoing instrument on behalf of Healthdyne, Inc.

Date: 4-30-96

Linn L. Blankenship
Notary Public

Notary Public, Cobb County, Georgia
My Commission Expires April 24, 2000