

09-17-2001

insufficient funds

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)



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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Matria Healthcare, Inc.

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

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: July 9, 2001

2. Name and address of receiving party(ies)

Name: First Union National Bank, as Agent

Internal

Address: Charlotte Plaza Bldg CP-23Street Address: 201 S. College StreetCity: Charlotte State: NC Zip: 28288

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☐ Corporation-State _____

☒ Other National Banking Association

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☒ No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
 78030182, 76000929, 76119197, 76036636
 76036635, 78047803 and 78030182

B. Trademark Registration No.(s)
 2451800, 1576235, 1306901 and 1864233

Additional number(s) attached ☐ Yes ☒ No

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

Name: Kimberly E. Zirkle, Paralegal

Internal Address: _____

c/o Robinson, Bradshaw & Hinson, P.A.Street Address: 101 N. Tryon StreetSuite 1900City: Charlotte State: NC Zip: 282466. Total number of applications and registrations involved: 117. Total fee (37 CFR 3.41):\$ 290

- ☐ Enclosed
☒ Authorized to be charged to deposit account

8. Deposit account number:

500327

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

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.

Kimberly Zirkle, Paralegal

Name of Person Signing

Signature

Date

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

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

TRADEMARK
 REEL: 002368 FRAME: 0164

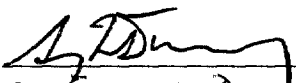
**ASSIGNMENT AND GRANT OF SECURITY INTEREST
IN TRADEMARKS**

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 First Amended and Restated Security Agreement (as amended, modified, restated or supplemented from time to time, the "Security Agreement"), dated as of July 9, 2001, 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: 
Name: George W. Dunningway
Title: Vice President & CFO

TRADEMARKS AND TRADEMARK APPLICATIONS

<u>Pledgor</u>	<u>Mark</u>	<u>Application or Registration No.</u>	<u>Country</u>
Matria Healthcare, Inc.	Netnurse	2451800	United States
Matria Healthcare, Inc.	System 37	1576235	United States
Matria Healthcare, Inc.	Wave Form design	1306901	United States
Matria Healthcare, Inc.	OB 1	1864233	United States
Matria Healthcare, Inc.	Facet Technologies	78030182	United States
Matria Healthcare, Inc.	Medera	76000929	United States
Matria Healthcare, Inc.	Well Focus	76119197	United States
Matria Healthcare, Inc.	Carechart	76036636	United States
Matria Healthcare, Inc.	E. Carechart	76036635	United States
Matria Healthcare, Inc.	Facet	78047803	United States
Matria Healthcare, Inc.	Facet Technologies	78030182	United States