

11-01-2002

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)



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

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102268723

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

1. Name of conveying party(ies):
 Wachovia Bank, National Association
 f/k/a First Union National Bank, as Agent
 10-29-02

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State (Delaware)
 Other **National Banking Association**

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

2. Name and address of receiving party(ies)
 Name: Matria Healthcare, Inc.
 Internal
 Address: _____
 Street Address: 1850 Parkway Place, 12th Floor
 City: Marietta State: GA Zip: 30067

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: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Release of Security Interest

Execution Date: 10/17/02

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
78030182, 76000929, 76119197, 76036636
 Additional number(s) attached Yes No

B. Trademark Registration No.(s)
2451800, 1576235, 1306901, 1864233,
 Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Peter J. Pawlak, Jr., Esq.
 Internal Address:
Troutman Sanders LLP
Suite 5200
 Street Address: 600 Peachtree Street, NE
 City: Atlanta State: GA Zip: 30308

6. Total number of applications and registrations involved: 43

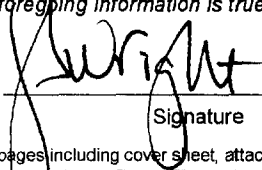
7. Total fee (37 CFR 3.41) \$1,090.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

 (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.

Jessica S. Wright  10/17/2002
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents: 5

10/31/2002 BYRNE 00000062 78030182

01 FC:8521
02 FC:8522

40.00/DP
1050.00/DP

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

Recordation Form Cover Sheet (Trademarks)

FORM PTO-1594

Additional Page

4.A. Additional Trademark Application Numbers:

76036635
78047803
76083193
75237061
75237063
75237064
75399183
75236976
74643496

4.B. Additional Trademark Registration Numbers:

2032139
1183590
1304876
1579562
1499423
1913308
1913309
2036333
2277168
2139970
1829163
1953240
1912413
1985492
2075951
1924323
1915659
1915721
1556290
1365409
2053608
2053602
2124764
1364320
1405644
2124764

RELEASE OF SECURITY INTEREST
IN TRADEMARKS

WHEREAS, pursuant to a First Amended and Restated Security Agreement (the "Security Agreement"), dated as of July 9, 2001, WACHOVIA BANK, NATIONAL ASSOCIATION (formerly known as First Union National Bank), as Administrative Agent (the "Administrative Agent"), with offices at One Wachovia Center, 301 South College Street, Charlotte, North Carolina 28288-1139, on behalf of the Secured Parties (as defined in the Security Agreement) holds a security interest in certain intellectual property assets of MATRIA HEALTHCARE, INC. (the "Pledgor"); and

WHEREAS, the Assignment and Grant of Security Interest in Patents and Trademarks attached hereto as Exhibit A was given in conjunction with the security interest granted to the Secured Parties under the Security Agreement and was recorded with the United States Patent and Trademark Office;

NOW THEREFORE, in consideration of the Pledgor's satisfaction of its obligations under the Credit Agreement referred to in the Security Agreement, the Administrative Agent hereby releases, transfers and assigns unto the Pledgor, its successors and assigns, the entire right, title and interest in and to all of Pledgor's registered trademarks and applications therefor as set forth in the Security Agreement and as listed in Schedule A to Exhibit A attached hereto.

IN WITNESS WHEREOF, the Administrative Agent, by its duly authorized officer, has executed this Release on behalf of the Secured Parties on this _____ day of October, 2002.

WACHOVIA BANK, NATIONAL
ASSOCIATION,
as Administrative Agent

By: J. Wright
Name: JESSICA S. WRIGHT
Title: Director

Georgia
State of ~~North Carolina~~)
County of Fulton) ss:

On this 17th day of October, 2002, before me, a Notary Public in and for the above County and State, personally appeared the above named Jessica Wright personally known to me, and acknowledged the execution of the foregoing assignment as a free act and deed for the purpose set forth herein.

Sandra Thompson
Notary Public
Notary Public, Georgia, State at Large
My Commission Expires 12-2-04

EXHIBIT A

TRADEMARKS AND TRADEMARK APPLICATIONS

<u>Pledgor</u>	<u>Mark</u>	<u>Application or Registration No.</u>	<u>Country</u>
Matria Healthcare, Inc.	Netnurse	2,451,800	United States
Matria Healthcare, Inc.	System 37	1,576,235	United States
Matria Healthcare, Inc.	Wave Form design	1,306,901	United States
Matria Healthcare, Inc.	OB 1	1,864,233	United States
Matria Healthcare, Inc.	Facet Technologies	78/030,182	United States
Matria Healthcare, Inc.	Medera	76/000,929	United States
Matria Healthcare, Inc.	Well Focus	76/119,197	United States
Matria Healthcare, Inc.	Carechart	76/036,636	United States
Matria Healthcare, Inc.	E. Carechart	76/036,635	United States
Matria Healthcare, Inc.	Facet	78/047,803	United States
Matria Healthcare, Inc.	Carefone	2,032,139	United States
Matria Healthcare, Inc.	Healthdyne	1,183,590	United States
Matria Healthcare, Inc.	Healthdyne with Waveform Design	1,304,876	United States
Matria Healthcare, Inc.	Peridata	1,579,562	United States
Matria Healthcare, Inc.	Genesis	1,499,423	United States
Matria Healthcare, Inc.	Trimester	1,913,308	United States
Matria Healthcare, Inc.	Design (Baby's Feet Logo)	1,913,309	United States
Matria Healthcare, Inc.	Perinatal Care Alternatives + Design	2,036,333	United States
Matria Healthcare, Inc.	Maternalink	2,277,168	United States
Matria Healthcare, Inc.	Transvivo Systems	76/083,193	United States
Matria Healthcare, Inc.	Baby and Beyond	1,924,323	United States
Matria Healthcare, Inc.	Baby Steps	1,915,659	United States
Matria Healthcare, Inc.	Babyline	1,915,721	United States
Matria Healthcare, Inc.	Carelink	1,556,290	United States
Matria Healthcare, Inc.	(Design)	1,365,409	United States
Matria Healthcare, Inc.	Matria	2,053,608	United States
Matria Healthcare, Inc.	Matria Healthcare	2,053,602	United States
Matria Healthcare, Inc.	Term Guard	1,364,320	United States
Matria Healthcare, Inc.	Tokos	1,405,644	United States
Clinical Management Systems, Inc.	Clinical Management Systems	75/237,061	United States
Clinical Management Systems, Inc.	Clinical Management Systems, CMS & Solutions for Women's Health	75/237,063	United States