

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Facet Technologies, LLC		01/19/2006	LIMITED LIABILITY COMPANY: GEORGIA

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Collateral Agent
Street Address:	231 South LaSalle Street
Internal Address:	IL1-231-08-30
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60604
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	2908834	
Registration Number:	2786621	
Registration Number:	2786620	
Registration Number:	2786619	
Registration Number:	2911590	DRIVING IDEAS TO MARKET...AT THE SPEED OF INNOVATION
Registration Number:	2944741	FASTTRACK
Registration Number:	2739554	SURESEAL
Registration Number:	2075951	CARELET
Registration Number:	1912413	CLEANLET
Serial Number:	78586684	IDEATION. INNOVATION. IMPLEMENTATION.
Serial Number:	78586679	I3

CORRESPONDENCE DATA

900042775

**TRADEMARK
 REEL: 003252 FRAME: 0379**

OP \$290.00 2908834

Fax Number: (919)416-8339
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 919 286-8049
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ATTORNEY DOCKET NUMBER:	327000.10857NTFACET1CLE
NAME OF SUBMITTER:	Charles L. Evans
Signature:	/Charles L. Evans/
Date:	02/23/2006

Total Attachments: 4
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

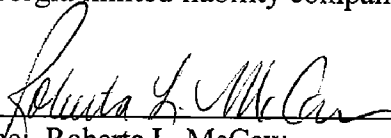
Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement (First Lien) dated as of January 19, 2006 (as the same may be amended, modified, restated or supplemented from time to time, the "Security Agreement") by and among the Grantors from time to time party thereto (each an "Grantor" and collectively, the "Grantors"), Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the holders of the Secured Obligations referenced therein and Bank of America, N.A., as Control Agent (the "Control Agent") on behalf of the Collateral Agent (for the benefit of the holders of the Secured Obligations), the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications set forth on Schedule 1 attached hereto to the Collateral Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Grantor and the Collateral Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

FACET TECHNOLOGIES, LLC,
a Georgia limited liability company


By: 
Name: Roberta L. McCaw
Title: Secretary

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS
CREDIT AGREEMENT
MATRIA HEALTHCARE, INC.

TRADEMARK
REEL: 003252 FRAME: 0382

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,
as Collateral Agent

By: 
Name:
Title:

KRISTINE THENNES
Vice President

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS
CREDIT AGREEMENT
MATRIA HEALTHCARE, INC.

TRADEMARK
REEL: 003252 FRAME: 0383

Schedule A
Facet Technologies, LLC
(Georgia limited liability company)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
Design Only	2908834	12/7/04
Design Only	2786621	11/25/03
Design Only	2786620	11/25/03
Design Only	2786619	11/25/03
DRIVING IDEAS TO MARKET ... AT THE SPEED OF INNOVATION	2911590	12/14/04
FASTTRACK	2944741	4/26/05
SURESEAL	2739554	7/22/03
CARELET	2075951	7/1/97
CLEANLET	1912413	8/15/95

Pending Applications

Mark	Application No.	Filing Date
IDEATION INNOVATION IMPLEMENTATION	78586684	3/14/05
I3 and Design	78586679	3/14/05

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