

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
WinningHabits.com, Ltd.		01/19/2006	LIMITED PARTNERSHIP: TEXAS
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: 2			
Property Type	Number	Word Mark	
Registration Number:	2579444	WINNINGHABITS.COM	
Registration Number:	2594975	WINNINGHABITS.COM	
CORRESPONDENCE DATA			
Fax Number:	(919)416-8339		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	919 286-8049		
Email:	PTO_TMconfirmation@mvalaw.com		
Correspondent Name:	Moore & Van Allen PLLC		
Address Line 1:	430 Davis Drive		
Address Line 2:	Suite 500		
Address Line 4:	Morrisville, NORTH CAROLINA 27560		
ATTORNEY DOCKET NUMBER:	327000.10857NTWINNING1CLE		
NAME OF SUBMITTER:	Charles L. Evans		

OP \$65.00 2579444

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TRADEMARK
REEL: 003252 FRAME: 0560

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,

WINNINGHABITS.COM, LTD.,
a Texas Limited Partnership

By: WinningHabits GP, Inc.,
Its General Partner

By: 

Name: Roberta L. McCaw

Title: Secretary

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

TRADEMARK
REEL: 003252 FRAME: 0563

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: 0564

WinningHabits.com, Ltd
(Texas limited partnership)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
WINNINGHABITS.COM and Design	2579444	6/11/02
WINNINGHABITS.COM	2594975	7/16/02