

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
Matria Healthcare, Inc.		01/19/2006	CORPORATION: DELAWARE

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: 24

Property Type	Number	Word Mark
Registration Number:	2841853	FACET TECHNOLOGIES
Registration Number:	2745320	FACET TECHNOLOGIES
Registration Number:	3004269	BABYLINK
Registration Number:	2931729	WINDOW OF CARE
Registration Number:	2778802	THE HEALTH ENHANCEMENT COMPANY
Registration Number:	2738887	FACET
Registration Number:	2877942	FACET TECHNOLOGIES
Registration Number:	2664086	WELL FOCUS
Registration Number:	2451800	NETNURSE
Registration Number:	2277168	MATERNALINK
Registration Number:	2053608	MATRIA
Registration Number:	2053602	MATRIA HEALTHCARE
Registration Number:	1924323	BABY AND BEYOND

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Registration Number:	1913309	
Registration Number:	1915721	BABYLINE
Registration Number:	1913308	TRIMESTER
Registration Number:	1579562	PERIDATA
Registration Number:	1576235	SYSTEM 37
Registration Number:	1556290	CARELINK
Registration Number:	1499423	GENESIS
Registration Number:	1365409	
Registration Number:	1405644	TOKOS
Registration Number:	1364320	TERM GUARD
Registration Number:	1183590	HEALTHDYNE

CORRESPONDENCE DATA

Fax Number: (919)416-8339
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 919 286-8049
Email: PTO_TMconfirmation@mvalaw.com
Correspondent Name: Moore & Van Allen PLLC
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Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	327000.10857NTMATRIA1CLE
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

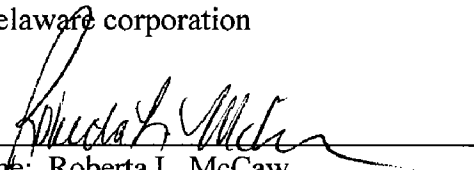
Ladies and Gentlemen:

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,

MATRIA HEALTHCARE, INC.,
a Delaware corporation

By: 
Name: Roberta L. McCaw
Title: Secretary

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

TRADEMARK
REEL: 003252 FRAME: 0642

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: 0643

Schedule 1
Matria Healthcare, Inc.
(Delaware Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
FACET TECHNOLOGIES	2841853	5/11/04
FACET TECHNOLOGIES	2745320	7/29/03
BABYLINK	3004269	10/4/05
WINDOW OF CARE	2931729	3/8/05
THE HEALTH ENHANCEMENT COMPANY	2778802	10/28/03
FACET	2738887	7/15/03
FACET TECHNOLOGIES	2877942	8/24/04
WELL FOCUS	2664086	12/17/02
NETNURSE	2451800	5/15/01
MATERNALINK	2277168	9/14/99
MATRIA	2053608	4/15/97
MATRIA HEALTHCARE	2053602	4/15/97
BABY AND BEYOND	1924323	10/3/95
Design Only	1913309	8/22/95
BABYLINE	1915721	8/29/95
TRIMESTER	1913308	8/22/95
PERIDATA	1579562	1/23/90
SYSTEM 37	1576235	1/9/90
CARELINK	1556290	9/12/89
GENESIS	1499423	8/9/88
Design Only	1365409	10/15/85
TOKOS	1405644	8/19/86
TERM GUARD	1364320	10/8/85
HEALTHDYNE	1183590	12/29/81

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