

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Project Metro Acquisition, LLC		09/29/2005	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Med-Data Management, LLC		
<b>Street Address:</b>	100 North Point Center East		
<b>Internal Address:</b>	Suite 200		
<b>City:</b>	Alpharetta		
<b>State/Country:</b>	GEORGIA		
<b>Postal Code:</b>	30022		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2718148	MEDGICIAN	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(404)250-1708		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	404 257 1708		
<b>Email:</b>	joan@joandillonlaw.com		
<b>Correspondent Name:</b>	Joan L. Dillon		
<b>Address Line 1:</b>	3530 Ashford Dunwoody Road		
<b>Address Line 2:</b>	PMB 235		
<b>Address Line 4:</b>	Atlanta, GEORGIA 30309		
<b>ATTORNEY DOCKET NUMBER:</b>	PROJECTMETCONMEDDATA		
<b>NAME OF SUBMITTER:</b>	Joan L. Dillon		
<b>Signature:</b>	/Joan L. Dillon/		

OP \$40.00 2718148

Date:

10/20/2006

**Total Attachments: 2**

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AMENDED AND RESTATED  
CERTIFICATE OF FORMATION  
OF  
PROJECT METRO ACQUISITION, LLC

Under Section 18-201 of the Delaware  
Limited Liability Company Act

This Amended and Restated Certificate of Formation of Project Metro Acquisition, LLC (the "Company") is entered into this 29 day of September, 2005 by its sole member (the "Member") and is being duly executed and filed by the undersigned pursuant to and in accordance with the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.), as amended from time to time;

WHEREAS, the Company was formed pursuant to that certain Certificate of Formation dated as of June 1, 2005 (the "Original Certificate"), filed in the Office of the Secretary of State of the State of Delaware on June 1, 2005; and

WHEREAS, the Member desires to amend and restate the Original Certificate in its entirety to change the name of the Company to Med-Data Management, LLC.

NOW, THEREFORE, in consideration of the foregoing, the Company hereby amends and restates the Original Certificate as follows:

FIRST: The name of the limited liability company formed hereby is Med-Data Management, LLC.

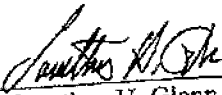
SECOND: The address of the Company's registered office in the State of Delaware is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, Delaware 19808.

THIRD: The name of the Company's registered agent for service of process at that address is Corporation Service Company, 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, Delaware 19808.

FOURTH: This Amended and Restated Certificate of Formation shall be effective on the date it is filed with the Secretary of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Formation as of the date first above written.

MEDASSETS, INC.

By:   
Name: Jonathan H. Glenn  
Title: Vice President