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FORM PTO-1594
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS:

Please record the attached original documents or copy thereof.

ATTORNEY DOCKET NO.: 03095.1006

1. Name of conveying party(ies):

CareSouth Home Health Services, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation -- State: Georgia
- Other

Additional names of conveying party(ies) attached?

- YES
- NO

2. Name and address of receiving party(ies):

Name: CareSouth Health Systems, Inc.

Internal Address:

Street Address: 577 Mulberry Street, Suite 1200

City: Macon

State: Georgia

Zip: 31201

- Individual(s)
- 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

DESIGNATION MUST BE A SEPARATE DOCUMENT FROM ASSIGNMENT.

Additional name(s) and address(es) attached?

- YES
- NO

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3. Nature of conveyance:

<input checked="" type="checkbox"/> Assignment	<input type="checkbox"/> Merger	<input type="checkbox"/> Other
<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Change of Name	

Execution Date: January 4, 1999

EFFECTIVE DATE: March 1, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s):

B. Trademark Registration No.(s): 2,154,810

Additional numbers attached? YES NO

5. Name and address of party to whom correspondence concerning document should be mailed:

William H. Needle
NEEDLE & ROSENBERG, P.C.
Suite 1200, The Candler Building
127 Peachtree Street, N.E.
Atlanta, Georgia 30303-1811
(404) 688-0770

6. Total number of applications and registrations involved:
1

7. Total fee (37 CFR 3.41): \$40.00

Enclosed

Authorized to be charged to Deposit Account.

The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment, to Deposit Account No. 14-0629.

8. Deposit account number: 14-0629
=====

(Attach duplicate copy of this form if paying by deposit account)

9. 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.

William H. Needle
William H. Needle

4-9-99
Date

Total Number of Pages Including Cover Sheet, Attachments, and Document: 3

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: BOX ASSIGNMENT, Assistant Commissioner for Patents, Washington, D.C. 20231, on this 9th day of April, 1999.

William H. Needle
William H. Needle

4-9-99
Date

ASSIGNMENT

This assignment is made *Nunc Pro Tunc* effective March 1, 1998 (upon which date a service mark application existed that has since issued as a registered mark), by and between CareSouth Home Health Services, Inc, a Georgia corporation, whose address is 577 Mulberry Street, Suite 1200, Macon, Georgia 31201 (hereinafter referred to as "Assignor") and CareSouth Health System, Inc., a Delaware corporation, whose address is 577 Mulberry Street, Suite 1200, Macon, Georgia 31201 (hereinafter referred to as "Assignee");

WHEREAS, Assignor has adopted and used in its business, and is the owner of the following service mark and registration therefor:

"CARESOUTH", U.S. Registration No. 2,154,810 registered May 5, 1998; and

WHEREAS, Assignee is desirous of acquiring said mark and registration therefor;

NOW, THEREFORE, for and in consideration of the sum of Five Dollars (\$5.00), the sufficiency and receipt of which are hereby acknowledged, Assignor does, *nunc pro tunc*, as of March 1, 1998, assign and transfer unto Assignee, the entire right, title and interest in and to said mark and registration therefor, together with the goodwill of the business connected with the use of and symbolized by the mark, and the right to sue for, and collect damages for, past infringement of said mark.

I declare under penalty of perjury that the foregoing is true and correct per 28 USC Section 1746.

CARESOUTH HOME HEALTH SERVICES, INC.

By: *Rick W. Griffin* (L.S.)
Rick W. Griffin
Executive Vice President & General Counsel

1/4/99
Date