

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
RehabWorks, Inc.		10/25/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	RehabWorks, LLC
Street Address:	11350 McCormick Road
Internal Address:	Suite 600
City:	Hunt Valley
State/Country:	MARYLAND
Postal Code:	21031
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Registration Number:	1493694	REHABWORKS, INC.
Registration Number:	2257462	REHABWORKS WORKING TOGETHER TO ACHIEVE FULL POTENTIAL

CORRESPONDENCE DATA	
Fax Number:	(215)656-3301
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	215-656-3309
Email:	darius.gambino@piperrudnick.com
Correspondent Name:	Darius C. Gambino
Address Line 1:	1650 Market Street
Address Line 2:	Suite 4900
Address Line 4:	Philadelphia, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER:	SHS-04-1252, -1253
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NAME OF SUBMITTER:	Darius C. Gambino
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Total Attachments: 3

900014451

**TRADEMARK
 REEL: 002962 FRAME: 0161**

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TRADEMARK ASSIGNMENT

This Trademark Assignment (the "*Assignment*") is entered into as of October 25, 2004, by and between RehabWorks, Inc., a Delaware corporation (the "*Assignor*") and RehabWorks, LLC, a Delaware corporation (the "*Assignee*").

WHEREAS, the Assignor is the owner of all right, title and interest in and to the Trademarks and the Registrations listed on the attached Schedule A (collectively, the "Marks"); and

WHEREAS, Assignor is desirous of assigning, and Assignee is desirous of obtaining, all right, title and. interest in and to the marks.

NOW THEREFORE, for good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns, transfers and conveys unto Assignee all right, title, and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, the same to be held and enjoyed by Assignee for its own, and for the use and enjoyment of its successors, assigns and/or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made; together with all claims for damages by reason of past infringement of the Marks, with the right to sue for, and collect the same for its own use and behalf, and for the use on behalf of its successors, assigns, or other legal representatives.

IN WITNESS WHEREOF, the undersigned have executed this Assignment, under seal, as of the date first above written.

REHABWORKS, INC.

[Signature]
Witness/Attest

By: [Signature]
Thomas B. Guild
Senior Vice President

[SEAL]

State of Maryland)
) ss.:
County of Baltimore)

On this 25TH day of OCTOBER, 2004, before me the undersigned, a Notary Public for the State of Maryland, personally appeared Thomas B. Guild, personally known to me (or proved to me on the basis of satisfactory evidence) to be the Senior Vice President of RehabWorks, Inc., and that he signed his name to the within instrument in such capacity.

[Signature]
RACHEL E. WILLIAMS
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires February 1, 2006

My commission expires: 2/1/06

REHABWORKS, LLC

[Signature]
Witness/Attest

By: [Signature]
Thomas B. Guild
Senior Vice President

[SEAL]

State of Maryland)
) ss.:
County of Baltimore)

On this 25TH day of OCTOBER, 2004, before me the undersigned, a Notary Public for the State of Maryland, personally appeared Thomas B. Guild, personally known to me (or proved to me on the basis of satisfactory evidence) to be the Senior Vice President of RehabWorks, LLC, and that he signed his name to the within instrument in such capacity.

[Signature]
Notary Public
RACHEL E. WILLIAMS
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires February 1, 2006

My commission expires: 2/1/06

Schedule A

Jurisdiction	Trademark	Registration No.
United States	REHABWORKS, INC.	1,493,694
United States	REHABWORKS WORKING TOGETHER TO ACHIEVE FULL POTENTIAL (And Design)	2,257,462