

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
-------------------------	----------------

<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest
------------------------------	--------------------------------------

<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
REHABCARE GROUP, INC.		10/12/2004	CORPORATION: DELAWARE

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Bank of America, N.A., as Administrative Agent
<b>Street Address:</b>	231 South LaSalle Street
<b>Internal Address:</b>	IL1-231-08-30
<b>City:</b>	Chicago
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60697
<b>Entity Type:</b>	national banking association: UNITED STATES

<b>PROPERTY NUMBERS Total: 2</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
Serial Number:	78431176	REHAB CARE DELIVERING THE POST-ACUTE CONTINUUM
Serial Number:	78431172	

<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(919)416-8339
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Phone:</b>	919 286-8049
<b>Email:</b>	PTO_TMconfirmation@mvalaw.com
<b>Correspondent Name:</b>	Moore & Van Allen PLLC
<b>Address Line 1:</b>	430 Davis Drive
<b>Address Line 2:</b>	Suite 500
<b>Address Line 4:</b>	Morrisville, NORTH CAROLINA 27560

<b>ATTORNEY DOCKET NUMBER:</b>	327000.9839 JES
--------------------------------	-----------------

<b>NAME OF SUBMITTER:</b>	John E. Slaughter
---------------------------	-------------------

Total Attachments: 4  
 source=NGSI-T RehabCare Group, Inc#page1.tif

OP \$65.00 78431176

source=NGSI-T RehabCare Group, Inc#page2.tif  
source=NGSI-T RehabCare Group, Inc#page3.tif  
source=NGSI-T RehabCare Group, Inc#page4.tif

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, dated as of October 12, 2004 (the "Security Agreement"), by and among the Grantors party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, 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 Administrative Agent for the benefit of the holders of the Secured Obligations.

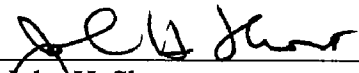
The Grantors and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

[Signatures on Following Pages]

Very truly yours,

---

REHABCARE GROUP, INC,  
a Delaware corporation

By:   
Name: John H. Short  
Title: Chief Executive Officer

Grantor's Address:

RehabCare Group, Inc.  
7733 Forsyth Boulevard, Suite 1700  
St. Louis, Missouri 63105

REHABCARE GROUP, INC.  
NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

**TRADEMARK**  
**REEL: 002983 FRAME: 0779**

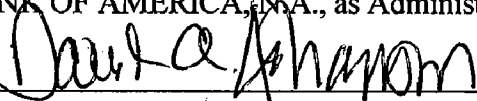
Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By:

Name:

Title:



David A. Johanson  
Vice President

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

**TRADEMARK**  
**REEL: 002983 FRAME: 0780**

**Schedule 1**

**RehabCare Group, Inc.  
(Delaware Corporation)**

**U.S. Trademarks**

**Pending Applications**

<b>Mark</b>	<b>Application No.</b>	<b>Filing Date</b>
REHAB CARE DELIVERING THE POST-ACUTE CONTINUUM and Design	78431176	06/07/04
Design only	78431172	06/07/04