

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Notice of Grant of Security Interest
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CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
REHABCARE GROUP MANAGEMENT SERVICES, INC.		10/12/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	1453225	REHABCARE
Registration Number:	1350149	REHABCARE

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
 Address Line 1: 430 Davis Drive
 Address Line 2: Suite 500
 Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	327000.9839 JES
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NAME OF SUBMITTER:	John E. Slaughter
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Total Attachments: 4

OP \$65.00 1453225

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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, 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 MANAGEMENT SERVICES ,
INC, a Delaware corporation

By: 

Name: Vincent L. Germanese

Title: Senior Vice President and Chief Financial Officer

Grantor's Address:

7733 Forsyth Boulevard, Suite 1700
St. Louis, Missouri 63105

Acknowledged and Accepted:

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

By:

Name:

Title:

David A. Johanson

David A. Johanson
Vice President

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

TRADEMARK
REEL: 002983 FRAME: 0912

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

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
REHABCARE	1453225	08/18/87
REHABCARE	1350149	07/16/85