

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
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<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest
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<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
AMERICAN VITALCARE, INC.		10/12/2004	CORPORATION: CALIFORNIA

<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: 3</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
Registration Number:	2056837	LIFE WITH DIGNITY AND ...HOPE
Registration Number:	1952151	VITALTEAM
Registration Number:	1952150	THE ACUTE CARE ALTERNATIVE

<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
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<b>NAME OF SUBMITTER:</b>	John E. Slaughter
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Total Attachments: 4

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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

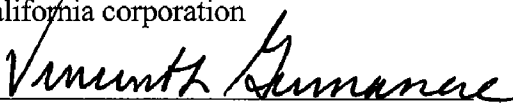
Please be advised that pursuant to the Security Agreement, dated as of October 12, 2004 (the "Security Agreement"), by and among the Grantors party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders 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,

AMERICAN VITALCARE, INC,  
a California 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:

David A. Johanson

Title:

Vice President

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

**TRADEMARK**  
**REEL: 002983 FRAME: 0944**

**Schedule 1**

**American VitalCare, Inc.  
(California Corporation)**

**U.S. Trademarks**

**Registered Marks**

Mark	Registration No.	Registration Date
LIFE WITH DIGNITY AND...HOPE	2056837	04/29/97
VITALTEAM	1952151	01/30/96
THE ACUTE CARE ALTERNATIVE	1952150	01/30/96