

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>		NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>		ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL	
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
SemperCare, Inc.		06/01/2005	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	SelectMark, Inc.		
<b>Street Address:</b>	103 Foulk Road		
<b>Internal Address:</b>	Suite 232		
<b>City:</b>	Wilmington		
<b>State/Country:</b>	DELAWARE		
<b>Postal Code:</b>	19803		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2427075	QUALMAX	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(302)654-8333		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	800-643-8250		
<b>Email:</b>	gt@tandtlegal.com		
<b>Correspondent Name:</b>	Gary Tannenbaum, Esq.		
<b>Address Line 1:</b>	1201 N. Orange Street		
<b>Address Line 2:</b>	Suite 728		
<b>Address Line 4:</b>	Wilmington, DELAWARE 19801		
<b>NAME OF SUBMITTER:</b>		Gary Tannenbaum	
<b>Signature:</b>		/gary tannenbaum/	
<b>Date:</b>		06/23/2005	

OP \$40.00 2427075

Total Attachments: 2

source=service mark assignment#page1.tif

source=service mark assignment#page2.tif

**EXHIBIT B**

**SERVICE MARK PURCHASE AGREEMENT**

SERVICE MARK ASSIGNMENT

THIS ASSIGNMENT, dated to be effective as of June 1, 2005, and made by SemperCare, Inc. whose principal office is located at 4718 Old Gettysburg Road, Mechanicsburg, PA 17055 (or "SemperCare"), recites and provides:

WHEREAS, SemperCare is the owner of all right, title and interest in and to the SEMPERCARE trade marks, trade names and/or service marks used in connection with long-term acute care hospital services provided by Seller and its affiliated companies, which are identified on Schedule A attached hereto (hereinafter, the "Marks").

AND WHEREAS, SelectMark, Inc., a Delaware corporation whose sole office is located at Suite 232, 103 Foulk Road, Wilmington, DE 19803 (or "SelectMark"), is desirous of acquiring said Marks;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, SemperCare does hereby assign and transfer unto said SelectMark, and for SelectMark's successors and assigns, all right, title and interest in and to each of said Marks, together with the goodwill of the business symbolized by said Marks; and any state or federal registrations of the Marks, if any; and all income, royalties, damages, and payments now or hereafter due or payable in respect of the Marks; and in and to all causes of action (either in law or in equity) and the right to sue, counterclaim, and recover for past, present, or future infringement of the rights assigned to SelectMark under this Assignment.

IN WITNESS WHEREOF, this instrument has been duly executed by a duly authorized officer of SemperCare to be effective on June 1, 2005.

**SEMPERCARE, INC.**

By: Michael E. Tarvin  
Name: Michael E. Tarvin  
Title: Vice President

**SCHEDULE A  
TO  
SERVICE MARK ASSIGNMENT**

IDENTIFICATION OF MARKS

**Federal Trademark Registrations**

<u>NAME</u>	<u>REG. Number</u>	<u>ISSUE DATE</u>
QUALMAX	2427075	February 6, 2001

**Common Law Marks**

SEMPERCARE

SEMPERCARE HOSPITAL

SEMPERCARE INTEGRATING A NEW LEVEL OF CARE

SEMPERCARE HOSPITAL INTEGRATING A NEW LEVEL OF CARE



SemperCare



SemperCare

INTEGRATING A NEW LEVEL OF CARE



SemperCare Hospital



SemperCare Hospital

INTEGRATING A NEW LEVEL OF CARE



SemperCare  
Hospital



SemperCare  
Hospital

INTEGRATING A NEW LEVEL OF CARE