

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
RehabCare Group, Inc.		06/16/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Collateral 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: 6

Property Type	Number	Word Mark
Serial Number:	78431176	REHAB CARE DELIVERING THE POST-ACUTE CONTINUUM
Serial Number:	78431172	
Serial Number:	78799915	DELIVERING THE POST-ACUTE CONTINUUM
Serial Number:	78908056	
Serial Number:	78907278	HELPING PEOPLE REGAIN THEIR LIVES
Serial Number:	78907264	REHAB CARE

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

OP \$165.00 78431176

Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER: 017625.9839NT2REHABJES

NAME OF SUBMITTER: John E. Slaughter

Signature: /John E. Slaughter/

Date: 07/17/2006

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 Amended and Restated Security Agreement dated as of June 16, 2006 (the "Security Agreement") by and among the Grantors party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Collateral Agent (the "Collateral 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 Collateral Agent for the benefit of the holders of the Secured Obligations.

The Grantors and the Collateral 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 PAGE]

Very truly yours,

REHABCARE GROUP, INC.,
a Delaware corporation

By: *J.W. Shreiner*
Name: Jay W. Shreiner
Title: Vice President and Chief Financial Officer

Grantor's Address: RehabCare Group, Inc.
7733 Forsyth Blvd., 23rd Floor
St. Louis, MO 63105

Acknowledged and Accepted:

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

By: _____
Name:
Title:

Very truly yours,

REHABCARE GROUP, INC.,
a Delaware corporation

By: _____

Name:

Title:

Grantor's Address: RehabCare Group, Inc.
7733 Forsyth Blvd., 23rd Floor
St. Louis, MO 63105

Acknowledged and Accepted:

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

By: 

Name:

David A. Johanson

Title:

Vice President

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

TRADEMARK
REEL: 003349 FRAME: 0612

Schedule 1

RehabCare Group, Inc.
(Delaware Corporation)

U.S. Trademarks

Pending Applications

Mark	Application No.	Filing Date
REHAB CARE DELIVERING THE POST-ACUTE CONTINUUM and Design	78431176	06/07/04
Design only	78431172	06/07/04
DELIVERING THE POST-ACUTE CONTINUUM	78799915	
Heart and Hand logo	78908056	
HELPING PEOPLE REGAIN THEIR LIVES	78907278	
REHAB CARE and heart and hand logo	78907264	