

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
American VitalCare, inc.		06/16/2006	CORPORATION: CALIFORNIA
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: 3			
Property Type	Number	Word Mark	
Registration Number:	2056837	LIFE WITH DIGNITY AND ...HOPE	
Registration Number:	1952151	VITALTEAM	
Registration Number:	1952150	THE ACUTE CARE ALTERNATIVE	
CORRESPONDENCE DATA			
Fax Number:	(919)416-8339		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
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:	327000.9839NT2AMVITALJES		
NAME OF SUBMITTER:	John E. Slaughter		

OP \$90.00 2056837

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,

AMERICAN VITALCARE, INC.,
a California corporation

By: *J. W. Shreiner*

Name: Jay W. Shreiner

Title: Vice President and Chief Financial Officer

Grantor's Address: American VitalCare, Inc.
c/o 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,

AMERICAN VITALCARE, INC.,
a California corporation

By: _____

Name:

Title:

Grantor's Address: American VitalCare, Inc.
c/o 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:

David A. Johanson
Vice President

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

TRADEMARK
REEL: 003349 FRAME: 0625

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