

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|---|--|-----------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Notice of Grant of Security Interest | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| RehabCare Group Management Services, 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: 2 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 1453225 | REHABCARE | |
| Registration Number: | 1350149 | REHABCARE | |
| 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: | 327000.9839NT2REHAGRUPJES | | |
| NAME OF SUBMITTER: | John E. Slaughter | | |

OP \$65.00 1453225

| | |
|---|---------------------|
| Signature: | /John E. Slaughter/ |
| Date: | 07/17/2006 |
| Total Attachments: 4 source=NGSI-T2 RehabCare Group Management#page1.tif source=NGSI-T2 RehabCare Group Management#page2.tif source=NGSI-T2 RehabCare Group Management#page3.tif source=NGSI-T2 RehabCare Group Management#page4.tif | |

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 MANAGEMENT SERVICES,
INC.,
a Delaware corporation

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

Grantor's Address: RehabCare Group Management
Services, 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,

REHABCARE GROUP MANAGEMENT SERVICES,
INC.,
a Delaware corporation

By: _____

Name:

Title:

Grantor's Address: RehabCare Group Management
Services, 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: 0760

Schedule 1

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 |