

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
Carroll Healthcare Inc.		02/12/2007	Corporation: Ontario:
RECEIVING PARTY DATA			
Name:	National City Bank, as Multicurrency Collateral Agent		
Street Address:	629 Euclid Avenue		
Internal Address:	Locator 01-3028		
City:	Cleveland		
State/Country:	OHIO		
Postal Code:	44114		
Entity Type:	CORPORATION: OHIO		
PROPERTY NUMBERS Total: 8			
Property Type	Number	Word Mark	
Registration Number:	2178194	CARROLL HEALTHCARE	
Registration Number:	2360544	CARROLL'S SOLO	
Registration Number:	2451364	ALLTO	
Registration Number:	2632824	ARRO	
Registration Number:	2742142	THINK SOFT	
Registration Number:	2808986	LONG TERM SOLUTIONS FOR LONG TERM CARE	
Registration Number:	2889549	THERA-MAX-HFS	
Registration Number:	2925558	CARROLL ASSIST RAIL	
CORRESPONDENCE DATA			
Fax Number:	(919)416-8363		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	9192868041		
Email:	pto_tmconfirmation@mvalaw.com		
Correspondent Name:	Moore & Van Allen PLLC		

OP \$215.00 2178194

900071680

TRADEMARK
REEL: 003499 FRAME: 0282

Address Line 1: 430 Davis Drive
Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	017625.3839NTCARROLLHEEAR
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NAME OF SUBMITTER:	Ellen A. Rubel
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Signature:	/Ellen A. Rubel/
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Date:	03/14/2007
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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 U.S. Security and Pledge Agreement dated as of February 12, 2007 (the "Security Agreement") by and among the Obligors thereto (each an "Obligor" and collectively, the "Obligors") and National City Bank, as Multicurrency Collateral Agent (the "Collateral Agent") for the lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks shown below to the Collateral Agent for the ratable benefit of the Lenders:


TRADEMARKS

See attached Schedule A.

The Obligors and the Collateral Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks (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.

Very truly yours,

CARROLL HEALTHCARE INC.,
an Ontario corporation

By: 
Name: GERALD B. BLOUCH
Title: PRESIDENT

Acknowledged and Accepted:

NATIONAL CITY BANK,
as Multicurrency Collateral Agent

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

NATIONAL CITY BANK,
as Multicurrency Collateral Agent

By: 

Name: Robert S. Coleman

Title: Senior Vice President

**Carroll Healthcare Inc.
(Ontario Corporation)****U.S. Trademarks****Registered Marks**

Mark	Registration No.	Registration Date
CARROLL HEALTHCARE and Design	2178194	8/4/98
CARROLL'S SOLO and Design	2360544	6/20/00
ALLTO and Design	2451364	5/15/01
ARRO	2632824	10/8/02
THINK SOFT	2742142	7/29/03
LONG TERM SOLUTIONS FOR LONG TERM	2808986	1/27/04
THERA-MAX-HFS	2889549	9/28/04
CARROLL ASSIST RAIL	2925558	2/8/05