

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
RehabWorks, LLC		06/16/2006	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Bank of America, N.A., as Collateral Agent
<b>Street Address:</b>	231 S. LaSalle Street
<b>Internal Address:</b>	IL1-231-08-30
<b>City:</b>	Chicago
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60697
<b>Entity Type:</b>	national banking association: UNITED STATES

**PROPERTY NUMBERS Total: 18**

Property Type	Number	Word Mark
Registration Number:	3041345	REHABPLUS
Registration Number:	3035587	THE RIGHT COMPANY THE RIGHT PEOPLE THE RIGHT BENEFITS + THE RIGHT TRAINING = THE RIGHT CHOICE
Registration Number:	3028649	REHABWORKINGS
Registration Number:	3035499	THE RIGHT CHOICE
Registration Number:	3035498	THE RIGHT CHOICE FOR YOUR CAREER
Registration Number:	3035456	THE RIGHT PEOPLE THE RIGHT TRAINING THE RIGHT DIRECTION + THE RIGHT RESOURCES THE RIGHT RESULTS
Registration Number:	3040955	PASSIONATE PEOPLE PROVIDING POWERFUL PROGRAMS
Registration Number:	3040954	THE RIGHT RESULTS
Registration Number:	3045559	THE RIGHT DIRECTION
Registration Number:	3045558	RECAPTURE THE STRENGTH: A SENIOR WELLNESS PROGRAM

OP \$465.00 3041345

Registration Number:	3040911	REHAB WITH RESULTS!
Registration Number:	1493694	REHABWORKS
Serial Number:	78771538	THE CLINICAL EDGE
Serial Number:	78770031	LIFEWORCS
Serial Number:	78728888	THERAPY DENIAL SOLUTIONS
Serial Number:	78520010	REHABWORKS DATALINK
Serial Number:	78502228	THERAPY CONNECTIONS
Serial Number:	78502002	THERAPY CONNECTION FOR KIDS

**CORRESPONDENCE DATA**

Fax Number: (919)416-8363  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 9192868041  
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:	327000.9839NTREHABWKSJES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	05/21/2007

Total Attachments: 3  
source=NGSI-T Rehabworks#page1.tif  
source=NGSI-T Rehabworks#page2.tif  
source=NGSI-T Rehabworks#page3.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,

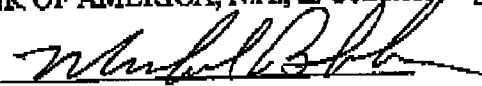
REHABWORKS, LLC,  
a Delaware limited liability company

By:   
Name: DAVID BROCE  
Title: SR. V.P.

Grantor's Address: RehabWorks, LLC  
c/o RehabCare Group, Inc.  
7733 Forsyth Blvd., 23<sup>rd</sup> Floor  
St. Louis, MO 63105

Acknowledged and Accepted:

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

By:   
Name: Michael Brashler  
Title: Vice President

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

# Schedule 1

## RehabWorks, LLC (Delaware limited liability company)

### U.S. Trademarks

#### Registered Marks

Mark	Registration No.	Registration Date
REHABPLUS	3041345	01/10/06
THE RIGHT COMPANY THE RIGHT PEOPLE THE RIGHT BENEFITS + THE RIGHT TRAINING = THE RIGHT CHOICE and Design	3035587	12/27/05
REHABWORKS	3028649	12/13/05
THE RIGHT CHOICE	3035499	12/27/05
THE RIGHT CHOICE FOR YOUR CAREER	3035498	12/27/05
THE RIGHT PEOPLE THE RIGHT TRAINING THE RIGHT DIRECTION + THE RIGHT RESOURCES THE RIGHT RESULTS and Design	3035456	12/27/05
PASSIONATE PEOPLE PROVIDING POWERFUL PROGRAMS	3040955	01/10/06
THE RIGHT RESULTS	3040954	01/10/06
THE RIGHT DIRECTION	3045559	01/17/06
RECAPTURE THE STRENGTH: A SENIOR WELLNESS PROGRAM	3045558	01/17/06
REHAB WITH RESULTS!	3040911	01/10/06
REHABWORKS	1493694	06/21/88

#### Pending Applications

Mark	Application No.	Filing Date
THE CLINICAL EDGE	78771538	12/12/05
LIFEWORCS	78770031	12/09/05
THERAPY DENIAL SOLUTIONS	78728888	10/07/05
REHABWORKS DATALINK	78520010	11/19/04
THERAPY CONNECTIONS	78502228	10/19/04
THERAPY CONNECTION FOR KIDS	78502002	10/19/04