

**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		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
VTA Management Services, LLC		06/16/2006	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<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		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2836227	WORKING WITH VTA... ...THE PROFESSIONAL CHOICE THE ONLY CHOICE	
<b>Registration Number:</b>	2836226	VTA	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(919)416-8363		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	9192868041		
<b>Email:</b>	pto_tmconfirmation@mvalaw.com		
<b>Correspondent Name:</b>	Moore & Van Allen PLLC		
<b>Address Line 1:</b>	430 Davis Drive		
<b>Address Line 2:</b>	Suite 500		
<b>Address Line 4:</b>	Morrisville, NORTH CAROLINA 27560		
<b>ATTORNEY DOCKET NUMBER:</b>	327000.9839NTVTAJES		

**OP \$65.00 2836227**

NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	05/21/2007
Total Attachments: 3 source=NGSI-T VTA#page1.tif source=NGSI-T VTA#page2.tif source=NGSI-T VTA#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,

VTA MANAGEMENT SERVICES, LLC,  
a Delaware limited liability company

By: 

Name: DAVID C. GRACE

Title: SR. V. P.

Grantor's Address: VTA Management Services,  
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

TRADEMARK  
REEL: 003545 FRAME: 0781

**Schedule 1**

**VTA Management Services, LLC  
(Delaware limited liability company)**

**U.S. Trademarks**

**Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
WORKING WITH VTA... ...THE PROFESSIONAL CHOICE THE ONLY CHOICE	2836227	04/27/04
VTA	2836226	04/27/04