

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Gentiva Health Services Holding Corp.		08/06/2008	CORPORATION:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Gentiva CareCentrix, Inc.		
<b>Street Address:</b>	3 Huntington Quadrangle		
<b>City:</b>	Melville		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	11747		
<b>Entity Type:</b>	CORPORATION:		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3373844	CARECENTRIX	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(404)527-4198		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(404) 527-4000		
<b>Email:</b>	mlaip@mckennalong.com		
<b>Correspondent Name:</b>	Frank S. Benjamin		
<b>Address Line 1:</b>	303 Peachtree Street, N.E.		
<b>Address Line 2:</b>	Suite 5300		
<b>Address Line 4:</b>	Atlanta, GEORGIA 30308		
<b>ATTORNEY DOCKET NUMBER:</b>	4312.0028		
<b>NAME OF SUBMITTER:</b>	Frank S. Benjamin		
<b>Signature:</b>	/fsb/		

CH \$40.00 3373844

Date:

08/14/2008

Total Attachments: 2

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## TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT AGREEMENT (the "Agreement") is made as of this 6th day of August 2008 (the "Effective Date") by and between Gentiva CareCentrix, Inc., a corporation having its principal office at 3 Huntington Quadrangle, Melville, New York 11747 ("Assignee") and Gentiva Health Services Holding Corp., a corporation having its principal office at 3 Huntington Quadrangle, Melville, New York 11747 ("Assignor").

WHEREAS, Assignor is the owner of and has obtained registration for and common law rights in the trademark and service mark and has established good will therein, as identified and described in Exhibit A attached hereto and incorporated herein by reference (the "Mark");

WHEREAS, Assignor has agreed to assign to Assignee, all of Assignor's right, title and interest in and to the Mark, including the good will therein; and

NOW THEREFORE, in consideration of the mutual promises of the parties and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. *Assignment.*

Assignor hereby irrevocably assigns, transfers and conveys to Assignee all right, title and interest which it may hold in and to the Mark, together with the common law rights, registration, the good will of the business symbolized by all of the foregoing, including but not limited to, the right to sue for past infringement by third parties, and the right to register and use the Mark (and variations thereof) without limitation.

2. *General Provisions.*

The parties hereto agree to sign any other documents or perform such other and further its as are reasonably requested by the other party, to give effect to the purposes of this Agreement. This Agreement (including Exhibit A) contains the entire understanding of the parties with respect to the subject matter hereof and supersedes all prior agreements, communications and understandings between the parties with respect to the subject matter of this Agreement. This Agreement shall not be altered or otherwise amended except pursuant to an instrument in writing signed by the parties hereto. This Agreement may be executed by facsimile signature and in any number of counterparts, and each such counterpart hereof shall be deemed to be an original instrument, but all such counterparts together shall constitute but one agreement.

IN WITNESS WHEREOF, the parties hereto have signed and delivered this Agreement as of the date first above written.

GENTIVA CARECENTRIX, INC.:

GENTIVA HEALTH SERVICES HOLDING CORP.:

By: Stephen B. Paige  
Stephen B. Paige  
Senior Vice President, General Counsel and  
Secretary

By: Stephen B. Paige  
Stephen B. Paige  
Senior Vice President, General Counsel and  
Secretary

EXHIBIT A

Trademarks

<u>Trademark</u>	<u>Int'l Class</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Registrant</u>
CARECENTRIX & Design	16, 35, 44, 45	3,373,844	January 22, 2008	Gentiva Health Services Holding Corp.