

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
VistaCare, Inc.		01/22/2009	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Odyssey HealthCare, Inc.		
Street Address:	717 N. Harwood		
Internal Address:	Suite 1500		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75201		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2977864	EXCELLENCE WITHOUT EXCEPTION	
Registration Number:	2672152	VISTACARE	
Registration Number:	3310236	VISTACARE EXCELLENCE WITHOUT EXCEPTION.	
CORRESPONDENCE DATA			
Fax Number:	(713)615-5803		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	713-758-1105		
Email:	sbrown@velaw.com		
Correspondent Name:	W. Scott Brown		
Address Line 1:	1101 Fannin Street		
Address Line 2:	2500 First City Tower		
Address Line 4:	Houston, TEXAS 77002-6760		
ATTORNEY DOCKET NUMBER:	ODY350		
NAME OF SUBMITTER:	W. Scott Brown		

CH \$90.00 2977864

Signature:

/wsb/

Date:

01/26/2009

Total Attachments: 3

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TRADEMARK ASSIGNMENT

This Assignment (this "Assignment") is entered into to be effective as of the close of business on January 22, 2009, by and among VistaCare, Inc., a Delaware corporation ("Assignor"), and Odyssey HealthCare, Inc., a Delaware corporation, ("Assignee"), having its principal place of business at Suite 1500, 717 N. Harwood, Dallas, Texas 75201.

WHEREAS, Assignor is the owner of record of the below listed United States registrations (hereinafter the marks subject to such registrations are referred to as the "Marks"):

MARK	SERIAL/REGISTRATION NO.
EXCELLENCE WITHOUT EXCEPTION	2,977,864
VISTACARE	2,672,152
VISTACARE & DESIGN	3,310,236

WHEREAS, pursuant to the Credit Agreement, recorded in the United States Patent and Trademark Office at Reel/Frame 3741/0924, dated as of March 6, 2008 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), among ODYSSEY HEALTHCARE OPERATING A, LP, a Delaware limited partnership ("OpCoA"), ODYSSEY HEALTHCARE OPERATING B, LP, a Delaware limited partnership ("OpCoB"), HOSPICE OF THE PALM COAST, INC., a Florida not for profit corporation ("Palm Coast"), OHC INVESTMENT, INC., a Delaware corporation ("AcquisitionCo"), to be merged with and into VISTACARE, INC., a Delaware corporation ("Target"), the other Credit Parties signatory thereto; GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation (in its individual capacity, "GECC"), for itself, as a

Lender, and as Agent for Lenders and the other Lenders, the Marks are subject to security interests granted therein.

NOW, THEREFORE, in consideration of the foregoing and of the mutual promises hereinafter set forth, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee agree as follows:

Assignor hereby sells, transfers, conveys, assigns, and delivers to the Assignee, subject to the security interests granted in favor of GECC and the other Lenders, and the Assignee hereby accepts, all right, title, and interest in and to all of Assignor's Marks, throughout the world, all foreign and domestic registrations of the Marks, and any applications to register the Marks, together with the good will of the business symbolized by the Marks, including, without limitation, any and all causes of action and other rights assertable under the Marks, the right to sue third parties for infringement of or improper activities regarding the Marks, and the right to enjoy all of the monetary benefits obtained as a result of any such litigation, the same to be held and enjoyed by Assignee, its successors and assigns, as fully and entirely as the same would have been held and enjoyed by Assignor had this Assignment not been made.

[Remainder of page intentionally left blank.]

ASSIGNOR:

VISTACARE, INC.

By: 

Name: W. Bradley Bickham

Title: SVP and General Counsel

Date: January 22, 2009

ASSIGNEE:

ODYSSEY HEALTHCARE, INC.

By: 

Name: W. Bradley Bickham

Title: SVP and General Counsel

Date: January 22, 2009

FINAL