

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|-----------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Notice of Grant of Security Interest | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| StrataCare, Inc. | | 04/30/2009 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | BB&T Capital Partners/Windsor Mezzanine Fund, LLC | | |
| Street Address: | 101 N. Cherry St. | | |
| Internal Address: | Suite 700 | | |
| City: | Winston-Salem | | |
| State/Country: | NORTH CAROLINA | | |
| Postal Code: | 27101 | | |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE | | |
| PROPERTY NUMBERS Total: 4 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2714024 | STRATACARE | |
| Registration Number: | 2636774 | STRATAWARE | |
| Registration Number: | 2707685 | CARESOLUTIONS | |
| Registration Number: | 2738019 | CARECONTROL | |
| 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 | | |
| Address Line 1: | 430 Davis Drive | | |
| Address Line 2: | Suite 500 | | |
| Address Line 4: | Morrisville, NORTH CAROLINA 27560 | | |
| ATTORNEY DOCKET NUMBER: | 020716.016 | | |

OP \$115.00 2714024

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| NAME OF SUBMITTER: | John E. Slaughter |
| Signature: | /John E. Slaughter/ |
| Date: | 05/12/2009 |
| Total Attachments: 4 source=NGSI-T StrataCare#page1.tif source=NGSI-T StrataCare#page2.tif source=NGSI-T StrataCare#page3.tif source=NGSI-T StrataCare#page4.tif | |

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
INTELLECTUAL PROPERTY

United States Patent and Trademark Office

Ladies and Gentlemen:

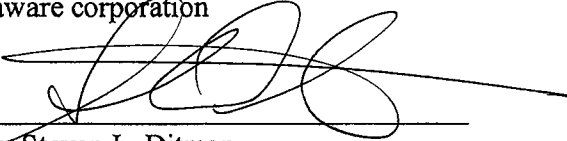
Please be advised that pursuant to the Intellectual Property Security Agreement, dated as of April 30, 2009 (as the same may be amended, modified, extended or restated from time to time, the "Agreement"), by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") the Lenders from time to time party thereto and BB&T Capital Partners/Windsor Mezzanine Fund, LLC, a Delaware limited liability company, as agent (the "Agent") for the holders of the Obligations referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks, shown on Schedule 1 hereto to the Agent for the ratable benefit of the holders of the Obligations.

The Grantors and the Agent, on behalf of the holders of the Obligations, hereby acknowledge and agree that the security interest in the trademarks, shown on Schedule 1 hereto (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark.

[Remainder of page intentionally left blank – Signature page to follow]

Very truly yours,

STRATACARE, INC.,
a Delaware corporation

By: 
Name: Steven L. Ditman
Title: Treasurer and Secretary

Notice of Intellectual Property

TRADEMARK
REEL: 003985 FRAME: 0847

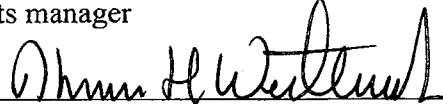
Acknowledged and Accepted:

AGENT:

**BB&T CAPITAL PARTNERS/WINDSOR MEZZANINE
FUND, LLC**

By: Reynolda Capital Management Company II, LLC,
its manager

By:



Name: Thomas H. Westbrook

Title: Manager

Notice of Intellectual Property

TRADEMARK
REEL: 003985 FRAME: 0848

Schedule 1

STRATACARE, INC.
(Delaware Corporation)

U.S. Trademarks

Registered Marks

| Mark | Registration No. | Registration Date |
|---------------|------------------|-------------------|
| StrataCare | 2,714,024 | May 6, 2003 |
| StrataWare | 2,636,774 | October 15, 2002 |
| CareSolutions | 2,707,685 | April 15, 2003 |
| CareControl | 2,738,019 | July 15, 2003 |