

# TRADEMARK ASSIGNMENT

Electronic Version v1.1  
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Carroll Healthcare L.P.		02/12/2007	LIMITED PARTNERSHIP: CANADA
RECEIVING PARTY DATA			
Name:	National City Bank, as Multicurrency Collateral Agent		
Street Address:	629 Euclid Avenue		
Internal Address:	Locator 01-3028		
City:	Cleveland		
State/Country:	OHIO		
Postal Code:	44114		
Entity Type:	CORPORATION: OHIO		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	2360544	CARROLL'S SOLO	
Registration Number:	2742142	THINK SOFT	
Registration Number:	2808986	LONG TERM SOLUTIONS FOR LONG TERM CARE	
Registration Number:	2889549	THERA-MAX-HFS	
Registration Number:	2925558	CARROLL ASSIST RAIL	
Registration Number:	3458540	SOLACE	
CORRESPONDENCE DATA			
Fax Number:	(919)416-8328		
<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		

OP \$165.00 2360544

900142777

TRADEMARK  
REEL: 004058 FRAME: 0415

Address Line 2: Suite 500  
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER: 017625-003839 EAR

NAME OF SUBMITTER: Ellen A. Rubel

Signature: /Ellen A. Rubel/

Date: 09/09/2009

Total Attachments: 4  
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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the U.S. Security and Pledge Agreement dated as of February 12, 2007 (the "Security Agreement") by and among the Obligors thereto (each an "Obligor" and collectively, the "Obligors") and National City Bank, as Multicurrency Collateral Agent (the "Collateral Agent") for the lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks shown below to the Collateral Agent for the ratable benefit of the Lenders:


TRADEMARKS AND TRADEMARK APPLICATIONS

See attached Schedule A.

The Obligors and the Collateral Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks (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.

Very truly yours,

CARROLL HEALTHCARE L.P.

By:   
Name: Robert K. Gudbranson  
Title: Director, Vice President and Treasurer of  
Carroll General Partner, Inc.

Acknowledged and Accepted:

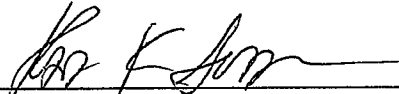
NATIONAL CITY BANK,  
as Multicurrency Collateral Agent

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

The Obligors and the Collateral Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks (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.

Very truly yours,

CARROLL HEALTHCARE L.P.

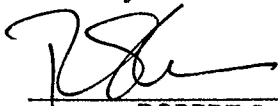
By: 

Name: Robert K. Gudbranson

Title: Director, Vice President and Treasurer of  
Carroll General Partner, Inc.

Acknowledged and Accepted:

NATIONAL CITY BANK,  
as Multicurrency Collateral Agent

By:   
Name: ROBERT S. COLEMAN  
Title: SENIOR VICE PRESIDENT

Schedule A

**Carroll Healthcare L.P.**

**U.S. Trademarks**

Registered Marks

Mark	Registration No.	Registration Date
CARROLL'S SOLO and Design	2360544	6/20/00
THINK SOFT	2742142	7/29/03
LONG TERM SOLUTIONS FOR LONG TERM	2808986	1/27/04
THERA-MAX-HFS	2889549	9/28/04
CARROLL ASSIST RAIL	2925558	2/8/05
SOLACE	3458540	7/1/08