

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
RehabCare Group, Inc.		11/24/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Collateral Agent
Street Address:	231 S. La Salle Street
Internal Address:	Mail Code IL1-231-10-41
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60604
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	3630473	
Registration Number:	3630472	HELPING PEOPLE REGAIN THEIR LIVES
Registration Number:	3678841	DELIVERING THE POST-ACUTE CONTINUUM
Serial Number:	77587574	REHAB CARE
Serial Number:	77587533	REHABCARE

CORRESPONDENCE DATA

Fax Number: (919)416-8328
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 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:	017625-004542 JES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	12/11/2009
Total Attachments: 4 source=12-11 NGSI-T Rehab to BOA#page1.tif source=12-11 NGSI-T Rehab to BOA#page2.tif source=12-11 NGSI-T Rehab to BOA#page3.tif source=12-11 NGSI-T Rehab to BOA#page4.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 November 24, 2009 (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.

NOTICE OF GRANT OF SECURITY INTEREST
IN TRADEMARKS
(RehabCare Group, Inc.)

TRADEMARK

REEL: 004113 FRAME: 0109

Very truly yours,

REHABCARE GROUP, INC.,
a Delaware corporation

By: J.W. Shreiner

Name: Jay W. Shreiner

Title: Executive Vice President and
Chief Financial Officer


Grantor's Address: 7733 Forsyth Boulevard, 23rd Floor
St. Louis, MO 63105

NOTICE OF GRANT OF SECURITY INTEREST
IN TRADEMARKS
(RehabCare Group, Inc.)

TRADEMARK
REEL: 004113 FRAME: 0110

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,
as Collateral Agent

By: 

Name: Michael Brashler

Title: Vice President

NOTICE OF GRANT OF SECURITY INTEREST
IN TRADEMARKS
(RehabCare Group, Inc.)

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REEL: 004113 FRAME: 0111

Schedule 1

RehabCare Group, Inc.
(Delaware Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
Design only	3630473	06/02/09
HELPING PEOPLE REGAIN THEIR LIVES	3630472	06/02/09
DELIVERING THE POST-ACUTE CONTINUUM	3678841	09/08/09

Pending Applications

Mark	Application No.	Filing Date
REHAB CARE and Design	77587574	10/07/08
REHABCARE	77587533	10/07/08

NOTICE OF GRANT OF SECURITY INTEREST
IN TRADEMARKS
(RehabCare Group, Inc.)

TRADEMARK

RECORDED: 12/11/2009

REEL: 004113 FRAME: 0112