

04-24-2001



R

101670004

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New **2-5-01**

Resubmission (Non-Recordation)
Document ID#

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment

Security

Merger

Change of Name

Other

License

Non-Pro Fit Assignment

RECEIVED
FEB - 5 2001
Effective Date
Month Day Year
8/31/00

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

40E

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02/13/2001 6TON11 00000024 1453225

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01 FC:481

40.00 UP Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

DJRI\268824_2

Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name

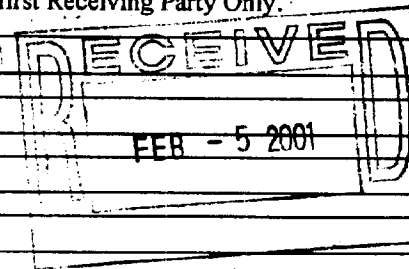
N/A

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)



Correspondent Name and Address

Area Code and Telephone Number (919) 286-8000

Name

Steven D. Thomas

Address (line 1)

Moore & Van Allen PLLC

Address (line 2)

2200 West Main Street

Address (line 3)

Suite 800

Address (line 4)

Durham, North Carolina 27705

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

2

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Three empty boxes for Trademark Application Number(s).

Registration Number(s) grid with '1,453,225' in the first cell and two empty boxes in the second row.

Number of Properties

Enter the total number of properties involved.

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

13-4365

Authorization to charge additional fees:

Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and my attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Steven D. Thomas

Name of Person Signing

Steven D. Thomas
Signature

January 31, 2001
Date Signed

10-26-2000

S. Department of Commerce
Patent and Trademark Office
TRADEMARK



REC

101497489

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Submission Type

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02 CI:489 50.00 CP

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Name

N/A

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Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

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Durham, North Carolina 27705

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Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

1,350,149		
1,453,255	✓	
1,488,786		

Number of Properties

Enter the total number of properties involved.

3

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 90.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

13-4365

Authorization to charge additional fees:

Yes

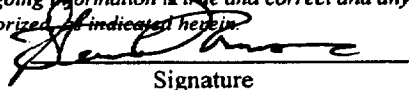
No

Statement and Signature

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Steven D. Thomas

Name of Person Signing


Signature


Date Signed

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of August 31, 2000 (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 shown below to the Collateral Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

Trademark	Registration No.	Renewal Date	Status
REHABCARE	1,350,149	07/16/05	REGISTERED
REHABCARE (Coin)	1,453,225	08/18/07	REGISTERED
STARMED	1,488,786	--	REGISTERED

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 foregoing trademarks and trademark

applications (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,

REHABCARE GROUP, INC.

By: *[Signature]*
Name: *Gregory S. Eisenhauer*
Title: *Senior vice President, Finance*

Acknowledged and Accepted:

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

By: *[Signature]*
Name: *Steven Kollerup*
Title: *Vice President*