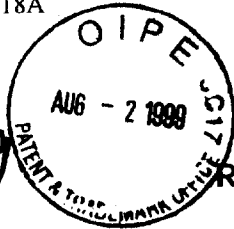


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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other
- Effective Date
Month Day Year

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.)

FOR OFFICE USE ONLY

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

#

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)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

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:

#

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 any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

John R. Finkenkeller

Name of Person Signing

Signature

7/29/99

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional 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

Enter Additional 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 the Assignment.*)

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)

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ASSIGNMENT OF TRADEMARK

WHEREAS, Healthcare Staffing Solutions, Inc., a Massachusetts corporation and the successor by merger of StarMed Staffing, Inc. (the "Assignor"), is the owner of the registered trademark set forth on Schedule 1 attached hereto and made a part hereof (the "Trademark"); and

WHEREAS, pursuant to the terms of that certain Agreement and Plan of Reorganization, dated as of December 30, 1998, by and among Assignor, RehabCare Group, Inc., Health Tour Management, Inc., RehabCare Group of California, Inc., Healthcare Staffing Solutions, Inc., StarMed Staffing, Inc., Wesley Medical Resources, Inc., StarMed Staffing Michigan, Inc., StarMed Health Personnel, Inc. and NurseCare Plus, Inc., Assignor has agreed to assign the Trademark to Wesley Medical Resources, Inc., a Delaware corporation.

NOW, THEREFORE, in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby sells, assigns and transfers unto said Wesley Medical Resources, Inc., its successors, assigns and legal representatives, the entire right, title and interest of Assignor in and to the Trademark, together with the goodwill of the business of Assignor relating thereto and with the right to recover for damages and profits and all other remedies for past infringement thereof; the Trademark is to be held and enjoyed by said Wesley Medical Resources, Inc., for its own use, and for its legal representatives and successors and assigns, to the full end of the term for which said Trademark is granted or hereafter shall be granted, as fully and entirely as the same would have been held by Assignor had this sale, assignment and transfer not been made.

Signed in the County of St. Louis, State of Missouri, this 21st day of ^{December} 1998.

HEALTHCARE STAFFING SOLUTIONS, INC.

By: John R. Finken Keller
John R. Finken Keller, Vice President

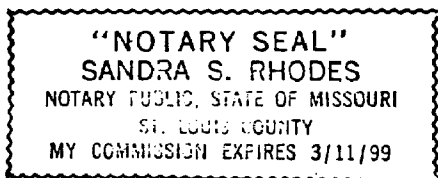
STATE OF MISSOURI
COUNTY OF ST. LOUIS

)
) SS.
)

On this 21st day of December, 1998, before me personally appeared John R. Finkenkeller, Vice President of Healthcare Staffing Solutions, Inc., a Massachusetts corporation, to me known to be the person described in and who executed the foregoing instrument on behalf of said corporation, and acknowledged that he executed the same as the free act and deed said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, the day and year above written.

(SEAL)



Sandra S Rhodes
Notary Public

My commission expires: 3/11/99.

Schedule I

Registered Trademark:

StarMed

Registration No.:

1,488,786

Pending Trademark:

StarMed

Serial No.:

75-603566