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FORM PTO-1594
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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

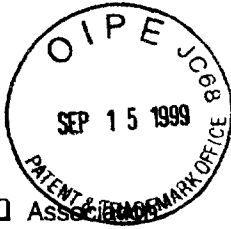
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

GENESIS HOLDINGS, INC.
101 East State Street
Kennett Square, PA 19348



- Individual(s)
- General Partnership
- Corporation-State - Delaware
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: MELLON BANK, N.A.

Internal Address: _____

Street Address: 1735 Market Street

City: Philadelphia State: PA ZIP: 19103

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other A NATIONAL BANKING ASSOCIATION

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: August 20, 1999

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

75/621,347; 75/314,458; 75/406,144; 74/660,572;
74/620,560; 75/304,815; 75/701,621

B. Trademark registration No.(s)

2,084,540	2,196,189	1,865,489	1,958,827
1,882,700	2,062,522	2,107,781	2,120,741
2,239,106	2,245,401	1,654,004	1,882,699
2,175,374	1,637,937	1,882,701	

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: AMY E. CARROLL, ESQ

Internal Address: _____

DRINKER BIDDLE & REATH LLP

Street Address: 1500 K Street, N.W.

Suite 1100

City: Washington State: D.C. ZIP: 20005

6. Total number of applications and registrations involved: _____

22

7. Total fee (37 CFR 3.41):..... \$ 565.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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01 FC:481 40.00 OP
02 FC:482 525.00 OP

9. 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.

AMY E. CARROLL

Name of Person Signing

Amy E. Carroll

Signature

September 15, 1999

Date

Total number of pages comprising cover sheet: _____

5

TRADEMARK

REEL: 001960 FRAME: 0212

TRADEMARK COLLATERAL AGREEMENT AND NOTICE

TRADEMARK COLLATERAL AGREEMENT AND NOTICE dated as of August 20, 1999 by GENESIS HOLDINGS, INC., a Delaware corporation ("Assignor"), having an address at 101 East State Street, Kennett Square, PA 19348, to and in favor of MELLON BANK, N.A., a national banking association, having offices at 1735 Market Street, Philadelphia, PA 19103, for itself and as Agent ("Assignee") for certain secured parties (the "Secured Parties") under a security agreement dated August 20, 1999 (as amended, the "Security Agreement"), by and among Assignor, Genesis Health Ventures, Inc., the parent of Assignor, certain other subsidiaries of Genesis Health Ventures, Inc. and Assignee and certain credit and loan agreements referenced therein (the "Other Agreements").

WHEREAS, Assignor is the owner of certain United States trademarks as listed on Exhibit I hereto (the "Marks"); and

WHEREAS, the Secured Parties have agreed to extend certain credit to the Assignor under the Security Agreement and the Other Agreements on condition that the Assignor pledge and grant to Assignee as collateral for the Obligations (as defined in the Other Agreements) a security interest and lien in and to the Marks and all federal applications and/or registrations therefor, together with the goodwill of the business connected with the use of and symbolized by the Marks, and all Proceeds thereof and all other related claims and rights as more fully described in a certain Trademark Collateral Agreement in favor of the Assignee;

NOW THEREFORE, for good and valuable consideration, as security for the due and timely payment and performance of the Obligations, Assignor hereby pledges and grants to Assignee for itself and as Collateral Agent for the other Secured Parties a security interest and lien in and to the Marks, and all federal applications and/or registrations therefor, together with the goodwill of the business connected with the use of and symbolized by the Marks, and all Proceeds thereof and gives notice of such security interest and the existence of such Trademark Collateral Agreement providing therefor.

Executed as of the date first above written.

GENESIS HOLDINGS, INC.

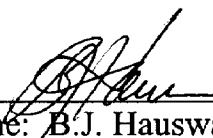
By:  _____
Name: B.J. Hauswald
Title: Treasurer

EXHIBIT I

To Trademark Collateral Agreement and Notice

<u>Trademark</u>	<u>Registration No./ (Serial No.)</u>	<u>Registration Date/ (Filing Date)</u>
CARE YOU CAN DEPEND ON	1,882,700	March 7, 1995
ELDERCARE FOR A FULL LIFE	2,084,540	July 29, 1997
ELDERCISE	(75/621,347)	(January 15, 1999)
ELDERTRUST	(75/314,458)	(June 25, 1997)
FOR A FULL LIFE	2,239,106	April 13, 1999
FULL LIFE	(75/406,144)	(December 16, 1997)
FULL POTENTIAL	2,175,374	July 21, 1998
GENESIS ELDERCARE	(74/660,572)	(April 14, 1995)
GENESIS ELDERCARE and Design	2,196,189	October 13, 1998
GENESIS HEALTH VENTURES	(74/620,560)	(January 10, 1995)
GENESIS MANAGEMENT RESOURCES	2,062,522	May 20, 1997
Miscellaneous Design	(75/304,815)	(June 6, 1997)
NEIGHBORCARE	2,245,401	May 18, 1999
NEIGHBORCARE PHARMACIES	1,637,937	March 12, 1991
PROFESSIONAL PHARMACIES	1,865,489	November 29, 1994
REDEFINING ELDERCARE IN AMERICA	2,107,781	October 21, 1997
RX NEIGHBORCARE PHARMACIES	1,654,004	August 13, 1991
SETTING THE STANDARD IN PHARMACY SERVICES	1,882,701	March 7, 1995
STRENGTH FOR A FULL LIFE	(75/701,621)	(May 10, 1999)

<u>Trademark</u>	<u>Registration No./ (Serial No.)</u>	<u>Registration Date/ (Filing Date)</u>
TAKING THE TIME TO HELP A FRIEND	1,958,827	February 27, 1996
TIDEWATER HEALTHCARE SHARED SERVICES GROUP	2,120,741	December 16, 1997
WHAT WE DELIVER IS QUALITY HEALTHCARE	1,882,699	March 7, 1995