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To the Honorable Commissioner of Patents and Trademarks

attached original documents or copy thereof.

1. Name of conveying party(ies):  
Genesis Holdings, Inc.  
101 East State Street  
Kennett Square, Pennsylvania 19348

Individual(s)                       Association  
 General Partnership               Partnership  
 Corporation-DELAWARE  
 Other

Additional name(s) of conveying party(ies) attached?  
 yes                                       no

2. Name and address of receiving party(ies)?  
Eldertrust  
101 East State Street, Suite 101  
Kennett Square, Pennsylvania 19348

Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-DELAWARE  
 Other

Additional name(s) & address(es) attached?  
 yes                                       no

Appointment of Domestic Representative attached?  
 yes                                       no



3. Nature of Conveyance:

Assignment                               Merger  
 Security Agreement                   Change of Names  
 Other

Execution Date: January 9, 2001

4. Application number(s) or registration number(s):  
If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s) <u>75/314,458</u>	B. Trademark Registration No.(s)
Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

5. Name and address of party to whom correspondence concerning document should be mailed:  
Kevin G. Smith, Esq.  
SUGHRUE, MION, ZINN, MACPEAK & SEAS, PLLC  
2100 Pennsylvania Avenue, N.W.  
Suite 800  
Washington, D.C. 20037-3213

6. Total number of applications and registration involved:  
1

7. Total Fee (37 CFR 3.41):              \$40.00  
 Enclosed. Please charge any underpayment in connection with this Assignment to Deposit Account No. 19-4880.  
 Authorized to be charged to Deposit Account

8. Deposit Account No.                      19-4880  
(Attach dupl. copy of this page if paying by Deposit Account)

01/23/2001 DBYRNE 00000016 75314458  
01 FC:481                                      40.00 DP

DO NOT WRITE IN THIS SPACE

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.

Kevin G. Smith                                      January 16, 2001  
Kevin G. Smith                                      Date

TOTAL NUMBER OF PAGES COMPRISING COVER SHEET, ATTACHMENTS AND DOCUMENT: 5

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:  
**Commissioner of Patents and Trademarks**  
**Box Assignments**  
**Washington, D.C. 20231**

TRADEMARK

**ASSIGNMENT OF SERVICE MARK AND SERVICE MARK APPLICATION**

THIS ASSIGNMENT is made as of the 9<sup>th</sup> day of January, 2001, between GENESIS HOLDINGS, INC., a Delaware corporation, with an address at 101 East State Street, Kennett Square, Pennsylvania 19348 ("Assignor"), and ELDERTRUST, a Maryland real estate investment trust, with an address at 101 East State Street, Suite 101, Kennett Square, Pennsylvania 19348 ("Assignee").

**WITNESSETH:**

WHEREAS, Assignor has adopted, used and is using the service mark listed in Appendix A for which it owns a federal application in the United States Patent and Trademark Office (the "Service Mark"); and

WHEREAS, Assignee is desirous of acquiring the Service Mark and the application thereof.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, Assignor does hereby assign, sell and transfer to Assignee, its successors and assigns, all its right, title, and interest in and to the Service Mark, together with the goodwill of the business symbolized by and associated with the Service Mark and application thereof.

IN TESTIMONY WHEREOF, Assignor has executed this Assignment by a duly authorized officer.

GENESIS HOLDINGS, INC.,  
a Delaware corporation

By: 

Name: JAMES J. WANKMILLER

Title: S. V. P. + Gen'l Counsel

Commonwealth

STATE OF PENNSYLVANIA

COUNTY OF CHESTER

:  
: SS  
:

On this 9<sup>th</sup> day of January, before me appeared [Signature], the person who signed this instrument, who is a Gen Counsel of GENESIS HOLDINGS, INC., a Delaware corporation, and who acknowledged that (s)he executed such instrument on behalf of and as the act and deed of said corporation.

[Signature]  
Notary Public

My Commission Expires:

[Notarial Seal]

Notarial Seal  
Lisa C. Holahan, Notary Public  
Kennett Square Boro, Chester County  
My Commission Expires Dec. 20, 2003  
Member, Pennsylvania Association of Notaries

APPENDIX A

<u>Service Mark</u>	<u>Serial Number</u>	<u>Date Filed</u>
ELDERTRUST	75/314,458	6/25/97

K:\COMISKY\GENESIS\ElderTrust Swap Deals\2nd Deal Post-Bankruptcy\Genesis\Exhibits to Master Agreement\ElderTrust IP Property\GHI-ELDERTRUST.assignment of service mark.wpd040209-01600