

10-03-2002



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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings ⇌ ⇌ ⇌ ▼

To the Honorable Commission

Attached original documents or copy thereof.

1. Name of conveying party(ies):

JP Morgan Chase Bank

10-3-02

☐ Individual(s)

☐ Association

☐ General Partnership

☐ Limited Partnership

☒ Corporation-State

☐ Other

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

3. Nature of conveyance:

☐ Assignment

☐ Merger

☐ Security Agreement

☐ Change of Name

☒ Other termination and release of interest

Execution Date: August 21, 2002

2. Name and address of receiving party(ies)

Name: Harborside Healthcare Corporation & (SEE ATTACHMENT I)

Internal
Address:

Street Address: One Beacon Street

City: Boston State: MA Zip: 02108

☐ Individual(s) citizenship

☐ Association

☐ General Partnership

☐ Limited Partnership

☒ Corporation-State Delaware

☐ Other

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

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

A. Trademark Application No.(s) See
Attachment II of Agreement attached

B. Trademark Registration No.(s)

Additional number(s) attached ☒ Yes ☐ No

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

Name: Karen L. Doerner

Internal Address:

Gibson, Dunn & Crutcher LLP

Street Address: 200 Park Avenue

City: NY State: NY Zip: 10166

6. Total number of applications and
registrations involved:

4

7. Total fee (37 CFR 3.41) \$ 115.00

☐ Enclosed

☐ Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Karen L. Doerner

Name of Person Signing

Karen L. Doerner

Signature

October 2, 2002

Date

Total number of pages including cover sheet, attachments, and document:

6

10/04/2002 6TON11 00000033 75402023

01 FC:481
02 FC:482

40.00 OP
75.00 OP

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

TRADEMARK
REEL: 002592 FRAME: 0529

Schedule II

U.S. Trademark Registrations

Title	Application Number
Harborside Healthcare	75-402823
Theracor Rehabilitation Services1	75-402819
Theracor Rehabilitation Services2	75-507807
Theratour	75-402820

1 Nursing and rehabilitative services.

2 Management consulting in connection with medical rehabilitation therapy services.

TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARK RIGHTS

TERMINATION AND RELEASE dated as of August 2, 2002, from JPMorgan Chase Bank (f/k/a The Chase Manhattan Bank), a New York banking corporation, as Administrative Agent (the "Agent") for certain banks and other financial institutions (the "Lenders"), to Harborside Healthcare Corporation, a Delaware corporation, and the entities listed on Schedule I attached hereto, with its principal place of business located at 470 Atlantic Avenue, Boston, Massachusetts 02210.

WITNESSETH:

WHEREAS, pursuant to the Collateral Agreement, dated as of August 11, 1998, made by the Grantors (as defined therein) in favor of the Agent (the "Collateral Agreement"), a security interest (the "Security Interest") was granted by the Grantors to the Agent in certain collateral, including the Trademark Collateral (as hereinafter defined);

WHEREAS, the Collateral Agreement was recorded in the Trademark Division of the United States Patent and Trademark Office on October 20, 1998 at Reel 1806 Frame 0465; and

WHEREAS, the Agent now desires to terminate and release the entirety of its Security Interest in the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, indebtedness and liabilities secured by the Trademark Collateral pursuant to the Collateral Agreement, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Agent hereby states as follows:

1. Definitions: The term "Trademark Collateral," as used herein, shall mean all of the Grantors' right, title and interest of every kind and nature as of the date hereof in the Trademarks (including, without limitation, those items listed on Schedule 4.16 hereto). The term "Trademarks" shall have the meaning provided by reference in the Collateral Agreement.

2. Release of Security Interest: The Agent hereby terminates, releases and discharges its Security Interest in the Trademark Collateral, and any right, title or interest of the Agent in such Trademark Collateral shall hereby cease and become void.

3. Further Assurances: The Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release of the Security Interest contemplated hereby.

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release
by its duly authorized officer as of the date first above written.

JPMorgan Chase Bank

By: William J. Caggiano
Name: William J. Caggiano
Title: Managing Director

STATE OF New York
COUNTY OF New York

SS.:

On this 21 day of August, 2002, before me personally appeared
William S. Long to me known who, being by me duly sworn, did depose and say that
he/she is Managing Director of JPMorgan Chase Bank, described herein and which
executed the foregoing instrument, and that he/she signed his/her name thereto pursuant to the
authority granted by JPMorgan Chase Bank.

Elsa V. Griffith

Notary Public

(Affix Seal Below)

ELSA V. GRIFFITH
Notary Public, State of New York
No. 01GR4838119
Qualified in Kings County
Commission Expires March 30, 2003

Schedule I

Harborside Healthcare Limited Partnership

Schedule II

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