

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Beverly Enterprises, Inc.		10/22/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Lehman Commercial Paper Inc., as Administrative Agent
Street Address:	745 Seventh Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10019
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 31

Property Type	Number	Word Mark
Serial Number:	76450639	AEDON HOMECARE
Serial Number:	76450640	AEDON HOSPICE
Serial Number:	76447743	AEDON STAFFING
Serial Number:	76217856	AEGIS THERAPIES STRENGTH IN REHABILITATION
Registration Number:	2388256	BEVERLY
Registration Number:	2358277	BEVERLY CARE ALLIANCE
Registration Number:	2358276	BEVERLY CARE ALLIANCE
Registration Number:	1448983	BEVERLY ENTERPRISES
Registration Number:	2570330	BEVERLY ENTERPRISES
Registration Number:	2358275	BEVERLY ENTERPRISES
Registration Number:	2352493	BEVERLY HEALTHCARE
Registration Number:	2352492	BEVERLY HEALTHCARE
Registration Number:	2352494	BEVERLY HOME CARE
Registration Number:	2530128	BEVERLY HOME CARE
Registration Number:	2281811	BEVERLY LIFEFIT

TRADEMARK

900003371

REEL: 002756 FRAME: 0396

OP \$790.00 76450639

Registration Number:	2352496	BEVERLY REHABILITATION
Registration Number:	2352495	BEVERLY REHABILITATION
Registration Number:	2459755	BEVERLY THANKSGIVING TREE
Registration Number:	2748809	CERES STRATEGIES
Serial Number:	76466980	COUNTRY LIVING AT ITS BEST!
Registration Number:	1970872	DOCTOR'S URGENT CARE CENTRE
Registration Number:	2352491	
Registration Number:	1431574	
Serial Number:	76513764	
Serial Number:	76467908	
Serial Number:	76447742	
Registration Number:	2010117	H P C
Serial Number:	76447741	LARES CARE RESOURCE
Serial Number:	76434083	LIFEHANDS CARE RESOURCE
Registration Number:	2455369	THANKSGIVING TREE
Registration Number:	2345002	YOUR PATHWAY HOME

CORRESPONDENCE DATA

Fax Number: (212)455-2502
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (212) 455-2276
 Email: KSolomon@stblaw.com
 Correspondent Name: Alison J. Winick, Esq.
 Address Line 1: Simpson Thacher & Bartlett LLP
 Address Line 2: 425 Lexington Avenue
 Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	053114/1025
NAME OF SUBMITTER:	Kimberly Solomon

Total Attachments: 13
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GRANT OF
SECURITY INTEREST IN TRADEMARK RIGHTS

THIS GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS ("Agreement"), dated as of October [22], 2003 is made by BEVERLY ENTERPRISES, INC., a Delaware corporation (the "Borrower"), in favor of LEHMAN COMMERCIAL PAPER INC., as Administrative Agent (the "Administrative Agent") for the several banks and other financial institutions (the "Lenders"), parties to the Credit Agreement, dated as of October [22], 2003 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among the Borrower, the Lenders, the Administrative Agent, and the other Agents parties thereto. Capitalized terms not defined herein shall have the meanings ascribed to them in the Credit Agreement.

W I T N E S S E T H:

WHEREAS, pursuant to the Credit Agreement, the Lenders have severally agreed to make Loans and other extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein;

WHEREAS, in connection with the Credit Agreement, the Borrower and certain of its Subsidiaries have executed and delivered a Guarantee and Collateral Agreement, dated as of October [22], 2003, in favor of the Administrative Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Guarantee and Collateral Agreement");

WHEREAS, pursuant to the Guarantee and Collateral Agreement, the Borrower pledged and granted to the Administrative Agent for the benefit of the Administrative Agent and the other Secured Parties referred to therein a continuing security interest in all Intellectual Property, including the Trademarks; and

WHEREAS, the Borrower has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Revolving Credit Lenders to make Revolving Credit Loans and other financial accommodations to the Borrower pursuant to the Credit Agreement, the Borrower agrees, for the benefit of the Agents and the other Secured Parties, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement and the Guarantee and Collateral Agreement.

SECTION 2. Grant of Security Interest. The Borrower hereby pledges and grants a continuing security interest in, and a right of setoff against, and effective upon demand made upon the occurrence and during the continuance of an Event of Default assigns, transfers and conveys, the Trademarks (including, without limitation, those items listed on Schedule A hereto),

to the Administrative Agent for the benefit of the Administrative Agent and the other Secured Parties to secure payment, performance and observance of the Borrower's Secured Obligations.


SECTION 3. Purpose. This Agreement has been executed and delivered by the Borrower for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Administrative Agent for the benefit of the Secured Parties in connection with the Guarantee and Collateral Agreement and is expressly subject to the terms and conditions thereof. The Guarantee and Collateral Agreement (and all rights and remedies of the Secured Parties thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. Acknowledgment. The Borrower does hereby further acknowledge and affirm that the rights and remedies of the Secured Parties with respect to the security interest in the Trademarks granted hereby are more fully set forth in and the Guarantee and Collateral Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

SECTION 5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

BEVERLY ENTERPRISES, INC.

By: 
Name: **Richard D. Skelly, Jr.**
Title: **Sr. VP & Treasurer**

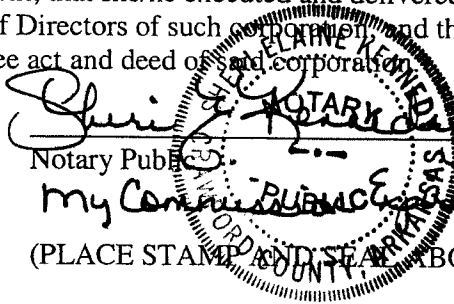
LEHMAN COMMERCIAL PAPER INC.,
as Administrative Agent

By: _____
Name: _____
Title: _____

[TRADEMARK SECURITY AGREEMENT – BEVERLY ENTERPRISES, INC.]

STATE OF Arkansas)
) ss
COUNTY OF Crawford)

On the ____ day of October, 2003, before me personally came Richard D. Skelly Jr., who is personally known to me to be the SVP + Treasurer of Beverly Enterprises, Inc., a Delaware corporation; who, being duly sworn, did depose and say that ~~she~~/he is the SVP + Treasurer in such corporation, the corporation described in and which executed the foregoing instrument; that ~~she~~/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation, and that ~~she~~/he acknowledged said instrument to be the free act and deed of said corporation.

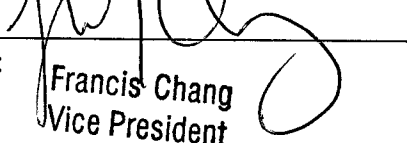


IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

BEVERLY ENTERPRISES, INC.

By: _____
Name:
Title:

LEHMAN COMMERCIAL PAPER INC.,
as Administrative Agent

By: 
Name: Francis Chang
Title: Vice President

[TRADEMARK SECURITY AGREEMENT – BEVERLY ENTERPRISES, INC.]

STATE OF New York
COUNTY OF Kings) ss

On the 21 day of October, 2003, before me personally came Joyce Chan, who is personally known to me to be the _____ of Lehman Commercial Paper Inc., who, being duly sworn, did depose and say that she/he is the Vice President in such corporation, the corporation described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that she/he acknowledged said instrument to be the free act and deed of said corporation.

CARMELA RINALDI
Registration # 01RI4816446
County of Kings, State of New York
License expires 1/30/06

Carmela Rinaldi
Notary Public







(PLACE STAMP AND SEAL ABOVE)






SCHEDULE A




U.S. Trademarks Registrations and Applications

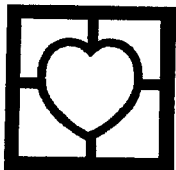



Grantor: Beverly Enterprises, Inc.

Mark	Type	Reg. No. Serial No.	Description of Goods	Status
AEDON HOMECARE	Federal	Serial No.: 76/450,639	<u>Class 44:</u> Home Health Care Services; Intermittent Skilled Nursing Care; Physical, Speech And Occupational Therapy Services; Medical Social Services, Namely, Mental Health Services; Home Nursing Aide Services; Private Duty, Skilled Nursing Services	Pending
AEDON HOSPICE	Federal	Serial No.: 76/450,640	<u>Class 44:</u> Hospices And Psychological Counseling, Namely, Bereavement Counseling <u>Class 45:</u> Ministerial Services, Namely, Spiritual Counseling	Pending
AEDON STAFFING	Federal	Serial No.: 76/447,743	<u>Class 35:</u> Temporary Staffing, Namely, Temporary Employment Agencies	Published
AEGIS THERAPIES STRENGTH IN REHABILITATION (stylized) AEGIS <small>THERAPIES</small> <small>STRENGTH IN REHABILITATION</small>	Federal	Serial No.: 76/217,856	<u>Class 42:</u> Occupational, Physical, and Speech Therapy Services	Published
BEVERLY (stylized) BEVERLY	Federal	Registration No. 2,388,256	<u>Class 42:</u> Health Care Services	Registered

Mark	Type	Reg. No. Serial No.	Description of Goods	Status
BEVERLY CARE ALLIANCE (and design) 	Federal	Registration No. 2,358,277	<u>Class 42</u> : Health Care Services	Registered
BEVERLY CARE ALLIANCE (stylized) 	Federal	Registration No. 2,358,276	<u>Class 42</u> : Health Care Services	Registered
BEVERLY ENTERPRISES (and design)  BEVERLY ENTERPRISES	Federal	Registration No. 1,448,983	<u>Class 42</u> : Health Care Services	Registered
BEVERLY ENTERPRISES (stylized) 	Federal	Registration No: 2,570,330	<u>Class 42</u> : Health Care Services	Registered
BEVERLY ENTERPRISES (and design) 	Federal	Registration No. 2,358,275	<u>Class 42</u> : Health Care Services	Registered
BEVERLY HEALTHCARE (and design) 	Federal	Registration No. 2,352,493	<u>Class 42</u> : Health Care Services	Registered

Mark	Type	Reg. No. Serial No.	Description of Goods	Status
BEVERLY HEALTHCARE (stylized) 	Federal	Registration No. 2,352,492	Class 42: Health Care Services	Registered
BEVERLY HOME CARE (and design) 	Federal	Registration No. 2,352,494	Class 42: Health Care Services	Registered
BEVERLY HOME CARE (stylized) 	Federal	Registration No: 2,530,128	Class 42: Health Care Service	Registered
BEVERLY LIFEFIT	Federal	Registration No. 2,281,811	Class 41: Educational Services, Namely Physical Exercise and Wellness Training for Senior Citizens	Registered
BEVERLY REHABILITATION (and design) 	Federal	Registration No. 2,352,496	Class 42: Health Care Services	Registered
BEVERLY REHABILITATION (stylized) 	Federal	Registration No. 2,352,495	Class 42: Health Care Services	Registered
BEVERLY THANKSGIVING TREE	Federal	Registration No. 2,459,755	Class 42: Organizing and Promoting Charitable Food Collection and Distribution Efforts.	Registered
CERES STRATEGIES	Federal	Registration No. 2,748,809	Class 35: Procurement, namely, Purchasing goods and services for nursing homes	Registered

Mark	Type	Reg. No. Serial No.	Description of Goods	Status
COUNTRY LIVING AT ITS BEST!	Federal	Serial No.: 76/466,980	Class 44: Nursing Home Service	Published
DOCTOR'S URGENT CARE CENTRE (stylized) 	Federal	1,970,872	Class 35: Business Management Services for Emergency Medical Clinics.	Registered
<i>Design Only</i> 	Federal	Registration No. 2,352,491	Class 42: Health Care Services	Registered
<i>Design Only</i> 	Federal	Registration No. 1,431,574	Class 42: Health Care Services	Registered

Mark	Type	Reg. No. Serial No.	Description of Goods	Status
<i>Design Only</i> 	Federal	Serial No.: 76/513,764	<u>Class 44:</u> Counseling Services For Caregivers Of The Elderly, Namely, Medical Counseling, Nutrition Counseling, Psychological Counseling; Information Resources For Caregivers Of The Elderly, Namely, Providing Health And Mental Health Care Information For Caregivers Of The Elderly <u>Class 45:</u> Personal Services, Personal Gift Selection For Others; Personal Letter Writing For Others And Personal Shopping For Others	Pending
<i>Design Only</i> 	Federal	Serial No.: 76/467,908	<u>Class 35:</u> Temporary Staffing Services <u>Class 44:</u> Home Health Care Services; Hospice Services And Physical, Speech And Occupational Therapy Services	Pending
<i>Design Only</i> 	Federal	Serial No.: 76/447,742	<u>Class 44:</u> Counseling, Information, Resources, And Personal Services For Caregivers Of The Elderly	Pending
H P C (and design) 	Federal	Registration No: 2,010,117	<u>Class 42:</u> Hospices, And Counseling In The Field of Spirituality, Bereavement, and Homemaking	Registered

Mark	Type	Reg. No. Serial No.	Description of Goods	Status
LARES CARE RESOURCE (stylized) LARēS Care Resource	Federal	Serial No.: 76/447,741	<u>Class 44:</u> Counseling Services For Caregivers Of The Elderly, Namely, Medical Counseling, Nutrition Counseling, Psychological Counseling; Information Resources For Caregivers Of The Elderly, Namely, Providing Health And Mental Health Care Information For Caregivers Of The Elderly <u>Class 45:</u> Personal Services, Personal Gift Selection For Others; Personal Letter Writing For Others And Personal Shopping For Others	Pending
LIFEHANDS CARE RESOURCE	Federal	Serial No.: 76/434,083	<u>Class 44:</u> Counseling, Information, Resources And Personal Services For Caregivers Of The Elderly	Pending
THANKSGIVING TREE	Federal	Registration No. 2,455,369	<u>Class 42:</u> Organizing and Promoting Charitable Food Collection and Distribution Efforts.	Registered

Mark	Type	Reg. No. Serial No.	Description of Goods	Status
YOUR PATHWAY HOME (stylized) YOUR PATHWAY HOME	Federal	Registration No. 2,345,002	<u>Class 42:</u> Health Care and Services, Physical Rehabilitation Services and Occupational Therapy, Namely, Orthopedic Rehabilitation, Outpatient Therapy, Stroke Rehabilitation, Alzheimer's Care, Neuro Rehabilitation, IV Therapy, Physical Therapy, Speech- Language Therapy, Respiratory Therapy, Air Fluidized Therapy, Surgical Recovery, Enteral Feedings (TPN), Dysphagia Management, Pain Management, Pulmonary Services, Wound Care	Registered