

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
SUNRISE SENIOR LIVING INC.		03/13/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	BANK OF AMERICA, N.A.
Street Address:	Mail Code: FL1-400-07-02, P.O. BOX 31590 (33631-3590)
Internal Address:	101 E. Kennedy Blvd., 7th Floor
City:	Tampa
State/Country:	FLORIDA
Postal Code:	33602
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 31

Property Type	Number	Word Mark
Registration Number:	2732759	SUNRISE AT HOME
Registration Number:	2313763	SUNRISE
Registration Number:	2850729	SUNRISE SENIOR LIVING
Registration Number:	2871243	THE BEST MOVE FOR YOUR LIFE
Registration Number:	3416141	THE PALADIN
Registration Number:	3196097	THE STERLING
Registration Number:	3313615	CONDOS FOR LIFE
Registration Number:	2967111	WE'RE CREATING EXTRAORDINARY COMMUNITIES WHERE PEOPLE CHOOSE TO BE.
Registration Number:	2934104	TERRACE CLUB
Registration Number:	2933983	SUNRISE
Registration Number:	2925760	EDNA'S PLACE
Serial Number:	77383075	SUNRISE HOSPICE
Registration Number:	3392521	SUNRISE FOR YOU AND YOUR LOVED ONES

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Registration Number:	2646652	AGESTRONG
Registration Number:	2669922	SUNRISE
Registration Number:	3026144	SOLAR SYSTEM
Registration Number:	3211721	COMPANION LIVING
Registration Number:	3026065	BASIS
Registration Number:	3016910	BRADFORD VIEW
Registration Number:	3010096	SUNRISE SENIOR LIVING
Registration Number:	2998746	THE SUNRISE GOOD SAMARITAN FUND
Registration Number:	2889518	SUNRISE AT HOME
Registration Number:	2498086	THE FOUNTAINS
Registration Number:	2238540	AMBASSADOR
Registration Number:	2169600	REACH TO IMPROVE
Registration Number:	2269372	EDGEHILL
Registration Number:	1233106	THE SUNRISE CLUB
Registration Number:	2047454	SUNRISE ASSISTED LIVING
Registration Number:	2194719	REMINISCENCE
Registration Number:	1737792	STRATFORD COURT
Registration Number:	1665313	BRIGHTON GARDENS

CORRESPONDENCE DATA

Fax Number: (202)783-6031
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (202) 783-6040
Email: PTO-TM-Email@rothwellfigg.com
Correspondent Name: Rothwell, Figg, Ernst & Manbeck, pc
Address Line 1: 1425 K Street NW
Address Line 2: Suite 800
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	1419-191
NAME OF SUBMITTER:	Anne M. Sterba
Signature:	/Anne M. Sterba/
Date:	01/23/2009

Total Attachments: 5
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated to be effective as of March 13, 2008 (as the same may be amended, modified, extended, renewed, restated, supplemented, or replaced from time to time, "Security Agreement;" terms defined in the Security Agreement shall have the same meanings in this Notice), by the undersigned **SUNRISE SENIOR LIVING INC.**, a Delaware corporation ("Pledgor"), Sunrise Senior Living Management, Inc., a Virginia corporation, Sunrise Senior Living Investments, Inc., a Virginia corporation, Sunrise Development Inc., a Virginia corporation, and Sunrise Senior Living Services, Inc., a Delaware corporation, for the benefit of **BANK OF AMERICA, N.A.**, a national banking association, in its capacity as administrative agent (in such capacity, the "Agent") for the "Lenders" that are parties to the Credit Agreement, and in its capacity as Swing Line Lender and Letter of Credit Issuer, for itself and such Lenders (the Agent, the Swing Line Lender, the Letter of Credit Issuer, and the Lenders, collectively, the "Secured Parties"), whose mailing address and location is Bank of America, N.A., Mail Code: FL1-400-07-02, P.O. Box 31590 (33631-3590), 101 E. Kennedy Blvd., 7th Floor, Tampa, Florida 33602, Attn: Daniel Langelier, Senior Vice President, the undersigned Pledgor has granted to the Agent for the benefit of the Secured Parties a continuing security interest in and continuing lien upon, and hereby grants to the Agent for the benefit of the Secured Parties a continuing security interest in and to, the trademarks and trademark applications described on Exhibit A attached hereto, and all proceeds and products thereof.

The Pledgor and the Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the aforesaid trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement, (ii) is not to be construed as an assignment of any trademark or trademark application, and (iii) the rights and remedies of the Secured Parties with respect thereto are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

Very truly yours,

SUNRISE SENIOR LIVING, INC.,
A Delaware Corporation

By: *Richard J. Nadeau*
Name: Richard J. Nadeau
Title: CFO

Address:
7902 Westpark Drive
McLean, Virginia 22102

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,
as Agent

By: _____
Name: _____
Title: _____

Very truly yours,

SUNRISE SENIOR LIVING, INC.,
A Delaware Corporation

By: _____
Name: _____
Title: _____

Address:
7902 Westpark Drive
McLean, Virginia 22102

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,
as Agent

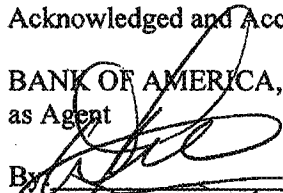






By: 
Name: DANIEL LAPRADE
Title: SR VICE PRESIDENT

EXHIBIT A TO NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

U.S. Trademark Applications/Registrations Owned By: **Sunrise Senior Living, Inc.**

Trademark	Application Number	Filing Date	Registration Number	Issue Date
	76/163,150	11/10/2000	2,732,759	7/1/2003
SUNRISE	75/571,828	10/16/1998	2,313,763	2/1/2000
SUNRISE SENIOR LIVING	78/177,961	10/24/2002	2,852,729	6/8/2004
THE BEST MOVE FOR YOUR LIFE	76/538,612	8/20/2003	2,871,243	8/10/2004
THE PALADIN	78/912,471	6/20/2006	3,416,141	4/22/2008
THE STERLING	78/694,481	8/17/2005	3,196,097	1/9/2007
CONDOS FOR LIFE	78/596,211	3/28/2005	3,313,615	10/16/2007
WE'RE CREATING EXTRAORDINARY COMMUNITIES WHERE PEOPLE CHOOSE TO BE.	78/430,698	6/7/2004	2,967,111	7/12/2005
TERRACE CLUB	78/250,244	5/15/2003	2,934,104	3/15/2005
SUNRISE	78/177,943	10/24/2002	2,933,983	3/15/2005
EDNA'S PLACE	78/161,913	9/9/2002	2,925,760	2/8/2005
SUNRISE HOSPICE	77/383,075	1/29/2008		
	77/069,754	12/21/2006	3,392,521	3/4/2008
AGESTRONG	76/087,857	7/10/2000	2,646,652	11/5/2002
SUNRISE	76/162,847	11/9/2000	2,669,922	12/31/2002
SOLAR SYSTEM	76/618,539	10/28/2004	3,026,144	12/13/2005
COMPANION LIVING	76/618,512	10/28/2004	3,211,721	2/20/2007
BASIS	76/617,006	10/21/2004	3,026,065	12/13/2005
BRADFORD VIEW	76/590,862	5/6/2004	3,016,910	11/22/2005
	76/576,886	2/23/2004	3,010,096	11/1/2005
	11/5/2003 76/556,916	9/20/2005 2,998,746		
THE BEST MOVE FOR YOUR LIFE	76/538,612	8/20/2003	2,871,243	8/10/2004

Trademark	Application Number	Filing Date	Registration Number	Issue Date
SUNRISE AT HOME	76/162,841	11/9/2000	2,889,518	9/28/2004
 THE FOUNTAINS	76/101,052	8/2/2000	2,498,086	10/16/2001
AMBASSADOR	75/409,639	12/22/1997	2,238,540	4/13/1999
REACH TO IMPROVE	6/18/1997 75/310,845	6/18/1997	2,169,600	6/30/1998
EDGEHILL	75/146,426	8/7/1996	2,269,372	8/10/1999
THE SUNRISE CLUB	73/297,311	2/17/1981	1,233,106	3/29/1983
 SUNRISE SENIOR LIVING	75/062,029	2/23/1996	2,047,454	3/25/1997
REMINISCENCE	75/224,039	1/10/1997	2,194,719	10/13/1998
STRATFORD COURT	74/051,217	4/20/1990	1,737,792	12/1/1992
BRIGHTON GARDENS	74/050,911	4/20/1990	1,665,313	11/19/1991