

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---|----------|----------------|-----------------------|
| Genesis Healthcare Holding Company II, Inc. | | 03/28/2011 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|------------------------|-------------------------------------|
| Name: | Genesis IP LLC |
| Street Address: | 101 East State Street |
| City: | Kennett Square |
| State/Country: | PENNSYLVANIA |
| Postal Code: | 19348 |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE |

PROPERTY NUMBERS Total: 9

| Property Type | Number | Word Mark |
|----------------------|---------|--------------------------------|
| Registration Number: | 2270169 | |
| Registration Number: | 2885481 | GENESIS HEALTH VENTURES |
| Registration Number: | 2967410 | GENESIS CONSULTING SERVICES |
| Registration Number: | 2992166 | GENESIS HEALTHCARE |
| Registration Number: | 3002245 | RESPIRATORY HEALTH SERVICES |
| Registration Number: | 3003182 | HOMESTEAD BY GENESIS ELDERCARE |
| Registration Number: | 3139383 | GENESIS SELECT CARE |
| Registration Number: | 3290077 | GENESIS R REHAB SERVICES |
| Registration Number: | 3481279 | LIFE AT HOME |

CORRESPONDENCE DATA

Fax Number: (215)832-5619
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 215-569-5619
 Email: pecsenye@blankrome.com

900188266

**TRADEMARK
 REEL: 004513 FRAME: 0966**

CH \$240.00 2270169

Correspondent Name: Timothy D. Pecsénye
Address Line 1: One Logan Square
Address Line 2: Blank Rome LLP, 8th Floor
Address Line 4: Philadelphia, PENNSYLVANIA 19103-6998

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|-------------------------|-----------------------|
| ATTORNEY DOCKET NUMBER: | 119892-00102 |
| NAME OF SUBMITTER: | Timothy D. Pecsénye |
| Signature: | /Timothy D. Pecsénye/ |
| Date: | 04/01/2011 |

Total Attachments: 2
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TRADEMARK ASSIGNMENT

THIS AGREEMENT is made effective as of April 1st, 2011 by and between GENESIS HEALTHCARE HOLDING COMPANY II, INC., a corporation organized under the laws of the State of Delaware ("ASSIGNOR"), and GENESIS IP LLC, a limited liability company organized under the laws of the State of Delaware, with an address at 101 East State Street, Kennett Square, PA 19348 ("ASSIGNEE").

WHEREAS, ASSIGNOR is the exclusive owner of, and has adopted, the trademarks and trademark registrations listed in Appendix A;

WHEREAS, ASSIGNEE is desirous of acquiring said trademarks and any and all applications and registrations 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 of its rights, title, and interests in and to said marks, applications and registrations, together with the goodwill of the business symbolized by and associated with said trademarks set forth in Appendix A.







IN TESTIMONY WHEREOF, ASSIGNOR has caused this Assignment to be executed.

GENESIS HEALTHCARE HOLDING COMPANY II, INC.

Dated: March 28th, 2011

By: Michael S. Sherman
Name: Michael S. Sherman
Title: Senior VP, Secretary and Asst. Treasurer

Appendix A

| Mark | Registration No. | Registration Date |
|---|------------------|-------------------|
| <p align="center">MISCELLANEOUS DESIGN (New company logo)</p>  | 2,270,169 | 08/17/1999 |
| <p align="center">GENESIS HEALTH VENTURES</p> | 2,885,481 | 9/21/2004 |
| <p align="center">GENESIS CONSULTING SERVICES & Design</p>  | 2,967,410 | 07/12/2005 |
| <p align="center">GENESIS HEALTHCARE (Stylized)</p> <p align="center">Genesis HealthCare</p> | 2,992,166 | 09/06/2005 |
| <p align="center">RESPIRATORY HEALTH SERVICES & Design</p>  | 3,002,245 | 09/27/2005 |
| <p align="center">RESPIRATORY HEALTH SERVICES</p> | 3,002,245 | 9/27/2005 |
| <p align="center">HOMESTEAD BY GENESIS ELDERCARE & Design</p>  | 3,003,182 | 10/04/2005 |
| <p align="center">GENESIS SELECT CARE</p> | 3,139,383 | 09/05/2006 |
| <p align="center">GENESIS R REHAB SERVICES & Design</p>  | 3,290,077 | 09/11/2007 |
| <p align="center">LIFE AT HOME & DESIGN</p>  | 3,481,279 | 08/05/2008 |