

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
Genesis IP LLC		12/03/2012	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

Name:	General Electric Capital Corporation, as administrative agent
Street Address:	2 Bethesda Metro Center, Suite 600
City:	Bethesda
State/Country:	MARYLAND
Postal Code:	20814
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 50**

Property Type	Number	Word Mark
Serial Number:	85570619	4 PILLARS OF ACTIVE LIVING
Serial Number:	85289006	AVOIDING THE NURSING HOME
Registration Number:	4211317	BALANCE IN ACTION
Serial Number:	85421416	BRAIN MATTERS
Serial Number:	85723169	CHAMPIONS FOR VITALITY
Serial Number:	85723147	CHAMPIONS OF VITALITY
Serial Number:	85696092	CREATING REMARKABLE EXPERIENCES
Serial Number:	85421462	ESCAPE THE NURSING HOME
Serial Number:	85570629	FOUR PILLARS OF ACTIVE LIVING
Serial Number:	85646849	GEN-CHI
Serial Number:	85647082	GEN-ERGY
Registration Number:	2992166	GENESIS HEALTHCARE
Registration Number:	3290077	GENESIS R REHAB SERVICES
Registration Number:	3139383	GENESIS SELECT CARE

OP \$1265.00 85570619

**TRADEMARK**

Serial Number:	85455295	GET BUSY LIVING
Serial Number:	85455286	GET YOUR VITALITY HERE
Serial Number:	85421438	GRS HEALTH AND WELLNESS CARE DELIVERY MODEL
Serial Number:	85553500	GRS VI
Serial Number:	85553513	GRS VIGOR INDEX
Serial Number:	85574577	GRS VITALITY INDEX
Registration Number:	4108634	HOMESTEAD
Registration Number:	3481279	LIFE AT HOME
Registration Number:	2270169	
Serial Number:	85470470	MOVE TO IMPROVE
Serial Number:	85711191	NEVER LOSE YOU
Serial Number:	85421428	OUT AND ABOUT
Registration Number:	4211714	PATIENT CARE HOURS
Serial Number:	85347975	PATIENT CARE MINUTES
Registration Number:	4211713	PATIENT CONTACT HOURS
Registration Number:	4199504	PCH
Serial Number:	85347983	PCM
Serial Number:	85289029	POWER BACK HOME REHABILITATION
Serial Number:	85287670	POWER BACK REHAB
Registration Number:	4230755	POWER BACK REHABILITATION
Serial Number:	85758665	PRESCRIPTION SOFTWARE
Serial Number:	85288989	PREVENTING THE NURSING HOME
Serial Number:	85287696	REFUSE THE NURSING HOME
Registration Number:	3002245	RESPIRATORY HEALTH SERVICES
Serial Number:	85430416	RESPIRATORY THERAPY DELIVERY MODEL
Serial Number:	85394240	SPA GYM
Serial Number:	85394252	SPA LIKE GYM
Serial Number:	85394265	SPA TYPE GYM
Serial Number:	85553520	VIGOR INDEX
Serial Number:	85422207	VITALITY BY DESIGN
Serial Number:	85574595	VITALITY INDEX
Serial Number:	85421451	VITALITY SPECIALISTS
Serial Number:	85439821	VITALITY SPECIALISTS
Serial Number:	85439784	VITALITY SPECIALISTS ESCAPE THE NURSING HOME
Serial Number:	85439808	VITALITY SPECIALISTS ESCAPE THE NURSING HOME

**TRADEMARK**

**REEL: 004912 FRAME: 0056**

85696079

WHERE REMARKABLE HAPPENS.

## CORRESPONDENCE DATA

Fax Number: 7036106200

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 703-610-6100

Email: boxip@hoganlovells.com

Correspondent Name: Valerie Brennan, Hogan Lovells US LLP

Address Line 1: 7930 Jones Branch Drive, 9th Floor

Address Line 2: Box Intellectual Property

Address Line 4: McLean, VIRGINIA 22102

ATTORNEY DOCKET NUMBER:

88650.163

NAME OF SUBMITTER:

Valerie Brennan

Signature:

/vb/

Date:

12/04/2012

## Total Attachments: 11

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## TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT (this “Agreement”), dated as of December 3, 2012, made by the entities listed on the signature pages hereto (the “Grantors”), in favor of General Electric Capital Corporation, as administrative agent for the Lenders (in such capacity, together with its successors in such capacity, the “Administrative Agent”).

### W I T N E S S E T H:

WHEREAS, capitalized terms used herein and not otherwise defined herein (including terms used in the preamble and the recitals) shall have the meanings assigned to such terms in the Amended and Restated Security, Guarantee and Collateral Agreement, dated as of the date hereof (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Security, Guarantee and Collateral Agreement”), among FC-GEN OPERATIONS INVESTMENT, LLC, GEN OPERATIONS I, LLC, GEN OPERATIONS II, LLC, GENESIS HEALTHCARE LLC, SUN HEALTHCARE GROUP, INC. and the entities party thereto listed on Annex A thereto, in favor of the Administrative Agent.

WHEREAS, the rules of construction and other interpretive provisions specified in Section 1.4 of the ABL Credit Agreement shall apply to this Agreement, including terms defined in the preamble and recitals hereto.

Accordingly, each Grantor and the Administrative Agent agree as follows:

SECTION 1. Confirmation of Grant of Security. Each Grantor hereby confirms the grant to the Administrative Agent for the ratable benefit of the Secured Parties of a security interest in all of the following property now owned or at any time hereafter acquired or created by such Grantor or in which such Grantor now has or at any time in the future may acquire any right, title or interest (collectively, the “Collateral”):

(a) Each Trademark and Trademark License, including, without limitation, each Trademark listed on Schedule A hereto; and

(b) to the extent not otherwise included, all Proceeds and products of any and all of the foregoing.

SECTION 2. Security for Obligations. The grant of a security interest in the Collateral by each Grantor under the Security, Guarantee and Collateral Agreement and confirmed herein secures the payment and performance of all Obligations of such Grantor now or hereafter existing under the Security, Guarantee and Collateral Agreement.

SECTION 3. Recordation. Each Grantor authorizes and requests that the Commissioner for Trademarks record this Agreement.

SECTION 4. Grants, Rights and Remedies. This Agreement has been entered into in conjunction with the provisions of the Security, Guarantee and Collateral Agreement. Each Grantor does hereby acknowledge and confirm that the grant of the security interest thereunder to, and the rights and remedies of, the Administrative Agent with respect to the

Collateral are more fully set forth in the Security, Guarantee and Collateral Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the terms of the Security, Guarantee and Collateral Agreement, the terms of the Security, Guarantee and Collateral Agreement shall govern.

SECTION 5. Counterparts. This Agreement may be executed by one or more of the parties to this Agreement on any number of separate counterparts (including by telecopy or other electronic format, including .pdf or .tiff file), and all of said counterparts taken together shall be deemed to constitute one and the same instrument.

**SECTION 6. GOVERNING LAW. THIS AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.**

SECTION 7. Severability. Any provision of this Agreement which is prohibited or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition or unenforceability without invalidating the remaining provisions hereof, and any such prohibition or unenforceability in any jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction.

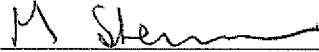
SECTION 8. Notices. All notices, requests and demands pursuant hereto shall be made in accordance with Section 10.2 of the Credit Agreement.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, each Grantor and the Administrative Agent have duly executed this Agreement as of the day and year first above written.

**EACH OF THE ENTITIES LISTED ON  
ANNEX I ATTACHED HERETO:**

By: **GENESIS HEALTHCARE LLC,**  
its authorized agent

By:   
Name: Michael S. Sherman  
Title: Senior Vice President and Secretary

**ANNEX I**

CAREERSTAFF UNLIMITED, INC.  
GENESIS IP LLC  
GENESIS ELDERCARE REHABILITATION SERVICES, INC.  
SUNMARK OF NEW MEXICO, INC.  
SUNBRIDGE HEALTHCARE, LLC  
SUN HEALTHCARE GROUP, INC.  
SUNDANCE REHABILITATION CORPORATION

ACCEPTED AND AGREED TO BY:

**GENERAL ELECTRIC CAPITAL  
CORPORATION,**

as Administrative Agent

By: 

Name: Jeffrey P. Hoffman

Title: Duly Authorized Signatory


[Signature Page to ABL Trademark Security Agreement]



**TRADEMARK  
REEL: 004912 FRAME: 0062**





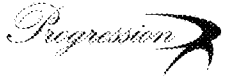

## Schedule A

### U.S. Registered Trademarks and Trademark Applications



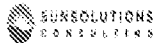

Mark	Registration No. (Application No.)	Registration Date (Application Date)	Grantor
CAREERSTAFF UNLIMITED	2175242	07/21/98	CareerStaff Unlimited, Inc.
4 PILLARS OF ACTIVE LIVING	(85570619)	(03/15/12)	Genesis IP LLC
AVOIDING THE NURSING HOME	(85289006)	(04/07/11)	Genesis IP LLC
BALANCE IN ACTION	4211317	09/18/12	Genesis IP LLC
BRAIN MATTERS	(85421416)	(09/13/11)	Genesis IP LLC
CHAMPIONS FOR VITALITY	(85723169)	(09/07/12)	Genesis IP LLC
CHAMPIONS OF VITALITY	(85723147)	(09/07/12)	Genesis IP LLC
CREATING REMARKABLE EXPERIENCES	(85696092)	(08/06/12)	Genesis IP LLC
ESCAPE THE NURSING HOME	(85421462)	(09/13/11)	Genesis IP LLC
FOUR PILLARS OF ACTIVE LIVING	(85570629)	(03/15/12)	Genesis IP LLC
GEN-CHI	(85646849)	(06/08/12)	Genesis IP LLC
GEN-ERGY	(85647082)	(06/08/12)	Genesis IP LLC
GENESIS HEALTHCARE (STYLIZED)  <b>Genesis</b> HealthCare	2992166	09/06/05	Genesis IP LLC
GENESIS R REHAB SERVICES & DESIGN  	3290077	09/11/07	Genesis IP LLC

Mark	Registration No. (Application No.)	Registration Date (Application Date)	Grantor
GENESIS SELECT CARE	3139383	09/05/06	Genesis IP LLC
GET BUSY LIVING	(85455295)	(10/25/11)	Genesis IP LLC
GET YOUR VITALITY HERE	(85455286)	(10/25/11)	Genesis IP LLC
GRS HEALTH AND WELLNESS CARE DELIVERY MODEL	(85421438)	(09/13/11)	Genesis IP LLC
GRS VI	(85553500)	(02/27/12)	Genesis IP LLC
GRS VIGOR INDEX	(85553513)	(02/27/12)	Genesis IP LLC
GRS VITALITY INDEX	(85574577)	(03/20/12)	Genesis IP LLC
HOMESTEAD	4108634	03/06/12	Genesis IP LLC
LIFE AT HOME & DESIGN 	3481279	08/05/08	Genesis IP LLC
MISCELLANEOUS DESIGN (NEW COMPANY LOGO) 	2270169	08/17/99	Genesis IP LLC
MOVE TO IMPROVE	(85470470)	(11/11/11)	Genesis IP LLC
NEVER LOSE YOU	(85711191)	(08/23/12)	Genesis IP LLC
OUT AND ABOUT	(85421428)	(09/13/11)	Genesis IP LLC
PATIENT CARE HOURS	4211714	09/18/12	Genesis IP LLC
PATIENT CARE MINUTES	(85347975)	(06/16/11)	Genesis IP LLC
PATIENT CONTACT HOURS	4211713	09/18/12	Genesis IP LLC
PCH	4199504	08/28/12	Genesis IP LLC
PCM	(85347983)	(06/16/11)	Genesis IP LLC

Mark	Registration No. (Application No.)	Registration Date (Application Date)	Grantor
POWER BACK HOME REHABILITATION	(85289029)	(04/07/11)	Genesis IP LLC
POWER BACK REHAB	(85287670)	(04/06/11)	Genesis IP LLC
POWER BACK REHABILITATION	4230755	10/23/12	Genesis IP LLC
PRESCRIPTION SOFTWARE	(85758665)	(10/19/12)	Genesis IP LLC
PREVENTING THE NURSING HOME	(85288989)	(04/07/11)	Genesis IP LLC
REFUSE THE NURSING HOME	(85287696)	(04/06/11)	Genesis IP LLC
RESPIRATORY HEALTH SERVICES & DESIGN   Respiratory Health Services	3002245	09/27/05	Genesis IP LLC
RESPIRATORY THERAPY DELIVERY MODEL	(85430416)	(09/23/11)	Genesis IP LLC
SPA GYM	(85394240)	(08/10/11)	Genesis IP LLC
SPA LIKE GYM	(85394252)	(08/10/11)	Genesis IP LLC
SPA TYPE GYM	(85394265)	(08/10/11)	Genesis IP LLC
VIGOR INDEX	(85553520)	(02/27/12)	Genesis IP LLC
VITALITY BY DESIGN	(85422207)	(09/14/11)	Genesis IP LLC
VITALITY INDEX	(85574595)	(03/20/12)	Genesis IP LLC
VITALITY SPECIALISTS	(85421451)	(09/13/11)	Genesis IP LLC
VITALITY SPECIALISTS and Design  	(85439821)	(10/05/11)	Genesis IP LLC

Mark	Registration No. (Application No.)	Registration Date (Application Date)	Grantor
VITALITY SPECIALISTS ESCAPE THE NURSING HOME	(85439784)	(10/05/11)	Genesis IP LLC
VITALITY SPECIALISTS ESCAPE THE NURSING HOME and Design  	(85439808)	(10/05/11)	Genesis IP LLC
WHERE REMARKABLE HAPPENS	(85696079)	(08/06/12)	Genesis IP LLC
PROGRESSION and Design  	3996241	07/19/11	Genesis ElderCare Rehabilitation Services, Inc. <sup>1</sup>
THE DIFFERENCE IS REMARKABLE	(85186289)	(11/29/10)	Genesis ElderCare Rehabilitation Services, Inc.
TRANSFORMING THE PATIENT'S REHAB EXPERIENCE	4068278	12/06/11	Genesis ElderCare Rehabilitation Services, Inc.
GRS	3385509	02/19/08	Genesis ElderCare Rehabilitation Services, Inc.
GENESIS	3385508	02/19/08	Genesis ElderCare Rehabilitation Services, Inc.
SPA LIVING	3420373	04/29/08	Genesis ElderCare Rehabilitation Services, Inc.
Miscellaneous Design  	3708327	11/10/09	Genesis ElderCare Rehabilitation Services, Inc.

<sup>1</sup> All Genesis Rehabilitation Services, Inc. trademarks subject to corrective amendments to reflect correct ownership to Genesis ElderCare Rehabilitation Services, Inc.

Mark	Registration No. (Application No.)	Registration Date (Application Date)	Grantor
REVITALCARE	3842169	08/31/10	Genesis ElderCare Rehabilitation Services, Inc.
PROGRESSION	3986025	06/28/11	Genesis ElderCare Rehabilitation Services, Inc.
SUN HEALTHCARE GROUP	3621931	05/19/09	Sun Healthcare Group, Inc.
REHAB RECOVERY SUITES	3545505	12/09/08	SunBridge Healthcare, LLC
SOL-OASIS	3967928	5/24/11	SunBridge Healthcare, LLC
	3757174	03/9/10	Sundance Rehabilitation Corporation
BEST	2956705	05/31/05	Sundance Rehabilitation Corporation
FUNCTIONAL KITS 	4115645	03/20/12	Sundance Rehabilitation Corporation
PATHWAYS TO WELLNESS	4033022	10/04/11	SunDance Rehabilitation Corporation
SUNSOLUTIONS	4152838	06/05/12	Sundance Rehabilitation Corporation
SUNSOLUTIONS CONSULTING 	4152913	6/5/12	SunDance Rehabilitation Corporation
	3690404	09/29/09	SunMark of New Mexico, Inc.
CARING IS THE KEY IN LIFE	3644828	06/23/09	SunMark of New Mexico, Inc.

<b>Mark</b>	<b>Registration No. (Application No.)</b>	<b>Registration Date (Application Date)</b>	<b>Grantor</b>
SUNBRIDGE	3579297	02/24/09	SunMark of New Mexico, Inc.
SUNBRIDGE	2202082	11/03/98	SunMark of New Mexico, Inc.
SUNDANCE	2003994	10/01/96	SunMark of New Mexico, Inc.
SUNSOLUTIONS	3938341	03/29/11	SunMark of New Mexico, Inc.