

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM484166

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
RD Credit, LLC, as Collateral Agent		07/26/2018	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	HCR HEALTHCARE, LLC
Street Address:	333 NORTH SUMMIT STREET
City:	TOLEDO
State/Country:	OHIO
Postal Code:	43604
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 59

Property Type	Number	Word Mark
Registration Number:	5064406	HEARTLAND HOME HEALTH
Registration Number:	5064407	HEARTLAND HOSPICE
Registration Number:	5064408	HEARTLAND IV CARE
Registration Number:	5058378	TILLI KIDS
Registration Number:	4859331	YOUR BRIDGE FROM HOSPITAL TO HOME
Registration Number:	4458624	EXPERIENCE MAKES A DIFFERENCE
Registration Number:	4399068	HEART'S DESIRE
Registration Number:	4395121	MEMORY CARE IS ALL WE DO
Registration Number:	4280949	ADVANCED DISEASE MANAGEMENT
Registration Number:	4314239	THE HEARTLAND EXPERIENCE
Registration Number:	3874971	THE PARC
Registration Number:	3874972	THE PARC
Registration Number:	3918778	CHOOSE A PROVEN LEADER
Registration Number:	3918780	A PROVEN LEADER IN RETURNING PATIENTS HO
Registration Number:	3918779	YOUR BEST WAY HOME IS THROUGH OUR DOORS
Registration Number:	3885115	MILESTONE HEALTHCARE
Registration Number:	3939580	
Registration Number:	3797279	A PROVEN LEADER
Registration Number:	3603830	HEARTLAND ENRICHING LIFE.

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3603832	MANORCARE
Registration Number:	3613385	SPRINGHOUSE
Registration Number:	3613386	ARDEN COURTS
Registration Number:	3603831	HCR MANORCARE
Registration Number:	3709182	HEARTLAND CARE PARTNERS
Registration Number:	3709181	HEARTLAND CARE PARTNERS
Registration Number:	3571183	ARCADIA
Registration Number:	3460734	MEDBRIDGE
Registration Number:	3470607	HEARTLAND CARING HEARTS CAMP
Registration Number:	3571185	LINDEN VILLAGE
Registration Number:	3470600	CARING HEARTS CAMP
Registration Number:	3255962	HUG FUND
Registration Number:	3334641	ARDEN COURTS
Registration Number:	3184993	SAAFE
Registration Number:	3299315	HEARTLAND HOSPICE HOUSE
Registration Number:	3432683	HTPN WORK INJURY MANAGEMENT
Registration Number:	3243245	MANOR CARE
Registration Number:	3110896	HCR MANOR CARE
Registration Number:	3026062	HEARTLAND
Registration Number:	3026063	HCR
Registration Number:	3499454	ENGAGEMENT THERAPY TREATMENT MIRRORING T
Registration Number:	2860093	GUARDIAN ANGEL PROGRAM
Registration Number:	2885686	CIRCLE OF CARE
Registration Number:	2894246	HCR MANORCARE CIRCLE OF CARE
Registration Number:	2898658	HEART'S DESIRE
Registration Number:	2200548	HEARTLAND INFORMATION SERVICES
Registration Number:	2144065	M MANORCARE HEALTH SERVICES
Registration Number:	2145785	MANORCARE HEALTH SERVICES
Registration Number:	2145784	M
Registration Number:	2141949	MANORCARE HEALTH SERVICES
Registration Number:	2141950	
Registration Number:	1985274	SPRINGHOUSE
Registration Number:	1907765	CARELINE
Registration Number:	1903165	
Registration Number:	1793002	HCR
Registration Number:	1668064	THALIA
Registration Number:	1320066	THE WILLIAMSBURG
Registration Number:	1352186	THE WILLIAMSBURG

Property Type	Number	Word Mark
Registration Number:	1300002	HEARTLAND
Registration Number:	0914464	MANOR CARE

CORRESPONDENCE DATA

Fax Number: 2149813400

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 214-981-3483

Email: dclark@sidley.com

Correspondent Name: Dusan Clark, Esq.

Address Line 1: Sidley Austin LLP

Address Line 2: 2021 McKinney Ave., Suite 2000

Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER: 69127-30020

NAME OF SUBMITTER: Dusan Clark

SIGNATURE: /Dusan Clark/

DATE SIGNED: 07/31/2018

Total Attachments: 7

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RELEASE OF SECURITY INTEREST IN TRADEMARK RIGHTS

This RELEASE OF SECURITY INTEREST IN TRADEMARK RIGHTS (“Agreement”), effective as of July 26, 2018 given by RD Credit, LLC, as Collateral Agent (“Agent”) to HCR Healthcare, LLC, a Delaware limited liability company (“Grantor”), as follows:

W I T N E S S E T H:

WHEREAS, pursuant to that certain Credit Agreement, dated as of July 17, 2017, as amended by the First Amendment, dated as of August 25, 2017, the Second Amendment, dated as of December 22, 2017, and the Third Amendment, dated as of March 27, 2018 (as further amended, restated, amended and restated, supplemented or otherwise modified from time to time prior to the date hereof, the “Credit Agreement”), among HCR Home Health Care and Hospice, LLC (the “Borrower”), HCR Manorcare Inc., HCR Manorcare Operations II, LLC, HCR Manorcare Heartland, LLC, Manor Care, Inc., HCR II Healthcare, LLC, and HCR Healthcare, LLC (collectively, “Holdcos”), the several banks and other financial institutions or entities from time to time parties thereto (the “Lenders”), and RD Credit, LLC as administrative agent and collateral agent (in such capacity, the “Administrative Agent”), the Lenders (as defined in the Credit Agreement) have agreed to extend credit to the Borrower (as defined in the Credit Agreement);

WHEREAS, in connection with the Credit Agreement, the Grantor executed that certain Guarantee and Collateral Agreement, dated as of July 17, 2017 (as amended, restated, supplemented or otherwise modified from time to time, the “Collateral Agreement”) and granted to the Agent a security interest in the United States trademark registrations and applications set forth on Schedule A attached hereto (the “Trademarks”) to secure the Obligations (as defined in the Collateral Agreement);

WHEREAS, in furtherance of the Collateral Agreement, the Grantor executed a Grant of Security Interest in Trademark Rights, dated July 17, 2017 (the “Trademark Security Agreement”), which was recorded by the U.S. Patent and Trademark Office on July 19, 2017, at Reel 6109 and Frame 0416;

WHEREAS, the Agent wishes to release and restore all right, title and interest in and to the Trademarks to the Grantor and to terminate the encumbrance created by the Trademark Security Agreement and the Collateral Agreement in respect of the Trademarks.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Agent hereby terminates the Trademark Security Agreement and terminates, releases, cancels, relinquishes and discharges the security interest in the Trademarks created by the Trademark Security Agreement and the Collateral Agreement and reassigns all right, title and interest it has in the Trademarks to the Grantor.

THIS RELEASE SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK AND SHALL BE BINDING UPON THE GRANTOR’S AND THE COLLATERAL AGENT’S REPRESENTATIVES, SUCCESSORS, ASSIGNS AND TRANSFEREES.

[signature pages follow]

IN WITNESS WHEREOF, the undersigned, by and through its authorized officer,
has caused this Release to be executed under seal on the date first written above.

RD Credit, LLC,
as Collateral Agent

By: 
Name: VIVEK MELWANJ
Title:

SCHEDULE A

U.S. Trademark Registrations and Applications

Mark	Application Number	Registration Number	Application Date	Registration Date	Status
HEARTLAND HOME HEALTH	87032541	5064406	11-MAY-2016	18-OCT-2016	Registered
HEARTLAND HOSPICE and Design	87032554	5064407	11-MAY-2016	18-OCT-2016	Registered
HEARTLAND IV CARE and Design	87032566	5064408	11-MAY-2016	18-OCT-2016	Registered
TILLI KIDS and Design	86917146	5058378	23-FEB-2016	11-OCT-2016	Registered
YOUR BRIDGE FROM HOSPITAL TO HOME	86604823	4859331	21-APR-2015	24-NOV-2015	Registered
EXPERIENCE MAKES A DIFFERENCE	85928301	4458624	10-MAY-2013	31-DEC-2013	Registered
HEART'S DESIRE and Design	85797645	4399068	07-DEC-2012	10-SEP-2013	Registered
MEMORY CARE IS ALL WE DO	85764566	4395121	26-OCT-2012	03-SEP-2013	Registered
ADVANCED DISEASE MANAGEMENT	85547031	4280949	20-FEB-2012	22-JAN-2013	Registered Supplemental Register
THE HEARTLAND EXPERIENCE	85508416	4314239	04-JAN-2012	02-APR-2013	Registered
THE PARC and Design	77967200	3874971	24-MAR-2010	09-NOV-2010	Registered
THE PARC	77967207	3874972	24-MAR-2010	09-NOV-2010	Registered
CHOOSE A PROVEN LEADER	77922403	3918778	28-JAN-2010	15-FEB-2011	Registered
A PROVEN LEADER IN RETURNING PATIENTS HOME	77922415	3918780	28-JAN-2010	15-FEB-2011	Registered
YOUR BEST WAY HOME IS THROUGH OUR DOORS	77922409	3918779	28-JAN-2010	15-FEB-2011	Registered
MILESTONE	77881954	3885115	30-NOV-2009	07-DEC-2010	Registered

HEALTHCARE					
<i>Design Only</i> 	77868155	3939580	09-NOV-2009	05-APR-2011	Registered
A PROVEN LEADER	77730645	3797279	06-MAY-2009	01-JUN-2010	Registered CANCELLED SECTION 8 IN INT. CL. 41. APR 26, 2016
HEARTLAND ENRICHING LIFE.	77364671	3603830	04-JAN-2008	07-APR-2009	Registered
MANORCARE and Design	77364677	3603832	04-JAN-2008	07-APR-2009	Registered
SPRINGHOUSE and Design	77364682	3613385	04-JAN-2008	28-APR-2009	Registered
ARDEN COURTS and Design	77364683	3613386	04-JAN-2008	28-APR-2009	Registered
HCR MANORCARE and Design	77364675	3603831	04-JAN-2008	07-APR-2009	Registered
HEARTLAND CARE PARTNERS and Design	77212754	3709182	22-JUN-2007	10-NOV-2009	Registered
HEARTLAND CARE PARTNERS	77211744	3709181	21-JUN-2007	10-NOV-2009	Registered
ARCADIA	77211726	3571183	21-JUN-2007	10-FEB-2009	Registered
MEDBRIDGE	77211731	3460734	21-JUN-2007	08-JUL-2008	Registered
HEARTLAND CARING HEARTS CAMP and Design	77212216	3470607	21-JUN-2007	22-JUL-2008	Registered
LINDEN VILLAGE	77212227	3571185	21-JUN-2007	10-FEB-2009	Registered
CARING HEARTS CAMP	77211737	3470600	21-JUN-2007	22-JUL-2008	Registered
HUG FUND and Design	78947033	3255962	08-AUG-2006	26-JUN-2007	Renewed

					(Registered)
ARDEN COURTS	78804666	3334641	01-FEB-2006	13-NOV-2007	Renewed (Registered)
SAAFE	78766971	3184993	05-DEC-2005	12-DEC-2006	Renewed (Registered)
HEARTLAND HOSPICE HOUSE	78713615	3299315	15-SEP-2005	25-SEP-2007	Renewed (Registered)
HTPN WORK INJURY MANAGEMENT and Design	78583359	3432683	09-MAR-2005	20-MAY-2008	Registered
MANOR CARE	76616994	3243245	21-OCT-2004	22-MAY-2007	Renewed (Registered)
HCR MANOR CARE	76616989	3110896	21-OCT-2004	04-JUL-2006	Renewed (Registered)
HEARTLAND and Design	76616990	3026062	21-OCT-2004	13-DEC-2005	Renewed (Registered)
HCR	76616991	3026063	21-OCT-2004	13-DEC-2005	Renewed (Registered)
ENGAGEMENT THERAPY TREATMENT MIRRORING THE PAST, FULFILLING THE FUTURE	76616992	3499454	21-OCT-2004	09-SEP-2008	Registered
GUARDIAN ANGEL PROGRAM	78207485	2860093	27-JAN-2003	06-JUL-2004	Renewed (Registered)
CIRCLE OF CARE	76460626	2885686	22-OCT-2002	21-SEP-2004	Renewed (Registered)
HCR MANORCARE CIRCLE OF CARE and Design	76460849	2894246	22-OCT-2002	19-OCT-2004	Renewed (Registered)
HEART'S DESIRE	76460627	2898658	22-OCT-2002	02-NOV-2004	Renewed (Registered)
HEARTLAND INFORMATION SERVICES	75275955	2200548	16-APR-1997	27-OCT-1998	Renewed (Registered)
M MANORCARE HEALTH SERVICES and Design	75148277	2144065	12-AUG-1996	17-MAR-1998	Renewed (Registered)
MANORCARE HEALTH SERVICES and Design	75148278	2145785	12-AUG-1996	24-MAR-1998	Renewed (Registered)
M design	75148276	2145784	12-AUG-1996	24-MAR-1998	Renewed

					(Registered)
MANORCARE HEALTH SERVICES	75143180	2141949	01-AUG-1996	10-MAR-1998	Renewed (Registered)
<i>Design Only</i>	75143318	2141950	31-JUL-1996	10-MAR-1998	Renewed (Registered)
SPRINGHOUSE	74646897	1985274	15-MAR-1995	09-JUL-1996	Renewed (Registered)
CARELINE	74553793	1907765	26-JUL-1994	25-JUL-1995	Renewed (Registered)
<i>Design Only</i>	74475329	1903165	03-JAN-1994	04-JUL-1995	Renewed (Registered)
HCR and design	74321958	1793002	09-OCT-1992	14-SEP-1993	Renewed (Registered)
THALIA	74016201	1668064	04-JAN-1990	10-DEC-1991	Renewed (Registered) INTENT TO USE APPLICATION
THE WILLIAMSBURG and design	73478217	1320066	30-APR-1984	12-FEB-1985	Renewed (Registered)
THE WILLIAMSBURG	73474718	1352186	10-APR-1984	30-JUL-1985	Renewed (Registered)
HEARTLAND	73445012	1300002	23-SEP-1983	09-OCT-1984	Renewed (Registered)
MANOR CARE	72332622	0914464	15-JUL-1969	08-JUN-1971	Renewed (Registered)

Licenses in U.S. Trademarks and Trademark Applications

None.