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To the Honorable Commissioner of Patents and Trademarks

1 original documents or copy thereof.

1. Name of conveying party(ies):

U.S. ADULT CARE, INC.

- Individual(s)
- General Partnership
- Corporation-State
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: MARCH 1, 1999

2. Name and address of receiving party(ies)

SENIOR CARE CENTERS OF PENNSYLVANIA, INC.
Name: _____

Internal Address: 1820 CHAPEL AVENUE WEST

Street Address: SUITE 160

City: CHERRY HILL State: NJ ZIP: 08002

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State PENNSYLVANIA
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

6-24-99

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,986,053

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: JOHN F. A. EARLEY III

Internal Address: 86 THE COMMONS AT VALLEY FORGE
EAST; 1288 VALLEY FORGE ROAD

Street Address: P.O. BOX 750

City: VALLEY FORGE State: PA ZIP: 19482-0750

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

05-0208

(Attach duplicate copy of this page if paying by deposit account)

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

JOHN F. A. EARLEY III

Name of Person Signing

John F. A. Earley III

Signature

6-24-99

Date

Total number of pages including cover sheet, attachments, and document: 3

ASSIGNMENT OF SERVICE MARK

ASSIGNMENT made this 1st day of March, 1999 by **U. S. ADULT CARE, INC.**, a Pennsylvania corporation having an address of 7926 Germantown Avenue, Philadelphia, PA 19118 ("*Assignor*") to **SENIOR CARE CENTERS OF PENNSYLVANIA, INC.**, a Pennsylvania corporation having an address of 1820 Chapel Avenue West, Suite 160, Cherry Hill, New Jersey, 08002 ("*Assignee*").

RECITAL:


WHEREAS, the Assignor has adopted and used in its business a service mark "Elderflower" which is registered to U. S. Adult Care, Inc. in the United States Patent Office under Registration No. 1,986,053 registered July 9, 1996; and

WHEREAS, Assignee is desirous of acquiring said mark and the registration thereof,


NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor, intending to be legally bound, hereby assigns to the Assignee its entire interest in the service mark "Elderflower" and in the registration thereof, together with the good will of the business in connection with which such mark is used and Assignee hereby accepts such assignment. Assignor shall take such further action as required, at its expense, to register this assignment in the United States Patent Office.

IN WITNESS WHEREOF, the parties hereto have executed this Assignment the day and year first written above.

ATTEST:


WILLIAM E. SHEPHERD, Secretary

U. S. ADULT CARE, INC.

By 
WILLIAM E. SHEPHERD, President

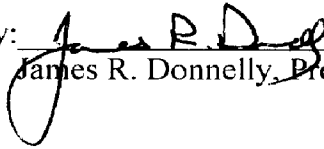
ATTEST:

SENIOR CARE CENTERS OF
PENNSYLVANIA, INC.



Craig Mehnert, Assistant Secretary

By:



James R. Donnelly, President