

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Royal Bank of Canada, as Agent		05/03/2011	Bank: CANADA

RECEIVING PARTY DATA

Name:	Citibank, N.A., as Collateral Agent
Street Address:	2 Penns Way, Suite 100
City:	New Castle
State/Country:	DELAWARE
Postal Code:	19720
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 88

Property Type	Number	Word Mark
Registration Number:	3761667	360 HEALTHCARE STAFFING
Registration Number:	3238135	AEDON
Registration Number:	2948957	AEDON HOMECARE
Registration Number:	2952410	AEDON STAFFING
Registration Number:	3400118	AEDON STAFFING
Registration Number:	3400131	AEGIS ACUTE REHAB
Registration Number:	3400130	AEGIS ACUTE REHAB
Registration Number:	3558324	AEGIS AT HOME
Registration Number:	3558272	AEGIS AT HOME
Serial Number:	77719960	AEGIS ON WHEELS
Registration Number:	2916563	AEGIS THERAPIES STRENGTH IN REHABILITATION
Registration Number:	3049860	AEGIS THERAPIES
Registration Number:	3400129	AEGIS THERAPIES
Registration Number:	3400128	AEGIS THERAPIES

OP \$2215.00 3761667

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**TRADEMARK
 REEL: 004533 FRAME: 0671**

Serial Number:	77719843	AEGIS THERAPIES ON WHEELS
Registration Number:	3197422	
Registration Number:	3163545	AFFIRMACARE
Registration Number:	3184577	ALZHEIMER'S CARE BY BEVERLY
Registration Number:	3403609	ALZHEIMER'S CARE BY BEVERLY
Registration Number:	3407305	ALZHEIMER'S CARE BY GOLDEN LIVING
Registration Number:	3393508	ASERA CARE HOME HEALTH
Registration Number:	3455821	ASERA CARE HOME HEALTH
Registration Number:	3919660	ASERA CARE HOME HEALTH
Registration Number:	3393507	ASERA CARE HOSPICE
Registration Number:	3393511	ASERA CARE HOSPICE
Registration Number:	3184456	ASERACARE
Registration Number:	3022055	ASERACARE
Registration Number:	3428111	BEACH BEVERLY ENTERPRISES AUTOMATED CLEARINGHOUSE
Registration Number:	3169671	BEI
Registration Number:	3407313	BEI
Registration Number:	3184503	BEVERLY CATERING & EVENTS
Registration Number:	2570330	BEVERLY ENTERPRISES
Registration Number:	3410709	BEVERLY HEALTHCARE
Registration Number:	3396503	BEVERLY LIVING CENTERS
Registration Number:	3403611	BEVERLY LIVING CENTERS
Registration Number:	3396501	BEVERLY LIVING COMMUNITIES
Registration Number:	3403610	BEVERLY LIVING COMMUNITIES
Registration Number:	3410957	CERELEAN
Registration Number:	2734217	CERES
Registration Number:	3393510	CERES PURCHASING SOLUTIONS
Registration Number:	3396497	CERES PURCHASING SOLUTIONS
Registration Number:	2748809	CERES STRATEGIES
Registration Number:	3396498	
Registration Number:	3184502	
Registration Number:	3151939	
Registration Number:	3022054	
Registration Number:	3220599	
Registration Number:	3393509	

Registration Number:	3030578	
Registration Number:	3437630	
Registration Number:	3169463	
Registration Number:	3407312	
Registration Number:	3396504	
Registration Number:	3398989	
Serial Number:	77637733	
Serial Number:	77814768	ENERG BY AEGIS
Serial Number:	77814766	ENERG BY AEGIS THERAPIES
Registration Number:	3399068	ESPECIALLY YOURS CATERING AND EVENTS
Registration Number:	3755933	EXPERIENCE THE GOLDEN DIFFERENCE
Serial Number:	85139790	GOLDEN CLINICAL RX SERVICES
Registration Number:	3400124	GOLDEN CLINICAL SERVICES
Registration Number:	3877616	GOLDEN GRADS
Serial Number:	78955678	GOLDEN HORIZONS
Serial Number:	85154670	GOLDEN HOSPITALITY
Registration Number:	3478300	GOLDEN INNOVATIONS
Registration Number:	3459733	GOLDEN LIVING
Registration Number:	3784813	GOLDEN LIVING
Registration Number:	3407304	GOLDEN LIVING CENTERS
Registration Number:	3799530	GOLDEN LIVING CENTERS
Registration Number:	3416222	GOLDEN LIVING COMMUNITIES
Registration Number:	3866670	GOLDEN LIVING COMMUNITIES
Serial Number:	77871558	GOLDEN LIVING PASSPORT
Registration Number:	3784191	GOLDEN REHAB
Registration Number:	3784189	GOLDEN REHAB
Registration Number:	3877466	GOLDEN REHAB SUITES
Registration Number:	3947450	GOLDEN REHAB SUITES
Registration Number:	3947448	GOLDEN REHAB SUITES
Registration Number:	3410956	GOLDEN VENTURES
Registration Number:	3625387	ORTHOPEDIC CENTER OF EXCELLENCE
Registration Number:	3415032	REHABPERSPECTIVES
Serial Number:	77845337	S.T.E.P.S.
Serial Number:	77845360	STANDING TALL EDUCATION PROGRAM AND SERVICES
Registration Number:	3755865	THE GOLDEN DIFFERENCE

	3464563	VIZIA DESIGN
Registration Number:	3410958	VIZIA DESIGN
Registration Number:	3163419	VIZIA HEALTHCARE DESIGN GROUP
Registration Number:	3163428	VIZIA HEALTHCARE DESIGN GROUP
Registration Number:	3791007	WINGS FOR LOVE

CORRESPONDENCE DATA

Fax Number: (212)656-1342
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-701-3345
Email: david.adams@thomsonreuters.com
Correspondent Name: James P. Murphy, Legal Assistant
Address Line 1: 80 Pine Street
Address Line 2: Cahill Gordon & Reindel LLP
Address Line 4: New York, NEW YORK 10005

NAME OF SUBMITTER:	David Adams
Signature:	/david adams thomsonreuters/
Date:	05/04/2011

Total Attachments: 6
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SCHEDULE V
TO TERMINATION AND
RELEASE AGREEMENT

RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS (this "Release") is made as of May 3, 2011 and granted by Royal Bank of Canada, in its capacity as Collateral Agent (in such capacity, the "Agent") pursuant to the Guarantee and Collateral Agreement dated as of March 14, 2011 among Golden Gate National Senior Care LLC, a Delaware limited liability company, Golden Gate Ancillary LLC, a Delaware limited liability company, and GGNSC Administrative Services LLC, a Delaware limited liability company (together, the "Borrowers"), GGNSC Holdings LLC, a Delaware limited liability company ("Holdings"), the Subsidiaries of the Borrowers from time to time party thereto and the Royal Bank of Canada, as collateral agent for the Secured Parties (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement") and the Trademark Security Agreement dated as of March 14, 2011, among GGNSC Administrative Services LLC, Golden Gate National Senior Care LLC and Golden Gate Ancillary LLC (each a "Pledgor" and together with the Borrower, the "Pledgors"), and the Agent (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Trademark Security Agreements" and together with the Security Agreement, the "Security Agreements"), in favor of the Pledgors. Capitalized terms used but not otherwise defined herein have the meanings set forth in the Security Agreement.

WHEREAS, pursuant to the terms and conditions of the Security Agreements, the Pledgors granted to the Agent a continuing lien on and security interest in and to all of its right, title and interest in, to and under the Trademarks set forth on Schedule I hereto, all Goodwill associated with such Trademarks and all Proceeds of any and all of the foregoing (other than Excluded Property) (collectively, the "Trademark Collateral");

WHEREAS the Trademark Security Agreements have been recorded with the Assignment Division of the U.S. Patent and Trademark Office on March 31, 2011, at Reel 4512 and Frame 0552; on March 31, 2011, at Reel 4512 and Frame 0564; on September 2, 2009, at Reel 4056 and Frame 0349; on March 31, 2011 at Reel 4512 and Frame 0578; on August 24, 2006, at Reel 3376 and Frame 0803; on December 2, 2003, at Reel 2756 and Frame 0396; and on February 2, 2005, at Reel 3020 and Frame 0299;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent hereby terminates, cancels, re-pledges, reassigns and releases to the Pledgors any and all goodwill, rights, title and interest it has against the Trademark Collateral, without warranty or recourse.

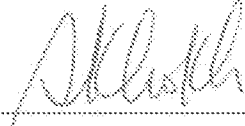
If and to the extent the Agent has acquired any right, title or interest to any of the Trademark Collateral, it hereby assigns and transfers such rights, title or interest to the respective Pledgors.

This Release shall be construed in accordance with and governed by the law of the State of New York.

IN WITNESS WHEREOF, the Agent has caused this Release to be executed and delivered by its duly authorized officer as of the date first set forth above.

ROYAL BANK OF CANADA
as Agent

By: _____
Name: Susan Khokher
Title: Manager, Agency



[Trademark Release]

TRADEMARK
REEL: 004533 FRAME: 0676

SCHEDULE V
TO TERMINATION AND
RELEASE AGREEMENT

Golden Living Trademark Schedule

Owner	Trademark	Serial Number	Registration Number
Golden Gate Ancillary LLC	360 HEALTHCARE STAFFING	77/516177	3761667 *
Golden Gate Ancillary LLC	AEDON	78/598163	3238135 *
Golden Gate Ancillary LLC	AEDON HOMECARE	76/450639	2948957 *
Golden Gate Ancillary LLC	AEDON STAFFING	76/447743	2952410 *
Golden Gate Ancillary LLC	AEDON STAFFING	78/956190	3400118 *
Golden Gate Ancillary LLC	AEGIS ACUTE REHAB	78/957758	3400131 *
Golden Gate Ancillary LLC	AEGIS ACUTE REHAB	78/957755	3400130 *
Golden Gate Ancillary LLC	AEGIS AT HOME	77/205323	3558324 *
Golden Gate Ancillary LLC	AEGIS AT HOME	77/170634	3558272 *
Golden Gate National Senior Care LLC	AEGIS ON WHEELS	77/719960	
Golden Gate Ancillary LLC	AEGIS THERAPIES STRENGTH IN REHABILITATION	76/17856	2916563
Golden Gate Ancillary LLC	AEGIS THERAPIES	78/520300	3049860 *
Golden Gate Ancillary LLC	AEGIS THERAPIES	78/957744	3400129 *
Golden Gate Ancillary LLC	AEGIS THERAPIES	78/957720	3400128 *
Golden Gate National Senior Care LLC	AEGIS THERAPIES ON WHEELS	77/719843	
Beverly Enterprises, Inc.	AFFIRMACARE	78/513785	3197422
Beverly Enterprises, Inc.	AFFIRMACARE	78/428662	3163545
Beverly Enterprises, Inc.	ALZHEIMER'S CARE BY BEVERLY	78/513023	3184577
Beverly Enterprises, Inc.	ALZHEIMER'S CARE BY BEVERLY	78/959754	3403609
Golden Gate National Senior Care LLC	ALZHEIMER'S CARE BY GOLDEN LIVING	78/956944	3407305 **
Golden Gate Ancillary LLC	ASERA CARE HOME HEALTH	78/957788	3393508 *
Golden Gate Ancillary LLC	ASERA CARE HOME HEALTH	78/958939	3455821 *
Golden Gate Ancillary LLC	ASERA CARE HOME HEALTH	85/075688	3919660 *
Golden Gate Ancillary LLC	ASERA CARE HOSPICE	78/957767	3393507 *
Golden Gate Ancillary LLC	ASERA CARE HOSPICE	78/957833	3393511 *
Golden Gate Ancillary LLC	ASERACARE	78/411223	3184456 *
Golden Gate Ancillary LLC	ASERACARE	78/411165	3022055 *
Beverly Enterprises, Inc.	BEACH BEVERLY ENTERPRISES AUTOMATED CLEARINGHOUSE	78/549702	3428111
Beverly Enterprises, Inc.	BEI	78/514074	3169671

* Lien with Royal Bank of Canada, as Collateral Agent, executed 3/14/2011 and recorded 3/31/2011 at Reel/Frame 4512/0578.

** Lien with Royal Bank of Canada, as Collateral Agent, executed 3/14/2011 and recorded 3/31/2011 at Reel/Frame 4512/0564.

*** Lien with Royal Bank of Canada, as Collateral Agent, executed 3/14/2011 and recorded 3/31/2011 at Reel/Frame 4512/0552.

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Beverly Enterprises, Inc.	BEI	78/959824	3407313
Beverly Enterprises, Inc.	BEVERLY CATERING & EVENTS	78/461698	3184503
Beverly Enterprises, Inc.	BEVERLY ENTERPRISES	75/439935	2570330
Beverly Enterprises, Inc.	BEVERLY HEALTHCARE	78/825676	3410709
Beverly Enterprises, Inc.	BEVERLY LIVING CENTERS	78/959769	3396503
Beverly Living Centers	BEVERLY LIVING CENTERS	78/959766	3403611
Beverly Enterprises, Inc.	BEVERLY LIVING COMMUNITIES	78/959762	3396501
Beverly Enterprises, Inc.	BEVERLY LIVING COMMUNITIES	78/959759	3403610
Golden Gate Ancillary LLC	CERELEAN	78/956187	3410957*
Golden Gate Ancillary LLC	CERES	76/395410	2734217 *
Golden Gate Ancillary LLC	CERES PURCHASING SOLUTIONS	78/957826	3393510 *
Golden Gate Ancillary LLC	CERES PURCHASING SOLUTIONS	78/957835	3396497 *
Golden Gate Ancillary LLC	CERES STRATEGIES	78/098386	2748809 *
Golden Gate Ancillary LLC	DESIGN - ABSTRACT CIRCULAR DESIGN	78/957844	3396498 *
Beverly Enterprises, Inc.	DESIGN - ABSTRACT FIGURE OF CHEF	78/461683	3184502
Golden Gate Ancillary LLC	DESIGN - ABSTRACT FIGURE OF MAN ON PATH WITH ARMS RAISED	78/512470	3151939 *
Golden Gate Ancillary LLC	DESIGN - ABSTRACT FIGURE REACHING AROUND A HEART	78/411163	3022054 *
Beverly Enterprises, Inc.	DESIGN - ABSTRACT HEART	78/513017	3220599
Golden Gate Ancillary LLC	DESIGN - ABSTRACT MAN DANCING WITH RIBBON	78/957792	3393509 *
Beverly Enterprises, Inc.	DESIGN - ABSTRACT TREE	78/411221	3030578
Beverly Enterprises, Inc.	DESIGN - ABSTRACT TREE WITH CIRCLE	78/513594	3437630
Golden Gate Ancillary LLC	DESIGN - BLACK AND GRAY ABSTRACT INTERLOCKING ARCS	78/411326	3169463 *
Beverly Enterprises, Inc.	DESIGN - FIVE LEAF BRANCH	78/959799	3407312
Beverly Enterprises, Inc.	DESIGN - FOUR GEOMETRIC SHAPES	78/959776	3396504

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TRADEMARK
REEL: 004533 FRAME: 0678

SCHEDULE V
TO TERMINATION AND
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	REPRESENTING A MAN AND A RIBBON		
Golden Gate Ancillary LLC	DESIGN - HALF GOLDEN CIRCLE ON LEFT AND HALF GOLDEN CIRCLE ON RIGHT, NOT JOINED	77/007939	3398989 *
Golden Gate National Senior Care LLC	DESIGN - TWO BUTTERFLIES	77/637733	
Golden Gate Ancillary LLC	ENERGY BY AEGIS	77/814768 *	
Golden Gate Ancillary LLC	ENERGY BY AEGIS THERAPIES	77/814766 *	
Golden Gate Ancillary LLC	ESPECIALLY YOURS CATERING AND EVENTS	77/044637	3399068 *
Golden Gate National Senior Care LLC	EXPERIENCE THE GOLDEN DIFFERENCE	77/656730	3755933 **
Golden Gate National Senior Care LLC	GOLDEN CLINICAL RX SERVICES	85/139790 **	
Golden Gate National Senior Care LLC	GOLDEN CLINICAL SERVICES	78/956842	3400124 **
Golden Gate National Senior Care LLC	GOLDEN GRADS	77/713197	3877616 **
GGNSC Holdings LLC -- this one is listed as "suspended"	GOLDEN HORIZONS	78/955678	
GGNSC Clinical Services LLC	GOLDEN HOSPITALITY	85/154670	
Golden Gate National Senior Care LLC	GOLDEN INNOVATIONS	78/956186	3478300 **
Golden Gate National Senior Care LLC	GOLDEN LIVING	78/955680	3459733 **
Golden Gate National Senior Care LLC	GOLDEN LIVING	77/887419	3784813 **
Golden Gate National Senior Care LLC	GOLDEN LIVING CENTERS	78/956839	3407304 **
Golden Gate National Senior Care LLC	GOLDEN LIVING CENTERS	77/887411	3799530 **
Golden Gate National Senior Care LLC	GOLDEN LIVING COMMUNITIES	78/956836	3416222 **
Golden Gate National Senior Care LLC	GOLDEN LIVING COMMUNITIES	77/887424	3866670 **
Golden Gate National Senior Care LLC	GOLDEN LIVING PASSPORT	77/871558 **	
Golden Gate National Senior Care LLC	GOLDEN REHAB	77/829729	3784191 **
Golden Gate National Senior Care LLC	GOLDEN REHAB	77/829715	3784189 **
Golden Gate National Senior Care LLC	GOLDEN REHAB SUITES	77/626780	3877466 **
Golden Gate National Senior Care LLC	GOLDEN REHAB SUITES	85/108257	3947450**
Golden Gate National Senior Care LLC	GOLDEN REHAB SUITES	85/108246	3947448**
GGNSC Administrative Services LLC	GOLDEN VENTURES	78/955683	3410956 ***

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TRADEMARK
REEL: 004533 FRAME: 0679

SCHEDULE V
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Beverly Enterprises, Inc.	H P C	75/016097	2010117
Golden Gate Ancillary LLC	ORTHOPEDIC CENTER OF EXCELLENCE	77/389650	3625387 *
GGNSC Administrative Services LLC	REHABPERSPECTIVES	77/022236	3415032 ***
Golden Gate Ancillary LLC	S.T.E.P.S.	77/845337 *	
Golden Gate Ancillary LLC	STANDING TALL EDUCATION PROGRAM AND SERVICES	77/845360 *	
Golden Gate National Senior Care LLC	THE GOLDEN DIFFERENCE	77/626806	3755865 **
Golden Gate Ancillary LLC	VIZIA DESIGN	78/957841	3464563 *
Golden Gate Ancillary LLC	VIZIA DESIGN	78/957847	3410958 *
Golden Gate Ancillary LLC	VISIA HEALTHCARE DESIGN GROUP	78/339213	3163419 *
Golden Gate Ancillary LLC	VISIA HEALTHCARE DESIGN GROUP	78/343521	3163428 *
Golden Gate National Senior Care LLC	WINGS FOR LOVE	77/629417	3791007 **

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* Lien with Royal Bank of Canada, as Collateral Agent, executed 3/14/2011 and recorded 3/31/2011 at Reel/Frame 4512/0578.

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