

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
GGNSC Administrative Services LLC		05/04/2011	LIMITED LIABILITY COMPANY: DELAWARE
Golden Gate Ancillary LLC		05/04/2011	LIMITED LIABILITY COMPANY: DELAWARE
Golden Gate National Senior Care LLC		05/04/2011	LIMITED LIABILITY COMPANY: DELAWARE
GGNSC Clinical Services LLC		05/04/2011	LIMITED LIABILITY COMPANY: DELAWARE
Beverly Enterprises, Inc.		05/04/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Citibank, N.A., as Administrative Agent
Street Address:	388 Greenwich Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10013
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 87

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

900191070

**TRADEMARK
 REEL: 004534 FRAME: 0601**

OP \$2190.00 3761667

Registration Number:	3558272	AEGIS AT HOME
Serial Number:	77719960	AEGIS ON WHEELS
Registration Number:	3049860	AEGIS THERAPIES
Registration Number:	3400129	AEGIS THERAPIES
Registration Number:	3400128	AEGIS THERAPIES
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:	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:	2010117	H P C

	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
Registration Number:	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:	05/05/2011

Total Attachments: 7
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Trademark Security Agreement

Trademark Security Agreement, dated as of May 4, 2011, by GGNSC Administrative Services LLC, Golden Gate Ancillary LLC, Golden Gate National Senior Care LLC, GGNSC Clinical Services LLC, and Beverly Enterprises, Inc., (individually, a “Pledgor”, and, collectively, the “Pledgors”), in favor of CITIBANK, N.A., in its capacity as administrative agent pursuant to the Credit Agreement (in such capacity, the “Administrative Agent”).

WITNESSETH:

WHEREAS, the Pledgors are party to a Security Agreement, dated as of May 4, 2011 (as amended, amended and restated, supplemented or otherwise modified from time to time, the “Security Agreement”) in favor of the Administrative Agent pursuant to which the Pledgors are required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Administrative Agent, for the benefit of the Secured Parties, to enter into the Credit Agreement, the Pledgors hereby agree with the Administrative Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. Each Pledgor hereby pledges and grants to the Administrative Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Pledged Collateral of such Pledgor:

- (a) Trademarks of such Pledgor listed on Schedule I¹ attached hereto;

¹ Should include same Trademarks listed on Schedule 11(a) of the Perfection Certificate.

(b) all Goodwill associated with such Trademarks; and

(c) all Proceeds of any and all of the foregoing (other than Excluded Property).

SECTION 3. Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Administrative Agent pursuant to the Security Agreement and Pledgors hereby acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control unless the Administrative Agent shall otherwise determine.

SECTION 4. Termination. Upon the payment in full of the Secured Obligations and termination of the Security Agreement, the Administrative Agent shall execute, acknowledge, and deliver to the Pledgors an instrument in writing in recordable form releasing the collateral pledge, grant, assignment, lien and security interest in the Trademarks under this Trademark Security Agreement.

SECTION 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

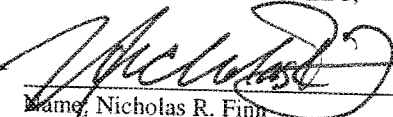
SECTION 6. Governing Law. This Trademark Security Agreement and the transactions contemplated hereby, and all disputes between the parties under or relating to this Trademark Security Agreement or the facts or circumstances leading to its execution, whether in contract, tort or otherwise, shall be construed in accordance with and governed by the laws (including statutes of limitation) of the State of New York, without regard to conflicts of law principles that would require the application of the laws of another jurisdiction.

[signature page follows]


IN WITNESS WHEREOF, each Pledgor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

Very truly yours,

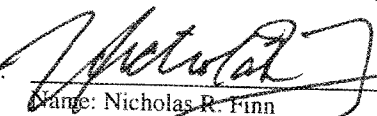
GGNSC Administrative Services LLC,

By: 
Name: Nicholas R. Finn
Title: Vice President


Golden Gate Ancillary LLC,

By: 
Name: Nicholas R. Finn
Title: Vice President

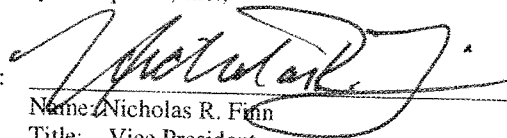
Golden Gate National Senior Care LLC,

By: 
Name: Nicholas R. Finn
Title: Vice President

GGNSC Clinical Services LLC,

By: 
Name: Nicholas R. Finn
Title: Vice President

Beverly Enterprises, Inc.,

By: 
Name: Nicholas R. Finn
Title: Vice President

Accepted and Agreed:

CITIBANK, N.A.,
as Administrative Agent

By: 
Name: Dina Garthwaite
Title: Vice President

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

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	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
Beverly Enterprises, Inc.	BEI	78/959824	3407313
Beverly Enterprises, Inc.	BEVERLY CATERING & EVENTS	78/461698	3184503
Beverly Enterprises, Inc.	BEVERLY	75/439935	2570330

	ENTERPRISES		
Beverly Enterprises, Inc.	BEVERLY	78/825676	3410709
	HEALTHCARE		
Beverly Enterprises, Inc.	BEVERLY LIVING	78/959769	3396503
	CENTERS		
Beverly Enterprises, Inc.	BEVERLY LIVING	78/959766	3403611
	CENTERS		
Beverly Enterprises, Inc.	BEVERLY LIVING	78/959762	3396501
	COMMUNITIES		
Beverly Enterprises, Inc.	BEVERLY LIVING	78/959759	3403610
	COMMUNITIES		
Golden Gate Ancillary LLC	CERELEAN	78/956187	3410957
Golden Gate Ancillary LLC	CERES	76/395410	2734217
Golden Gate Ancillary LLC	CERES PURCHASING	78/957826	3393510
	SOLUTIONS		
Golden Gate Ancillary LLC	CERES PURCHASING	78/957835	3396497
	SOLUTIONS		
Golden Gate Ancillary LLC	CERES STRATEGIES	78/098386	2748809
Golden Gate Ancillary LLC	DESIGN - ABSTRACT	78/957844	3396498
	CIRCULAR DESIGN		
Beverly Enterprises, Inc.	DESIGN - ABSTRACT	78/461683	3184502
	FIGURE OF CHEF		
Golden Gate Ancillary LLC	DESIGN - ABSTRACT	78/512470	3151939
	FIGURE OF MAN ON		
	PATH WITH ARMS		
	RAISED		
Golden Gate Ancillary LLC	DESIGN - ABSTRACT	78/411163	3022054
	FIGURE REACHING		
	AROUND A HEART		
Beverly Enterprises, Inc.	DESIGN - ABSTRACT	78/513017	3220599
	HEART		
Golden Gate Ancillary LLC	DESIGN - ABSTRACT	78/957792	3393509
	MAN DANCING WITH		
	RIBBON		
Beverly Enterprises, Inc.	DESIGN - ABSTRACT	78/411221	3030578
	TREE		
Beverly Enterprises, Inc.	DESIGN - ABSTRACT	78/513594	3437630
	TREE WITH CIRCLE		
Golden Gate Ancillary LLC	DESIGN - BLACK AND	78/411326	3169463
	GRAY ABSTRACT		
	INTERLOCKING ARCS		
Beverly Enterprises, Inc.	DESIGN - FIVE LEAF	78/959799	3407312
	BRANCH		
Beverly Enterprises, Inc.	DESIGN - FOUR	78/959776	3396504
	GEOMETRIC SHAPES		
	REPRESENTING A		
	MAN AND A RIBBON		
Golden Gate Ancillary LLC	DESIGN - HALF	77/007939	3398989
	GOLDEN CIRCLE ON		
	LEFT AND HALF		
	GOLDEN CIRCLE ON		
	RIGHT, NOT JOINED		
Golden Gate National Senior Care LLC	DESIGN - TWO	77/637733	
	BUTTERFLIES		
Golden Gate Ancillary LLC	ENERGY BY AEGIS	77/814768	
Golden Gate Ancillary LLC	ENERGY BY AEGIS	77/814766	

Golden Gate Ancillary LLC	THERAPIES 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 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
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