

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
HEARTH & HOME AT EL CAMINO LLC		12/28/2012	LIMITED LIABILITY COMPANY: OHIO
H & H AT VAN WERT LLC		12/28/2012	LIMITED LIABILITY COMPANY: OHIO
H & H AT URBANA LLC		12/28/2012	LIMITED LIABILITY COMPANY: OHIO
HEARTH & HOME AT HARDING LLC		12/28/2012	LIMITED LIABILITY COMPANY: OHIO
CHANCELLOR SENIOR MANAGEMENT, LTD.		12/28/2012	LIMITED LIABILITY COMPANY: OHIO
LINCOLN LODGE RETIREMENT RESIDENCE LLC		12/28/2012	LIMITED LIABILITY COMPANY: OHIO
CHP ACQUISITION COMPANY LLP		12/28/2012	LIMITED LIABILITY COMPANY: OHIO

**RECEIVING PARTY DATA**

Name:	THE HUNTINGTON NATIONAL BANK
Street Address:	41 S. High Street
City:	Columbus
State/Country:	OHIO
Postal Code:	43215
Entity Type:	Banking Association: UNITED STATES

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2018206	HEARTH & HOME

**CORRESPONDENCE DATA**

Fax Number: 6142272100

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

**TRADEMARK**

*via US Mail.*

Phone: 6142272186  
Email: ipdocket@porterwright.com  
Correspondent Name: Robert J. Morgan  
Address Line 1: 41 S. High Street  
Address Line 2: Suite 2900  
Address Line 4: Columbus, OHIO 43215

ATTORNEY DOCKET NUMBER:	0266900-192216
NAME OF SUBMITTER:	Robert J. Morgan
Signature:	/Robert J. Morgan/
Date:	01/09/2013

Total Attachments: 7  
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SHORT FORM TRADEMARK SECURITY AGREEMENT

SHORT FORM TRADEMARK SECURITY AGREEMENT, dated as of December 28, 2012, by HEARTH & HOME AT EL CAMINO LLC, an Ohio limited liability company, LINCOLN LODGE RETIREMENT RESIDENCE LLC, an Ohio limited liability company, H & H AT VAN WERT LLC, an Ohio limited liability company, H & H AT URBANA LLC, an Ohio limited liability company, and HEARTH & HOME AT HARDING LLC, an Ohio limited liability company (together, the "Borrowers" and separately, a "Borrower"), and CHANCELLOR SENIOR MANAGEMENT, LTD., an Ohio limited liability company (a "Grantor," and together with the Borrowers, collectively the "Grantors") and each of the entities listed on the signature pages hereof as a "Borrower" or a "Grantor" or that becomes a party hereto pursuant to Section 7.10 (Additional Grantors) of the Security Agreement referred to below (each a "Grantor" and, collectively, the "Grantors") in favor of THE HUNTINGTON NATIONAL BANK, as administrative agent (in such capacity, together with its successors in such capacity, "Administrative Agent") for the Secured Parties (as defined in the Security Agreement referred to below).

WITNESSETH:

WHEREAS, pursuant to the Credit Agreement, dated as of December 28, 2012 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), among the Grantors, Administrative Agent, and the other parties from time to time party to the Credit Agreement, certain Secured Parties have agreed to make extensions of credit to Borrowers upon the terms and subject to the conditions set forth therein; and

WHEREAS, all the Grantors are party to a Security Agreement of even date herewith in favor of Administrative Agent (the "Security Agreement") pursuant to which the Grantors are required to execute and deliver this Short Form Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce Secured Parties and Administrative Agent to enter into the Credit Agreement and to make their respective extensions of credit to Borrowers thereunder, each Grantor hereby agrees with Administrative Agent as follows:

*Section 1. Defined Terms*

Unless otherwise defined herein, terms defined in the Credit Agreement or in the Security Agreement and used herein have the meanings given to them in the Credit Agreement or the Security Agreement.

*Section 2. Grant of Security Interest in Trademark Collateral*

Each Grantor, as collateral security for the full, prompt and complete payment and performance when due (whether at stated maturity, by acceleration or otherwise) of the Secured Obligations, hereby collaterally assigns, conveys, mortgages, pledges, hypothecates and transfers to Administrative Agent for the benefit of the Secured Parties, and grants to Administrative Agent for the benefit of the Secured Parties a lien on and security interest in, all of its right, title and interest in, to and under the following Collateral of such Grantor (the "Trademark Collateral"):

- (a) all of its Trademarks and Trademark Licenses to which it is a party, including, without limitation, those referred to on *Schedule I* hereto;
- (b) all reissues, continuations or extensions of the foregoing;

(c) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and

(d) all Proceeds of the foregoing, including, without limitation, any claim by such Grantor against third parties for past, present, future (i) infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

*Section 3. Security Agreement*

The security interest granted pursuant to this Short Form Trademark Security Agreement is granted in conjunction with the security interest granted to Administrative Agent pursuant to the Security Agreement and each Grantor hereby acknowledges and affirms that the rights and remedies of Administrative Agent with respect to the security interest in the Trademark Collateral 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.

[SIGNATURE PAGES FOLLOW]

SCHEDULE I  
TO  
SHORT FORM TRADEMARK SECURITY AGREEMENT

*Trademark Registrations*

A. REGISTERED TRADEMARKS

The following trademarks are owned by CHP Acquisition Company LLC:

<i>Trademark</i>	<i>Serial No. &amp; Filing Date</i>	<i>Registration No. &amp; Date</i>	<i>Class</i>
HEARTH & HOME	74591757 October 28, 1994	2018206 November 19, 1996	036 042

B. TRADEMARK APPLICATIONS

None.

C. TRADEMARK LICENSES

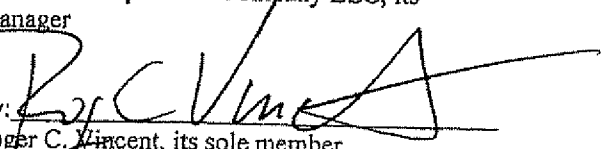
None.

COLUMBUS/1657297v.2

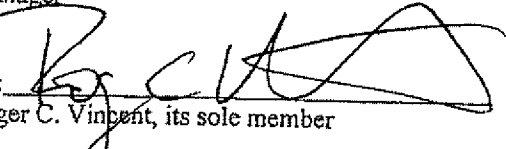
IN WITNESS WHEREOF, each Grantor has caused this Short Form Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

Very truly yours,

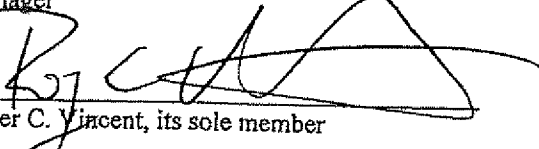
HEARTH & HOME AT EL CAMINO LLC,  
By: CHP Acquisition Company LLC, its  
Manager

By:   
Roger C. Vincent, its sole member

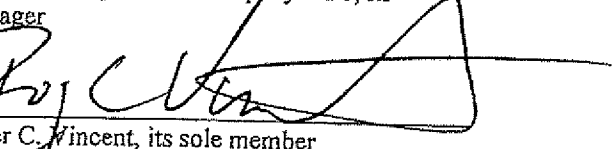
LINCOLN LODGE RETIREMENT RESIDENCE LLC,  
By: CHP Acquisition Company LLC, its  
Manager

By:   
Roger C. Vincent, its sole member

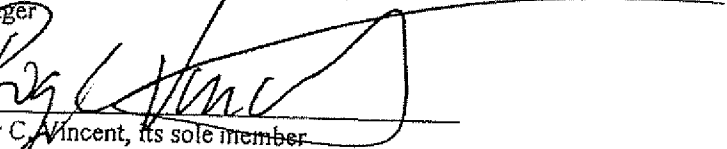
H & H AT VAN WERT LLC,  
By: CHP Acquisition Company LLC, its  
Manager

By:   
Roger C. Vincent, its sole member

H & H AT URBANA LLC,  
By: CHP Acquisition Company LLC, its  
Manager

By:   
Roger C. Vincent, its sole member

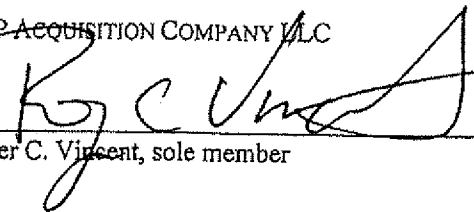
HEARTH & HOME AT HARDING LLC,  
By: CHP Acquisition Company LLC, its  
Manager

By:   
Roger C. Vincent, its sole member

[SIGNATURE PAGE TO SHORT FORM TRADEMARK SECURITY AGREEMENT]

TRADEMARK  
REEL: 004939 FRAME: 0265

CHP ACQUISITION COMPANY LLC

By:   
Roger C. Vincent, sole member

CHANCELLOR SENIOR MANAGEMENT, LTD.  
By: Chancellor Health Partners, Inc., its  
Manager

By:   
Roger C. Vincent, President

ACCEPTED AND AGREED  
as of the date first above written:

THE HUNTINGTON NATIONAL BANK  
as Administrative Agent

By: \_\_\_\_\_  
Rick J. Zarnoch, Senior Vice President

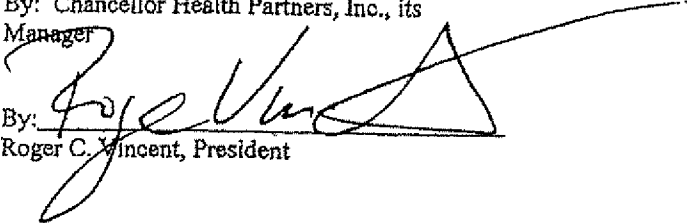
[SIGNATURE PAGE TO SHORT FORM TRADEMARK SECURITY AGREEMENT]

TRADEMARK  
REEL: 004939 FRAME: 0266

CHP ACQUISITION COMPANY LLC

By:   
Roger C. Vincent, sole member

CHANCELLOR SENIOR MANAGEMENT, LTD.  
By: Chancellor Health Partners, Inc., its  
Manager

By:   
Roger C. Vincent, President

ACCEPTED AND AGREED  
as of the date first above written:

THE HUNTINGTON NATIONAL BANK  
as Administrative Agent

By:   
Rick J. Zarnoch, Senior Vice President

[SIGNATURE PAGE TO SHORT FORM TRADEMARK SECURITY AGREEMENT]

TRADEMARK  
REEL: 004939 FRAME: 0267

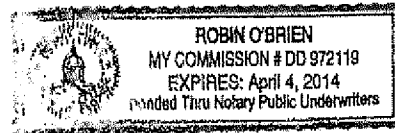


ACKNOWLEDGEMENT OF GRANTORS

STATE OF *FLORIDA* )  
 ) ss.  
COUNTY OF *LEE* )

On this 19 day of December, 2012, before me personally appeared Roger C. Vincent, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Hearth and Home at El Camino LLC, an Ohio limited liability company, Lincoln Lodge Retirement Residence LLC, an Ohio limited liability company, H & H at Van Wert LLC, an Ohio limited liability company, H & H at Urbana LLC, an Ohio limited liability company, Hearth and Home at Harding LLC, an Ohio limited liability company, CHP Acquisition Company LLC, an Ohio limited liability company, and Chancellor Senior Management, Ltd., an Ohio limited liability company, who being by me duly sworn did depose and say that he is an authorized representative of each such entity, that said instrument was signed on behalf of each such entity and that he acknowledged said instrument to be the free act and deed of each such entity.

*Robin O'Brien*  
Notary Public



[ACKNOWLEDGEMENT OF GRANTORS FOR SHORT FORM TRADEMARK SECURITY AGREEMENT]