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05-19-1998

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



Tab settings

To the Honorable Commissioner of Pat.

100715134

and original documents or copy thereof.

med 5-18-98

1. Name of conveying party(ies):
Apria Healthcare Group Inc.
and Apria Healthcare, Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other

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

3. Nature of conveyance:

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

Execution Date: 3/13/98

2. Name and address of receiving party(ies)
Bank of America National Trust and Savings
Name:

Association
Internal Address:
Street Address: 1455 Market Street
City: San Francisco State: CA Zip: 94103

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- 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):

A. Trademark Application No.(s)
Apria Healthcare Group Inc.(applicant)
74/692,441 75/013,546
75/ 389,297
75/006,906

B. Trademark Registration No.(s)
Apria Healthcare Inc. (Registrant)
1,856,105 1,859,037 1,811,214
1,858,060 1,809,697 1,505,393
1,809,696

Additional numbers attached? Yes No (see attachment)

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

Name: Keri Christ, Esq.
Internal Address:
Milbank, Tweed, Hadley & McCloy
One Chase Manhattan Plaza
New York, NY 10005
Street Address: see above
City: State: ZIP:

6. Total number of applications and registrations involved: 26

7. Total fee (37 CFR 3.41).....\$ 665.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 133250

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

15/19/1998 TCM:BAZZ 00000000 133250 74692441
 Sale Ref: 00000006 DASH: 133250 74692441
 01 FC:481 40.00 CH
 02 FC:482 625.00 CH

DO NOT USE THIS SPACE

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.

Keri Christ
Name of Person Signing

Keri Christ
Signature

5/14/98
Date

Total number of pages including cover sheet, attachments, and document: 8

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

Attachment:

APRIA HEALTHCARE GROUP INC.

Reg. Number

2,139,023
1,328,320
1,740,452
1,769,037
1,477,509
1,934,902
2,109,031
1,867,835
1,666,684
1,679,274
1,540,188
1,865,618
1,695,215
1,699,458
1,700,293

CONFIRMATION OF SECURITY AGREEMENT

Each of APRIA HEALTHCARE GROUP INC., a corporation duly organized and validly existing under the laws of the State of Delaware and having an address at 3560 Hyland Avenue, Costa Mesa, California 92626 ("Apria") and APRIA HEALTHCARE, INC., a corporation duly organized and validly existing under the laws of the State of Delaware and having an address at 3560 Hyland Avenue, Costa Mesa, California 92626 ("Apria Healthcare") has, by the Security Agreement, dated as of March 13, 1998, among Apria, Apria Healthcare, ApriaCare Management Systems, Inc. (formerly known as Apria Number One, Inc.), Apria Number Two, Inc., Apria Healthcare of New York State, Inc., (formerly known as Homedco of New York State, Inc.) (collectively, the "Borrowers") and Bank of America National Trust and Savings Association, as Administrative and Collateral Agent (the "Security Agreement"), granted (and confirmed the grant of) a security interest in various assets and properties including various Trademarks, and the registrations and applications therefor, and the goodwill and business assets associated therewith and symbolized thereby, in favor of the BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, and any successors in interest thereto, having an address 1455 Market Street, San Francisco, California 94103, as Administrative and Collateral Agent (in such capacity, the "Administrative Agent") for various lenders under the Credit Agreement, dated as of August 9, 1996, between the Borrowers, the lenders named therein,

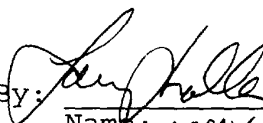
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the "Syndication Agent" named therein, and the Administrative Agent (as such Credit Agreement may be modified, supplemented, amended, restated and increased in effect from time to time). Capitalized terms not defined herein shall have the meaning ascribed to them in the Security Agreement.


By this Confirmation of Security Agreement, each of Apria and Apria Healthcare hereby confirms that it grants a security interest in favor of the Administrative Agent in the Trademarks and goodwill and business assets associated therewith and symbolized thereby, and the registrations and applications therefore shown on the attached schedule A.

APRIA HEALTHCARE GROUP, INC.

Dated as of March 13, 1998

By: 
Name: LARRY SMALLEN
Title: CFO

BANK OF AMERICA NATIONAL
TRUST AND SAVINGS ASSOCIATION

By: 
Name: CHRISTINE COOK
Title: vice President

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Los Angeles

On March 13, 1998 before me, Beth Frances Cebra
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Christine Cordi
Name(s) of Signer(s)

personally known to me - **OR** - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Beth Frances Cebra
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Confirmation of Security Agmt.

Document Date: March 13, 1998 Number of Pages: 3

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

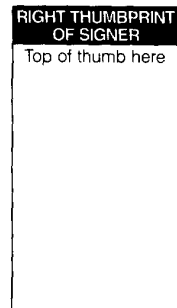
- Individual
- Corporate Officer
Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing:

Signer's Name: _____

- Individual
- Corporate Officer
Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing:

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Los Angeles

On March 13, 1998 before me, Beth Frances Cebra
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Larry Smaller
Name(s) of Signer(s)

personally known to me – OR – proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Beth Frances Cebra
Signature of Notary Public

OPTIONAL

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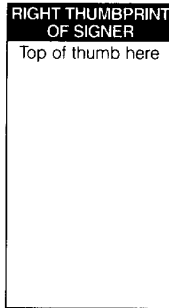
Document Date: March 13, 1998 Number of Pages: 3

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

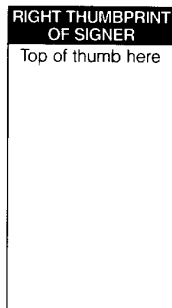
- Individual
- Corporate Officer
Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____

Signer's Name: _____

- Individual
- Corporate Officer
Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____

**LIST OF TRADE NAMES, TRADEMARKS, SERVICE MARKS,
TRADEMARK AND SERVICE MARK REGISTRATIONS AND
APPLICATIONS FOR TRADEMARK AND SERVICE MARK REGISTRATIONS**

U.S. Trademarks : APRIA HEALTHCARE GROUP INC.

<u>Mark</u>	<u>Serial or Reg. Number</u>	<u>Date of Orig. Reg.</u>	<u>Status</u>
A NEW DIMENSION IN HOMECARE	2,139,023	02/24/98	Registered
ABBEY DURATECH ¹	1,328,320	04/02/85	Registered
ABBEY HOME HEALTHCARE ¹	1,740,452	12/15/92	Registered
ABBEY HOME HEALTHCARE AND DESIGN ¹	1,769,037	05/04/93	Registered
APREX	1,477,509	02/23/88	Registered
APREX	1,934,902	11/14/95	Registered
APRIA HEALTHCARE GROUP INC.	74/692,441	06/22/95	Pending
APRIA HEALTHCARE	75/389,297	11/13/97	Pending
APRIA CARE	75/006,906	10/17/95	Pending
APRIADIRECT	2,109,031	10/28/97	Registered
CARING FOR AMERICA'S HEALTH AT HOME ¹	1,867,835	12/13/94	Registered
CALENDAR PLOT	1,666,684	12/03/91	Registered
CALENDAR PLOT	1,679,274	03/17/92	Registered
HEALTHCREST	75/013,546	10/25/95	Pending
MEMS	1,540,188	05/23/89	Registered
MEMS VIEW	1,865,618	12/06/94	Registered
RDP	1,695,215	06/16/92	Registered
RESPIMED	1,699,458	07/07/92	Registered
SMARTCAP	In use but no application; preserving common law protection		
THERAPEUTIC COVERAGE	1,700,293	07/14/92	Registered
TRACKCAP	In use but no application; preserving common law protection		

U.S. Trademarks : APRIA HEALTHCARE, INC.

HOMEDCO ³	1,856,105	09/27/94	Registered
HOMEDCO ³	1,858,060	10/11/94	Registered
HOMEDCO ³	1,859,037	10/18/94	Registered
HOMEDCO AND DESIGN ³	1,809,697	12/07/93	Registered
HOMEDCO AND DESIGN ³	1,809,696	12/07/93	Registered
HOMEDCO AND DESIGN ³	1,811,214	12/14/93	Registered
PROTOCOL WITH DESIGN ²	1,505,393	09/20/88	Registered

¹ Owned by Abbey Healthcare Group Inc. (former name of Apria Healthcare Group Inc.).

² Owned by Protocare, Inc. (ultimately merged into Apria Healthcare, Inc. through a series of mergers).

³ Owned by Homedco, Inc. (former name of Apria Healthcare, Inc.)

Foreign Trademarks : APRIA HEALTHCARE GROUP INC.

<u>Mark</u>	<u>Serial or Reg. Number</u>	<u>Date of Orig. Reg.</u>	<u>Status</u>
Austria - APREX	126,748	08/30/89	Registered
Austria - MEMS	130,714	04/05/90	Registered
Benelux - APREX	464,963	04/21/89	Registered
Benelux - MEMS	470,595	12/14/89	Registered
Canada - APREX	376,126	11/23/90	Registered
Canada - MEMS	380,148	02/15/91	Registered
France - APREX	1,525,251	04/19/89	Registered
France - MEMS	1,590,962	01/15/90	Registered
Germany - APREX	1,186,876	04/11/89	Registered
Germany - MEMS	1,170,567	01/09/91	Registered
Great Britain - APREX	1,380,611	04/14/89	Registered
Great Britain - MEMS	1,407,966	12/15/89	Registered
Israel - APREX	72,231	04/13/89	Registered
Israel - MEMS	75,995	11/07/93	Registered
Italy - APREX	569,704	05/08/92	Registered
Italy - MEMS	590,700	03/15/93	Registered
Japan - MEMS	2,451,401	08/31/92	Registered
Japan - ABBEY MEDICAL in Katakana ¹	263,7878	1990	Registered
Sweden - APREX	226,417	09/13/91	Registered
Sweden - MEMS	229,367	01/17/92	Registered
Switzerland - APREX	371,931	04/14/89	Registered
Switzerland - MEMS	378,515	10/19/90	Registered

¹ Owned by Abbey Medical, Inc. (merged into Apria Healthcare Group Inc.).

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