

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
Respironics, Inc.		07/03/2007	CORPORATION:

RECEIVING PARTY DATA

Name:	Helicor, Inc.
Street Address:	19 Fulton Street
Internal Address:	Suite 407
City:	New York
State/Country:	NEW YORK
Postal Code:	10038
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Serial Number:	76620581	HELICOR
Serial Number:	76620580	S
Serial Number:	76620579	STRESSERASER
Serial Number:	78884731	STRESSERASER BREATHWAVE
Serial Number:	78884714	STRESSERASER RELAXING NIGHTS
Serial Number:	78727755	CALM YOUR MIND. RELAX YOUR BODY.
Serial Number:	78688708	STRESSERASER POINTS PROGRAM
Serial Number:	78688706	STRESSERASER PEAK BREATHING

CORRESPONDENCE DATA

Fax Number: (724)387-5021
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 7243874435
 Email: jennifer.sansonetti@respironics.com
 Correspondent Name: Timothy A. Nathan

CH \$215.00 76620581

Address Line 1: 1010 Murry Ridge Lane
Address Line 4: Murrysville, PENNSYLVANIA 15668

ATTORNEY DOCKET NUMBER:	HELICOR TM RELEASE
NAME OF SUBMITTER:	Jennifer L. Sansonetti
Signature:	/Jennifer L. Sansonetti/
Date:	08/08/2007

Total Attachments: 2
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TERMINATION AGREEMENT

THIS TERMINATION AGREEMENT (this "Termination Agreement") is entered into as of this 3rd day of July, 2007 (the "Effective Date") by and between Helicor, Inc. ("Helicor") and Respiroics, Inc. ("Respiroics"). Helicor and Respiroics are collectively referred to herein as the "Parties" and each individually, as a "Party".

Recitals

WHEREAS, Respiroics made a loan to Helicor ("Loan") pursuant to a Convertible Secured Promissory Note, dated as of March 21, 2007 (the "Note");

WHEREAS, as a condition to the Loan, Helicor granted certain liens and security interests to Respiroics as contemplated in the Security Agreement, the Trademark Security Agreement and the Patent Security Agreement, each dated as of March 21, 2007 by and between the Parties (collectively, the "Security Agreements");

WHEREAS, Respiroics has agreed to convert the Note into shares of Helicor Series A Preferred Stock pursuant to the Series A Stock Purchase Agreement by and between the Parties of even date herewith (the "Stock Purchase Agreement");

WHEREAS, upon conversion of the Note, Respiroics will release the security interests granted by Helicor pursuant to the Security Agreements and terminate the Security Agreements; and

WHEREAS, the Parties agree to release each other from further obligations pursuant to the Security Agreements.

NOW THEREFORE, the Parties hereto, intending to be legally bound, agree as follows:

Agreement

1. **Termination** – In consideration of the conversion of the Note into shares of Helicor Series A Preferred Stock as contemplated by the Stock Purchase Agreement, Respiroics hereby releases all liens and security interests granted by Helicor pursuant to the Security Agreements and the Parties agree that each of the Security Agreements hereby terminates. Neither Party shall have any further obligations or duties owed to the other Party under any of the Security Agreements.

2. **Miscellaneous** - This Termination Agreement may only be modified, amended or discharged by a written agreement signed by an authorized representative of each Party. This Termination Agreement shall be governed by the laws of the Commonwealth of Pennsylvania, without giving effect to principles of conflicts of laws. The Parties will keep the terms of this Termination Agreement in confidence, including with respect to those employees or agents of the Parties that do not have a need to know.

IN WITNESS WHEREOF, the parties have signed this Termination Agreement as of the Effective Date.

RESPIRONICS, INC.
By: Joseph F Bourgart
Signature
Joseph F Bourgart
Printed name
VP, Strategic Planning
Title
Business Development

HELICOR, INC.
By: _____
Signature

Printed name

Title

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IN WITNESS WHEREOF, the parties have signed this Termination Agreement as of the Effective Date.

RESPIRONICS, INC.
By: _____
Signature

Printed name

Title

HELICOR, INC.
By: 
Signature
ADAM FORBES
Printed name
CEO
Title