

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	change of term debt collateral agent		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bank of America, N.A., as existing collateral agent		08/13/2009	National Association: NORTH CAROLINA
RECEIVING PARTY DATA			
Name:	U.S. Bank National Association, as successor collateral agent		
Street Address:	60 Livingston Avenue		
Internal Address:	EP-MN-WS3C		
City:	St. Paul		
State/Country:	MINNESOTA		
Postal Code:	55107-1419		
Entity Type:	National Association: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	76273832	STAR MEDICAL RX	
CORRESPONDENCE DATA			
Fax Number:	(212)859-4000		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2128598000		
Email:	teas@ffhsj.com		
Correspondent Name:	Julie Newman, Fried Frank, et al.		
Address Line 1:	One New York Plaza		
Address Line 4:	New York, NEW YORK 10004		
ATTORNEY DOCKET NUMBER:	30029-207/7274		
NAME OF SUBMITTER:	Julie A. Newman		
Signature:	/JAN/		

CH \$40.00 76273832

Date:

08/19/2009

Total Attachments: 5

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SUCCESSOR AGENT TRADEMARK SECURITY AGREEMENT

This SUCCESSOR AGENT TRADEMARK SECURITY AGREEMENT, (this “Agreement”) effective as of August 13, 2009 (the “Effective Date”), is made by Apria Healthcare, Inc. (the “Grantor”), BANK OF AMERICA, N.A. (the “Existing Agent”), and U.S. Bank National Association, as Trustee (the “Successor Agent”).

W I T N E S S E T H:

WHEREAS, the Grantor executed and delivered the Grant of Security Interest in United States Trademarks, dated as of October 28, 2008 (the “Trademark Security Agreement”), which was recorded with the United States Patent and Trademark Office on October 31, 2008 at Reel 003881, Frame 0301;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor, the Existing Agent and the Successor Agent hereby agree as follows:

SECTION 1. Definitions. Unless otherwise defined herein terms used in this Agreement, have the meanings provided in (including by reference) the Patent Security Agreement.

SECTION 2. Collateral Agent Succession. The Grantor, the Existing Agent and the Successor Agent hereby acknowledge: (i) the release of the Existing Agent from all rights and obligations as Collateral Agent under the Trademark Security Agreement, and (ii) the succession of the Successor Agent to all the rights and obligations of the Collateral Agent under the Trademark Security Agreement.

SECTION 3. Purpose. This Agreement has been executed and delivered by the Grantor, the Existing Agent and the Successor Agent for the purpose of registering the change of Collateral Agent with respect to the Trademark Collateral set forth on Schedule A and the Trademark Security Agreement with the United States Patent and Trademark Office.

SECTION 4. Counterparts. This Agreement may be executed by the parties hereto in several counterparts, each of which shall be deemed to be an original and all of which shall constitute together but one and the same agreement.

* * * * *

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be duly executed and delivered by an authorized officer.

APRIA HEALTHCARE, INC.

By: Robert S. Holcombe
Name: Robert S. Holcombe
Title: Executive Vice President, General
Counsel and Secretary

BANK OF AMERICA, N.A.,
as Existing Agent

By: _____
Name:
Title:

U.S. BANK NATIONAL ASSOCIATION,
as Successor Agent

By: _____
Name:
Title:

*Successor Agent Trademark Agreement-
Apria Healthcare, Inc.*

**TRADEMARK
REEL: 004048 FRAME: 0635**

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be duly executed and delivered by an authorized officer.

APRIA HEALTHCARE, INC.

By: _____
Name:
Title:

BANK OF AMERICA, N.A.,
as Existing Agent

By: David H. Stricker
Name: David H. Stricker
Title: Senior Vice President

U.S. BANK NATIONAL ASSOCIATION,
as Successor Agent

By: _____
Name:
Title:

*Successor Agent Trademark Agreement-
Apria Healthcare, Inc.*

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be duly executed and delivered by an authorized officer.

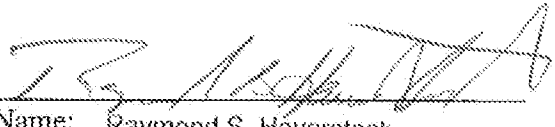
APRIA HEALTHCARE, INC.

By: _____
Name:
Title:

BANK OF AMERICA, N.A.,
as Existing Agent

By: _____
Name:
Title:

U.S. BANK NATIONAL ASSOCIATION,
as Successor Agent

By:  _____
Name: Raymond S. Haverstock
Title: Vice President

*Successor Agent Trademark Agreement-
Apria Healthcare, Inc.*

**TRADEMARK
REEL: 004048 FRAME: 0637**

Schedule A

Trademark	Serial No.	Filing Date	Reg. No.	Reg. Date
STAR MEDICAL RX	76/273,832	6/20/2001	2,748,165	8/5/2003

*Successor Agent Trademark Agreement-
Apria Healthcare, Inc.*