

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
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: 13

Property Type	Number	Word Mark
Registration Number:	3437644	APRIA
Registration Number:	2724757	APRIA GREAT ESCAPES
Registration Number:	2297368	APRIA HEALTHCARE
Registration Number:	3437645	APRIA HEALTHCARE
Registration Number:	2232498	APRIA HEALTHCARE
Registration Number:	3303530	APRIA PHARMACY NETWORK
Registration Number:	3054223	APRIA RESPIRATORY ASSIST
Registration Number:	3220639	HEALING BEGINS AT HOME
Registration Number:	2987407	OXYGEN ASSIST
Registration Number:	1699458	RESPIMED
Registration Number:	1618113	WASSEROTT'S
Registration Number:	2844293	W WASSEROTT'S EVERYTHING MEDICAL SINCE 1924
Registration Number:	3552185	APRIA HEALTHCARE

TRADEMARK

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REEL: 004048 FRAME: 0646

CH \$340.00 3437644

CORRESPONDENCE DATA

Fax Number: (212)859-4000
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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/
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 Group 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 0294;

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 GROUP INC.

By: 
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 Group Inc.*

TRADEMARK
REEL: 004048 FRAME: 0649

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

APRIA HEALTHCARE GROUP 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 Group Inc.*

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

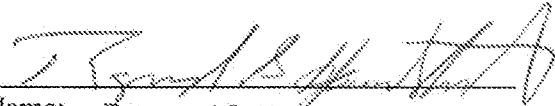
APRIA HEALTHCARE GROUP INC.

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 Group Inc.*

TRADEMARK
REEL: 004048 FRAME: 0651

Schedule A

Trademark	Serial No.	Filing Date	Reg. No.	Reg. Date
APRIA	78/538,197	12/24/2004	3,437,644	05/27/2008
APRIA GREAT ESCAPES	75/919,113	9/9/1999	2,724,757	6/10/2003
APRIA HEALTHCARE (Class 05,42)	75/389,297	11/13/1997	2,297,368	12/7/1999
APRIA HEALTHCARE (Class 05, 10, 12)	78/538,198	12/24/2004	3,437,645	05/27/2008
APRIA HEALTHCARE	74/710,078	8/2/1995	2,232,498	3/16/1999
APRIA PHARMACY NETWORK	78/538,195	12/24/2004	3,303,530	10/2/2007
APRIA RESPIRATORY ASSIST	78/539,988	12/30/2004	3,054,223	1/31/2006
HEALING BEGINS AT HOME	78/570,839	2/18/2005	3,220,639	3/20/2007
OXYGEN ASSIST	78/380,103	3/8/2004	2,987,407	8/23/2005
RESPIMED	74/148,131	3/15/1991	1,699,458	7/7/1992
WASSEROTT'S	73/811,928	7/11/1989	1,618,113	10/16/1990
W WASSEROTT'S EVERTHING MEDICAL SINCE 1924 & DESIGN	76/450,880	9/17/2002	2,844,293	5/25/2004
APRIA HEALTHCARE	78/980,515	12/30/2004	3,552,185	12/23/2008

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