

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BEMS Holdings, LLC		04/28/2011	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Emergent Respiratory, LLC		
Street Address:	10617 North Hayden		
Internal Address:	Suite 100		
City:	Scottsdale		
State/Country:	ARIZONA		
Postal Code:	85260		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3738885	PORTO2VENT	
CORRESPONDENCE DATA			
Fax Number:	(678)420-9301		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	678 420 9300		
Email:	odonnellm@ballardspahr.com		
Correspondent Name:	William H. Needle, BALLARD SPAHR LLP		
Address Line 1:	999 Peachtree Street		
Address Line 2:	Suite 1000		
Address Line 4:	ATLANTA, GEORGIA 30309-3915		
ATTORNEY DOCKET NUMBER:	123839		
NAME OF SUBMITTER:	William H. Needle		
Signature:	/William H. Needle/		

TRADEMARK

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REEL: 004545 FRAME: 0605

OP \$40.00 3738885

Date:

05/19/2011

Total Attachments: 3

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CONFIRMATORY TRADEMARK ASSIGNMENT FORM

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

WHEREAS, BEMS Holdings, LLC, a limited liability company, with offices at 100 Tri-State International, Suite 200, Lincolnshire, Illinois 60069 ("ASSIGNOR"), owns certain trademarks and/or service marks, and applications and/or registrations for such marks, as set forth in Attachment 1 attached hereto and incorporated herein by this reference ("MARKS"); and

WHEREAS, Emergent Respiratory, LLC, a limited liability company, with offices at 10617 North Hayden, Suite 100, Scottsdale, Arizona 85260 ("ASSIGNEE"), desires to acquire all of the right, title and interest of ASSIGNOR in, to and under the MARKS, together with the goodwill of the business symbolized by the MARKS;

WHEREAS, ASSIGNOR and ASSIGNEE have entered into a certain Asset Purchaser Agreement of even date herewith (the "PURCHASE AGREEMENT"), assigning, among other things, all right, title and interest in and to the MARKS and in and to the registrations and/or applications for same from ASSIGNOR to ASSIGNEE;

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration paid by ASSIGNEE to ASSIGNOR, the receipt and sufficiency of which hereby are acknowledged, ASSIGNOR does hereby sell, assign, transfer and convey unto ASSIGNEE its entire right, title and interest in and to the MARKS, and to the applications and/or registrations for the MARKS (and the right to apply for the foregoing), together with the goodwill symbolized by the MARKS, including the right to sue and recover for any past infringement thereof;

FURTHERMORE, no provisions set forth in this Assignment shall be deemed to enlarge, alter or amend the terms and provisions of the Purchase Agreement; and in the event of any conflict between the provisions of this Assignment and the provisions of the Purchase Agreement, the Purchase Agreement shall control.

IN WITNESS WHEREOF, ASSIGNOR has caused this Assignment to be duly executed by an authorized officer on this 23 day of April, 2011.

BEMS Holdings, LLC

By: 

Name: HENDRIK STRUIK

Title: PRESIDENT AND CEO

STATE OF Illinois)
) ss.
COUNTY OF Lake)

On April 28, 2011, before me, the undersigned notary public in and for said County and State,
personally appeared Hank Struik.

X personally known to me [or]

_____ proved to me on the basis of satisfactory evidence

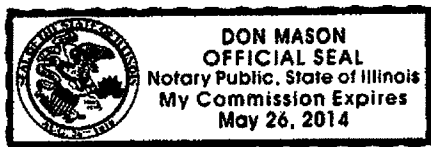
to be the person whose name is subscribed to the within instrument and acknowledged to me that
he executed the same in an authorized capacity and that, by his signature on the instrument, the
person or the entity upon behalf of which the person acted executed the instrument.

WITNESS my hand and official seal.

Don Mason

My commission expires on

May 26, 2014



ATTACHMENT 1

MARKS

PORTO2VENT

Registration No. 3,738,885