

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Trademarks

<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Aerocare Holdings, Inc.		11/30/2012	CORPORATION: DELAWARE

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	SunTrust Bank, as Administrative Agent
<b>Street Address:</b>	303 Peachtree Street, N.E.
<b>Internal Address:</b>	25th Floor
<b>City:</b>	Atlanta
<b>State/Country:</b>	GEORGIA
<b>Postal Code:</b>	30308
<b>Entity Type:</b>	CORPORATION: GEORGIA

<b>PROPERTY NUMBERS Total: 3</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
<b>Registration Number:</b>	4027346	ARX
<b>Registration Number:</b>	2858453	BREATHE A LITTLE EASIER
<b>Registration Number:</b>	3033362	AEROCARE

<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	9194168328
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
<b>Phone:</b>	9192868041
<b>Email:</b>	pto_tmconfirmation@mvalaw.com
<b>Correspondent Name:</b>	Moore & Van Allen PLLC
<b>Address Line 1:</b>	430 Davis Drive
<b>Address Line 2:</b>	Suite 500
<b>Address Line 4:</b>	Morrisville, NORTH CAROLINA 27560

<b>ATTORNEY DOCKET NUMBER:</b>	410643-032 JES
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OP \$90.00 4027346

NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	12/11/2012
Total Attachments: 4 source=NGSI-T#page1.tif source=NGSI-T#page2.tif source=NGSI-T#page3.tif source=NGSI-T#page4.tif	

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

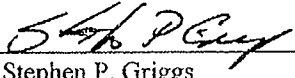
Please be advised that pursuant to the Pledge and Security Agreement dated as of November 30, 2012 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and SunTrust Bank, as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications set forth on Schedule 1 hereto to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

[Signature Pages Follow]

Very truly yours,

AEROCARE HOLDINGS, INC.

By:   
Name: Stephen P. Griggs  
Title: President & CEO

Acknowledged and Accepted:

SUNTRUST BANK, as Administrative Agent

By: Andrew S. Lee  
Name: Andrew S. Lee  
Title: Sr. Vice President

AEROCARE HOLDINGS, INC.  
NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

**TRADEMARK**  
**REEL: 004916 FRAME: 0621**

**Schedule 1**

**Aerocare Holdings, Inc.  
(Delaware Corporation)**

**U.S. Trademarks**

**Registered Marks**

<b>Mark</b>	<b>Reg. No.</b>	<b>Reg. Date</b>
ARX and Design	4027346	09/20/11
BREATHE A LITTLE EASIER	2858453	06/29/04
AEROCARE	3033362	12/27/05

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