

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Aerocare Holdings, Inc.		11/30/2012	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	SunTrust Bank, as Administrative Agent		
Street Address:	303 Peachtree Street, N.E.		
Internal Address:	25th Floor		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30308		
Entity Type:	CORPORATION: GEORGIA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	4027346	ARX	
Registration Number:	2858453	BREATHE A LITTLE EASIER	
Registration Number:	3033362	AEROCARE	
CORRESPONDENCE DATA			
Fax Number:	9194168328		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	9192868041		
Email:	pto_tmconfirmation@mvalaw.com		
Correspondent Name:	Moore & Van Allen PLLC		
Address Line 1:	430 Davis Drive		
Address Line 2:	Suite 500		
Address Line 4:	Morrisville, NORTH CAROLINA 27560		
ATTORNEY DOCKET NUMBER:	410643-032 JES		

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:

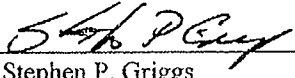
Please be advised that pursuant to the Pledge and Security Agreement dated as of November 30, 2012 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and SunTrust 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

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

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