

PATENT ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT
CONVEYING PARTY DATA	
Name	Execution Date
BEMS Holdings, LLC	04/28/2011
RECEIVING PARTY DATA	
Name:	Emergent Respiratory LLC
Street Address:	10617 North Hayden
Internal Address:	Suite 100
City:	Scottsdale
State/Country:	ARIZONA
Postal Code:	85260
PROPERTY NUMBERS Total: 4	
Property Type	Number
Patent Number:	7066175
Patent Number:	7721735
Application Number:	12759646
Application Number:	10313526
CORRESPONDENCE DATA	
Fax Number:	(678)420-9301
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	6784209300
Email:	ptdocketing@ballardspahr.com
Correspondent Name:	John M. Vassiliades
Address Line 1:	999 Peachtree Street
Address Line 2:	Suite 1000
Address Line 4:	Atlanta, GEORGIA 30309
ATTORNEY DOCKET NUMBER:	26246.0001U3
NAME OF SUBMITTER:	John Vassiliades, Reg. No. 57,382

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PATENT

Total Attachments: 4

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CONFIRMATORY PATENT 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 patent applications and/or Letters Patent, as set forth in Attachment 1 attached hereto and incorporated herein by this reference ("PATENTS"); 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 PATENTS;

WHEREAS, ASSIGNOR and ASSIGNEE have entered into a certain Asset Purchase Agreement of event date herewith (the "PURCHASE AGREEMENT"), assigning, among other things, all right, title and interest in and to the PATENTS 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 PATENTS, including all divisions, continuations, continuations-in-part, reexaminations, substitutions, reissues, extensions and renewals of the applications and Letters Patent for the PATENTS (and the right to apply for any of the foregoing); all rights to causes of action and remedies related thereto (including, without limitation, the right to sue for past, present or future infringement, misappropriation or violation of rights related to the foregoing); and any and all other rights and interests arising out of, in connection with or in relation to the PATENTS;

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 28 day of April, 2011.

BEMS Holdings, LLC

By: [Signature]
Name: HENDRIK STRUIK
Title: President And CEO

STATE OF Illinois

)

COUNTY OF Lake

) ss.

)

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

X personally known to me [or]

_____ proved to me on the basis of satisfactory evidence

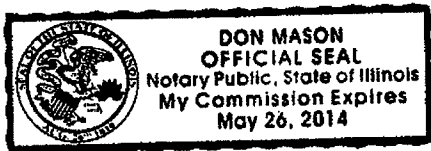
to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in an authorized capacity and that, by his signature on the instrument, the person or the entity upon behalf of which the person acted executed the instrument.

WITNESS my hand and official seal.

Don Mason

My commission expires on

May 26, 2014



IN WITNESS WHEREOF, the Parties have caused this Agreement to be executed by their duly authorized representatives.

SELLER

BEMS Holdings, LLC

By: 

Name: HENDRIK STRUIK

Title: President and CEO

BUYER

Emergent Respiratory, LLC

By: _____

Name: _____

Title: _____

ATTACHMENT 1

PATENTS

US Patent No. 7,066,175

US Patent No. 7,721,735

US Serial No. 12/759,646

US Serial No. 10/313,526