

08-24-2001

9-7001



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TO: The Commissioner of Patents and Tra.

Document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID#
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Conveyance Type

- Assignment
- License
- Security
- Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

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City

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Zip Code

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- General Partnership
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Mail documents to be recorded with required cover sheet(s) information to:

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Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

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Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
 Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/919,113"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,232,498"/>	<input type="text" value="2,109,031"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,297,368"/>	<input type="text" value="1,699,458"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,192,503"/>	<input type="text" value="2,139,023"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature
 To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Signature Date Signed

Name of Person Signing

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of July 20, 2001 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Agent (the "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 shown below to the Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
2,232,498	APRIA HEALTHCARE & Design	03/16/1999
2,297,368	APRIA HEALTHCARE	12/07/1999
2,192,503	APRIA CARE	09/29/1998
2,109,031	APRIADIRECT	10/28/1997
1,699,458	RESPIMED	07/07/1992
2,139,023	A NEW DIMENSION IN HOMECARE	02/24/1998

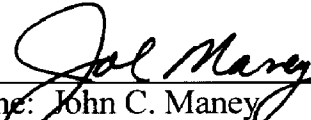
TRADEMARKS APPLICATIONS

<u>Trademark Applications No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Application</u>
75/919,113	APRIA GREAT ESCAPES	09/09/1999
457559 (MEXICO)	APRIA HEALTHCARE & Design	11/10/2000
Pending	APRIA HEALTHCARE ESSENTIALS	Pending

The Obligors and the 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 Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

APRIA HEALTHCARE GROUP INC.

By: 
Name: John C. Maney
Title: Executive Vice President and
Chief Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Agent

By: _____
Name:
Title: