APRIA HEALTHCARE GROUP INC.
COMPLIANCE COMMITTEE CHARTER

Purpose

The Compliance Committee (the "Board Compliance Committee") of the Board of Directors (the "Board") of Apria Healthcare Group Inc. (the "Company") is appointed by the Board to discharge the Board's responsibilities relating to monitoring and oversight of the Company's compliance program. In addition, Apria's Corporate Compliance Committee (the "Corporate Compliance Committee") is appointed by Company management personnel to oversee implementation of the Company's compliance program. The Board Compliance Committee and the Corporate Compliance Committee generally meet together and are collectively referred to herein as the "Committee."

In carrying out its authority and responsibilities, the Committee shall follow such procedures and standards set forth in this Charter as well as applicable procedures and standards set forth in the Company's Corporate Governance Guidelines. The Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its authority and responsibilities provided that such procedures and standards are consistent with the Company's certificate of incorporation, by-laws, Corporate Governance Guidelines, this Charter and any applicable law.

Membership

Each Board Compliance Committee member shall be a non-employee Director of the Company who, in the judgment of the Board, meets the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code and is "independent," in accordance with New York Stock Exchange listing standards. The Board, after due consideration of the recommendation of the Board's independent Chair and the Corporate Governance and Nominating Committee, shall appoint the members of the Board Compliance Committee and designate its Chair.

The Corporate Compliance Committee shall consist of no fewer than seven members of middle and senior management and will have as three of its members the Chair of the Board Compliance Committee, the Company's President and Chief Operating Officer, and the Company's Compliance Officer. The remaining members of the Corporate Compliance Committee shall be appointed by Company management, after due consideration of the recommendation of the Board's independent Chair and the Committee. The President and Chief Operating Officer of the Company shall be the Chair of the Corporate Compliance Committee.

Each Board Compliance Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such member is no longer a Board member. Each member of the Corporate Compliance Committee will serve at the pleasure of Company management, with due consideration of input from the Board's independent Chair and the Committee or until such member is no longer an employee of the Company.

Meetings

The Committee shall follow such procedures and standards for holding and conducting meetings as are set forth in the Company's Corporate Governance Guidelines unless otherwise set forth herein.

The Corporate Compliance Officer shall, in consultation with the members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. Each Committee member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The Board Compliance Committee Chair, the Corporate Compliance Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time. The Committee shall periodically meet with the Company's Compliance Officer in executive session.

A majority of the members of the Board Compliance Committee and a majority of the Corporate Compliance Committee shall each constitute a quorum for conducting business of that respective committee. The act of a majority of the members of each of the Board Compliance Committee and the Corporate Compliance Committee present at a Committee meeting at which a quorum is in attendance shall be the act of such committee, unless a greater number is required by law, the Company's certificate of incorporation or its by-laws. The Chair of the Corporate Compliance Committee shall supervise the conduct of the meetings and shall have such other responsibilities as the Committee may designate from time to time.

The Secretary for the Committee shall be a member of the Company's Legal Department or such other individual as may be appointed by the Committee.

Authority and Responsibilities

The Committee shall have the following primary authority and responsibilities:

1. The Committee periodically shall review and approve (a) the Company's Code of Ethical Business Conduct, including any revisions that may be made to the Code, and (b) the Company's Notice of Commitment to Compliance, which includes the phone number for the compliance hotline and is posted in all Company facilities.

2. The Committee periodically shall review (typically no less often than quarterly) the status of the Company's ongoing internal investigations, which investigations may be prompted by hotline calls, audits, employee exit interview questionnaires, emails or other disclosure methods.

3. The Committee periodically shall review (typically no less often than annually) the auditing, training, and other compliance activities in each of the Company's four significant compliance risk areas (government reimbursement, clinical/Food and Drug Administration (FDA), Department of

Transportation (DOT), and fraud and abuse other than government reimbursement).

4. The Committee periodically shall review various other aspects of the Company's compliance program, such as (a) the Company's compliance program structure, (b) reports to be made to the Board by the Company's Compliance Officer concerning the compliance program, (c) disclosure mechanisms made available and acted upon by the Company, (d) the Company's internal publicity regarding various aspects of the compliance program, (e) the Company's policies and practices regarding excluded or convicted persons or entities, and (f) the Company's discipline guidelines as they relate to compliance issues.

5. The Chair of the Board Compliance Committee shall make regular verbal reports to the Board concerning the actions and recommendations of the Committee and the status of the Company's compliance program. The Committee shall decide the manner in which, when and how often (typically, at least once annually) the Company's Compliance Officer shall also make reports to the Board.