

07-29-1998



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office
FORM SHEET JUL 27 1998

MRD 7-22-98

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original document or copy thereof.

1. Name of Party(ies) conveying an interest:

Rental Tools & Equipment Co. International, Inc.
5303 Chrysler Way
Upper Marlboro, Maryland 20772

Individual(s) Association
 General Partnership Limited Partnership
 Corporation Maryland
 Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of Party(ies) receiving an interest:

Name: First Union Commercial Corporation, As Agent
 Street Address: 301 South College Street
 Internal Address: One First Union Center, 5th Floor
 City: Charlotte State: North Carolina Zip: 28288

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation North Carolina
 Other _____

Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Notice of Grant of Security Interest In Trademarks

Effective Date: October 22, 1997

4. Application number(s) or registration number(s)

A. Trademark Application No.(s): N/A

Additional numbers attached? Yes No

B. Trademark Registration No.(s): 660,646 1,167,674 833,364

5. Name and address of party to whom correspondence concerning document should be mailed.

Name: Mark H. Webbink, Esq.
 Internal Address: Moore & Van Allen, PLLC
 Street Address: 2200 West Main Street, Suite 800
 City: Durham State: NC ZIP: 27705

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.4) \$ 90.00
 Enclosed
 Authorized to be charged to deposit account (Any Deficiency)

8. Deposit account number: 13-4365
 (Attach duplicate copy of this form if paying by deposit account):

DO NOT USE THIS SPACE

9. 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.

Mark H. Webbink, Esq. [Signature] 7/22/98
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 6

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

07/28/1998 DNGUYEN 00000283 833364

01 FC:481 40.00 OF
 02 FC:482 50.00 OF

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231, BOX ASSIGNMENTS.

Brian Steklloff
 (Typed or printed name of person signing the certificate)

[Signature]
 (Signature of the person signing the certificate)

7/22/98
 (Date of Signature)

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 October 22, 1997 (the "Security Agreement") by and among Rental Tools & Equipment Co. International, Inc. and its subsidiaries party thereto (each a "Borrower" and collectively, the "Borrowers") and First Union Commercial Corporation, as Agent (the "Agent") for the lenders referenced therein (the "Lenders"), the undersigned Borrower has granted a continuing security interest in and continuing lien upon, the trademarks shown below to the Agent for the ratable benefit of the Lenders:

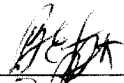
TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
660,646	Rental Tools And Equipment Co. and Design	4/15/58
1,167,674	Rentalize	9/1/91
833,364	EquipRent News	8/8/67

The undersigned Borrower and the Agent, on behalf of the Lenders, 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.

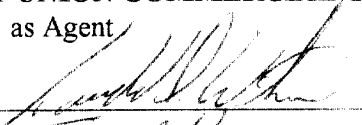
Very truly yours,

**RENTAL TOOLS & EQUIPMENT CO.
INTERNATIONAL, INC.**

By: 
Name: Bruce E. Livingston
Title: V.P. of Finance & Administration, (F.C.)

Acknowledged and Accepted:

FIRST UNION COMMERCIAL CORPORATION,
as Agent

By: 
Name: Carol A. Wimmer
Title: V.P. Director

NORTH CAROLINA

MECKLENBURG COUNTY

I, Betty A. Robinson, a Notary Public of the aforesaid County and State, do hereby certify that Bruce E. Livingston personally appeared before me this day and acknowledged that he is the Vice President of Finance and Administration and Chief Financial Officer of RENTAL TOOLS & EQUIPMENT CO. INTERNATIONAL, INC., a Maryland corporation, and that by authority duly given and as an act of the corporation, the foregoing instrument was signed in its name by Bruce E. Livingston as its Vice President of Finance and Administration and Chief Financial Officer.

Witness my hand and notarial seal this 22 day of October, 1997.

Betty A. Robinson
Notary Public

My Commission Expires:

10 28 98

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

I, a Notary Public of the County and State aforesaid, certify that Todd A. Witmer personally came before me this day and acknowledged that he is the Vice President of FIRST UNION CAPITAL CORPORATION, a national banking association, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by Todd A. Witmer as its Vice President.

WITNESS my hand and official stamp or seal, this 22 day of October,
1997.

Betty C. Robinson
Notary Public

My Commission Expires:

7-28-98
(Notary Seal)