

06-28-2000

Form PTO-1594
1-31-92

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101391008

To the Honorable Commissioner of Patents,

original documents or copy thereof.

1. Name of conveying party(ies): **6-5-00**
Universal Compression, Inc.

Individuals Association
 General Partnership - Limited Partnership
 Corporation - State: Texas
 Other _____

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

2. Name and address of receiving party(ies):

Name: Bankers Trust Company
Internal Address: M.S. 2344
Street Address: 130 Liberty Street
City: New York State: New York ZIP: 10006

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation- _____
 Other - Collateral Agent _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Interest Change of Name
 Other _____

Execution Date: May 30, 2000

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

A. Trademark Application No.(s)
75/652,365
75/652,366

Additional numbers attached? Yes No

Trademark Registration No.(s)\

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

Name: Brian Jaenicke, Legal Assistant
Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas
City: New York State: NY ZIP: 10036

6. Total number of applications and registration involved 2

7. Total fee (37 CFR 3.41): \$ 65.00

Enclosed
 Authorized to be charged to deposit account, in case of deficiency

8. Deposit account number:
(23-1705 in case of deficiency)

(Attach duplicate copy of this page if paying by deposit account)

06/27/2000 JJALLAH2 00000040 75652365

DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:482 25.00 DP

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.

Brian T. Jaenicke _____
Name of Person Signing Signature Date 6/6/00

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

ASSIGNMENT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Universal Compression, Inc., a Texas corporation (the "Assignor") with principal offices at 4440 Brittmoore Road, Houston, Texas 77041, hereby assigns and grants to Bankers Trust Company, as Collateral Agent, with principal offices at 130 Liberty Street, M.S. 2344, New York, New York 10006 (the "Assignee"), a security interest in (i) all of the Assignor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, together with (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS ASSIGNMENT is made to secure the satisfactory performance and payment of all the Obligations of the Assignor, as such term is defined in the Security Agreement among the Assignor, the other assignors from time to time party thereto and the Assignee, dated as of May 30, 2000 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Assignee shall, upon such satisfaction, execute, acknowledge, and deliver to the Assignor an instrument in writing releasing the security interest in the Marks acquired under this Assignment.

This Assignment has been granted in conjunction with the security interest granted to the Assignee under the Security Agreement. The rights and remedies of the Assignee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Assignment are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

* * *

IN WITNESS WHEREOF, the undersigned have executed this Assignment as of

the 30th day of May, 2000.


UNIVERSAL COMPRESSION, INC., Assignor

By 

Name: Robert W. Byrd

Title: Vice President

BANKERS TRUST COMPANY,
as Collateral Agent, Assignee

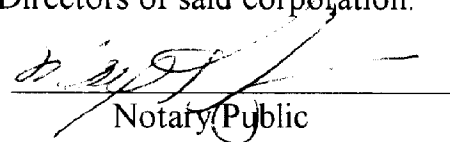
By 

Name: Marcus Tarkington

Title: Director

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 30th day of May, 2000, before me personally came Richard FitzGerald who, being by me duly sworn, did state as follows: that he is _____ of Universal Compression, Inc., that he is authorized to execute the foregoing Assignment on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.

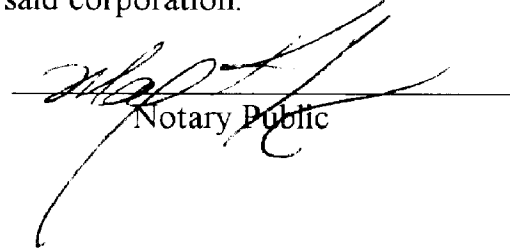


Notary Public

MAY KAREN YIP
Notary Public, State of New York
No. 01Y16009063
Qualified in New York County
Commission Expires June 22, 2000

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 30th day of May, 2000, before me personally came Marcus Tarkington who, being by me duly sworn, did state as follows: that he is a Director of Bankers Trust Company that he is authorized to execute the foregoing Assignment on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.


Notary Public

MAY KAREN YIP
Notary Public, State of New York
No. 01Y16009063
Qualified in New York County
Commission Expires June 22, 2000

U.S. TRADEMARKS

MARK

SERIAL NUMBER

Universal Compression (and design)	75/652,365
Universal Compression (word mark)	75/652,366
Website www.universalcompression.com	