

04-18-2001

U.S. DEPARTMENT OF COMMERCE



RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Patent and Trademark Office
Docket No. 07427/384

101678172

4-2-01

To the Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
MATTHEWS STUDIO EQUIPMENT GROUP

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: CALIFORNIA Other:

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

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

Name: HOLLYWOOD RENTALS PRODUCTION SERVICES, LLC
Internal Address:
Street Address: 3111 NORTH KENWOOD STREET
City: BURBANK State: CALIFORNIA ZIP: 90401

Individual(s) citizenship: _____
 Association: _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation-State: _____
 Other: CALIFORNIA LIMITED LIABILITY COMPANY

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other:

Execution Date: JANUARY 23, 2001

4.A. Trademark Application No.(s)
75/296,448

Additional numbers attached? * Yes No

B. Registration No.(s)
40E

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

CHARLOTTE Y. CHEN
MORRISON & FOERSTER LLP
555 WEST FIFTH STREET
SUITE 3500
LOS ANGELES, CALIFORNIA 90013-1024

6. Total number of applications and trademark registrations involved: 1

7. Total fee (37 C.F.R. § 3.41): \$40.00

Enclosed
 Authorized to be charged to deposit account, referencing Attorney Docket _____


8. Deposit account number: 03-1952

The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.21 which may be required by this paper, or to credit any overpayment to Deposit Account No. 03-1952.

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.

Name: KELLY S. LOGUE, ESQ.  3/29/01
Signature Date

Total number of pages comprising cover sheet, attachments and document: 4

04/18/2001 TDIAZ1 00000001 75296448
01 FD:481 40.00 DP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

ASSIGNMENT OF TRADEMARKS

This Assignment of Trademarks ("Assignment"), effective as of January 23, 2001 is made by Matthews Studio Equipment Group, a California corporation, and Hollywood Rental Company, LLC, a Delaware limited liability company (collectively, "Assignors"), in favor of Hollywood Rentals Production Services, LLC, a California limited liability company ("Assignee"), pursuant to the Asset Purchase Agreement dated as of December 5, 2000, among Assignors, Assignee and the other parties named therein, as amended by that certain Order entered January 4, 2001, by the United States Bankruptcy Court, Central District of California, San Fernando Valley Division (the "Asset Purchase Agreement").

For valuable consideration, the receipt and adequacy of which are hereby acknowledged, Assignors agree as follows:

1. Trademarks. Assignors hereby assign to Assignee all of Assignors' respective right, title and interest in and to the trademarks (and trademark application) listed on the attached Exhibit A (the "Trademarks"), together with the goodwill of Assignors' respective business connected with the use of and symbolized by the Trademarks and registrations thereof.
2. Governing Law. This Assignment shall be governed by and construed in accordance with the laws of the State of California, and is being executed pursuant to and is subject to all of the terms and provisions of the Asset Purchase Agreement, including, but not limited to, the "AS IS, WHERE IS" nature of the assignment evidenced hereby.

IN WITNESS WHEREOF, Assignors have executed this Assignment effective as of the date first written above.

MATTHEWS STUDIO EQUIPMENT GROUP

By: 

Name: Miles R. Stover

Title: Chief Operating Officer

HOLLYWOOD RENTAL COMPANY, LLC

By: 

Name: Miles R. Stover

Title: Authorized Agent

EXHIBIT A

Trademarks

Record Owner: Hollywood Rental Company, LLC

<u>Registered Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
HR & Design	1,665,296	11/19/91

Record Applicant: Matthews Studio Equipment Group

<u>Pending Application</u>	<u>Application No.</u>	<u>Application Date</u>
ESS International & Design	75/296,448	5/22/97

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