TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Memorandum and Notice of Security Interest in Intellectual Property

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sunstate Equipment Co., LLC		04/08/2005	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A.
Street Address:	55 South Lake Avenue
Internal Address:	Ste 900
City:	Pasadena
State/Country:	CALIFORNIA
Postal Code:	91011
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	1939559	SUNSTATE EQUIPMENT CO.
Registration Number:	1929650	SUNSTATE EQUIPMENT CORP.

CH $65.00 1939559

CORRESPONDENCE DATA

Fax Number: (202)728-0744
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2028350240
Email: daved.alexander@t-t.com
Correspondent Name: Thomson & Thomson
Address Line 1: 1750 K St NW
Address Line 2: Ste 200
Address Line 4: Washington, DISTRICT OF COLUMBIA 20006

NAME OF SUBMITTER:	Daved Alexander
Signature:	/Daved Alexander/

Date:	04/19/2005

Total Attachments: 3
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MEMORANDUM AND NOTICE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

Sunstate Equipment Co., LLC, a Delaware limited liability company, whose address is 5425 E. Washington Street, Phoenix, Arizona 85034 ("Grantor") hereby acknowledges the following:

Grantor and Bank of America, N.A., with an office at 55 South Lake Avenue, Suite 900, Pasadena, California 91101 (as administrative agent for the Lenders, the "Agent"), are party to that certain Credit Agreement, dated as of April 8th, 2005 (as amended, modified, renewed or extended from time to time, the "Credit Agreement") by and among the Grantor, the Agent and the financial institutions from time to time party thereto (the "Lenders"); and

Under the terms of the Credit Agreement and that certain Security Agreement, dated as of April 8th, 2005 (as amended, modified, renewed or extended from time to time, the "Security Agreement"), entered into between the Grantor and the Agent, Grantor has granted to the Agent, for the ratable benefit of the Lenders, a security interest in the trademarks and trademark registrations and applications therefor which are identified on Schedule A attached hereto and incorporated herein by this reference (the "Trademarks"), together with the goodwill thereto, owned by Grantor, which Trademarks are appurtenant, and all actions for infringement concerning the foregoing.

Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which the Agent may have in any other collateral described in the Security Agreement or otherwise. Capitalized terms used but not defined herein shall have the meanings given them in the Credit Agreement.

Subject to the provisions of Section 26(a) of the Security Agreement, this Memorandum and Notice of Security Interest in Intellectual Property shall terminate upon the satisfactory collateralization of all Letters of Credit and the payment in full of all other Obligations (other than indemnification Obligations as to which no claims have been asserted).

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8th IN WITNESS WHEREOF, the undersigned has duly executed this document as of the 8th day of April, 2005.

SUNSTATE EQUIPMENT CO., LLC
a Delaware limited liability company

By: _____
Name: BERNARD E. NUBEMEYER
Title: EXECUTIVE VICE PRESIDENT & SECRETARY

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Schedule A

Trademarks

Registered Trademarks:

Trademark Description	Serial Number	Registration Number	Registration Date
SUNSTATE EQUIPMENT CO. (and Design)	74/578,573	1,939,559	December 5, 1995
SUNSTATE EQUIPMENT CORP.	74/578,572	1,929,650	October 24, 1995

RECORDED: 04/19/2005

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