

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Grant of Security Interest (Second Lien)		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Rental Service Corporation		11/21/2006	CORPORATION: ARIZONA
RECEIVING PARTY DATA			
Name:	Deutsche Bank AG, New York Branch		
Street Address:	60 Wall Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10005		
Entity Type:	Collateral Agent:		
PROPERTY NUMBERS Total: 12			
Property Type	Number	Word Mark	
Registration Number:	2435179	1-888-RENT-RSC	
Registration Number:	2435174	1-888-RENT-RSC	
Serial Number:	78757357	BRAND ON COMMAND	
Registration Number:	3147687	RENT OUR EQUIPMENT CUT YOUR COSTS	
Serial Number:	78560196	RENT OUR EQUIPMENT...RAISE YOUR PROFITS	
Serial Number:	78795158	RSC	
Serial Number:	75319879	RSC	
Serial Number:	78492564	RSC EQUIPMENT RENTAL	
Serial Number:	78534413	RSC ONLINE	
Serial Number:	74709781	RSC RENTAL SERVICE CORPORATION	
Serial Number:	78757380	RSC'S BRAND ON COMMAND	
Serial Number:	76510869	TOTAL CONTROL	
CORRESPONDENCE DATA			

CH \$315.00 2435179

Fax Number: (212)354-8113
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-819-8923
Email: trademarkdocket@whitecase.com
Correspondent Name: Matthew Bart c/o White & Case LLP
Address Line 1: 1155 Avenue of the Americas
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	1111779-1675
NAME OF SUBMITTER:	Matthew Bart
Signature:	/Matthew Bart/
Date:	12/04/2006

Total Attachments: 7
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GUARANTEE AND COLLATERAL AGREEMENT

NOTICE AND CONFIRMATION OF GRANT OF SECOND LIEN SECURITY INTEREST IN
TRADEMARKS

This Notice and Confirmation of Grant of Second Lien Security Interest in Trademarks (this "Confirmation") is made as of November 21, 2006 by and between RENTAL SERVICE CORPORATION, an Arizona corporation (the "Grantor") with principal offices at 6929 East Greenway Parkway, Suite 200, Scottsdale, AZ 85254, and DEUTSCHE BANK AG, NEW YORK BRANCH, as Collateral Agent, with principal offices at 60 Wall Street, New York, NY 10005 (the "Grantee"). Grantor hereby confirms the grant to Grantee, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, a second lien security interest in (i) all of the Grantor's right, title and interest in and to all United States trademarks, service marks, trade names, trade dress or other indicia of trade origin or business identifiers, trademark and service mark registrations, and applications for trademark or service mark registrations (except for "intent to use" applications for trademark or service mark registrations filed pursuant to Section l(b) of the Lanham Act, 15 U.S.C. § 1051, unless and until an Amendment to Allege Use or a Statement of Use under Sections l(c) and l(d) of said Act has been filed, it being understood and agreed that the carve out in this parenthetical shall be applicable only if and for so long as a grant of a security interest in such intent to use application would invalidate or otherwise jeopardize Grantor's rights therein), and any renewals thereof, including, without limitation, each registration and application identified in Schedule A hereto, and including, without limitation, (ii) the right to sue or otherwise recover for any and all past, present and future infringements or dilutions thereof, (iii) all income, royalties, damages and other payments now and hereafter due and/or payable with respect thereto (including, without limitation, payments under all licenses entered into in connection therewith, and damages and payments for past or future infringements thereof), and (iv) all other rights corresponding thereto and all other rights of any kind whatsoever of such Grantor accruing thereunder or pertaining thereto in the United States, together in each case with the goodwill of the business connected

with the use of, and symbolized by, each such trademark, service mark, trade name, trade dress or other indicia of trade origin or business identifiers (collectively, the "Marks").

This Confirmation is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Guarantee and Collateral Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of November 21, 2006 (as amended, modified, restated and/or supplemented from time to time, the "Guarantee and Collateral Agreement"). Upon the termination of the Guarantee and Collateral Agreement pursuant to Section 9.16 of that agreement, the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Confirmation is granted to the Grantee under the Guarantee and Collateral Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Guarantee and Collateral Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Confirmation are deemed to conflict with the Guarantee and Collateral Agreement, the provisions of the Guarantee and Collateral Agreement shall govern in all respects.

[Remainder of this page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the parties hereto have duly executed this Notice and Confirmation of Grant of Security Interest in Trademarks as of the day and year first above written.

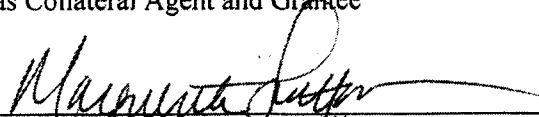
RENTAL SERVICE CORPORATION

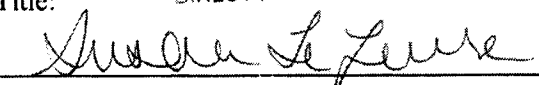
By 

Name: Keith A. Sawotke

Title: Senior Vice President and Chief Financial Officer

DEUTSCHE BANK AG, NEW YORK BRANCH,
as Collateral Agent and Grantee

By: 
Name: MARGUERITE SUTTON
Title: DIRECTOR

By: 
Name: **Susan LeFevre**
Title: **Director**

STATE OF New York)
) ss.:
COUNTY OF New York)

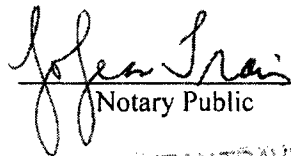
On this 29th day of Nov. 2006, before me personally came MARGHERITE
SUTTON who, being by me duly sworn, did state as follows: that [s]he is
DIRECTOR of Deutsche Bank AG, New York Branch, that [s]he is authorized to execute
the foregoing Grant on behalf of said corporation and that [s]he did so by authority of the Board
of Directors of said corporation.


Notary Public

JOJEAN TRAVIS
Registration No. 01TR5013201
New York County
July 15, 2007

STATE OF New York)
) ss.:
COUNTY OF New York)

On this 29th day of Nov., _____, before me personally came Susan
LEFEVRS who, being by me duly sworn, did state as follows: that [s]he is
DIRECTOR of Deutsche Bank AG, New York Branch, that [s]he is authorized to execute
the foregoing Grant on behalf of said corporation and that [s]he did so by authority of the Board
of Directors of said corporation.



Notary Public

JOJEAN TRAVIS
Registration No. 01TR5013249
New York County
July 15, 2007

Schedule A

Trademark	App. No.	App. Date	Reg. No.	Reg. Date
1-888-RENT-RSC	75939274	3/3/2000	2435179	3/13/2001
1-888-RENT-RSC	75937962	3/3/2000	2435174	3/13/2001
BRAND ON COMMAND	78757357	11/18/2005		
RENT OUR EQUIP- MENT CUT YOUR COSTS	78570582	2/18/2005	3147687	9/26/06
RENT OUR EQUIP- MENT RAISE YOUR PROFITS	78560196	2/3/2005		
RSC	78795158	1/19/2006		
RSC	75319879	7/7/1997	2264049	7/27/1999
RSC EQUIPMENT RENTAL	78492564	9/30/2004	3136868	8/29/2006
RSC ONLINE	78534413	12/17/2004	3111367	7/4/2006
RSC RENTAL SERVICE CORPOR- ATION	74709781	8/1/1995	2028379	1/7/1997
RSC'S BRAND ON COMMAND	78757380	11/18/2005		
TOTAL CONTROL	76510869	4/30/2003	2850473	6/8/2004