

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/29/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Rebel Studio Rentals, Inc.		12/29/2006	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	NES Equipment Services Corporation
Street Address:	8770 W. Bryn Mawr
Internal Address:	4th Floor
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60631
Entity Type:	CORPORATION: ILLINOIS

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2575331	E*S-TRUCK
Registration Number:	2644096	RENTMASTER

CORRESPONDENCE DATA

Fax Number: (312)861-2200
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312-861-2000
 Email: dgasiorowski@kirkland.com
 Correspondent Name: Kirkland & Ellis LLP
 Address Line 1: 200 East Randolph Drive
 Address Line 2: c/o Donna Gasiorowski, Sr. Legal Asst.
 Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	35926-130 DRG
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NAME OF SUBMITTER:	Donna Gasiorowski
Signature:	/Donna Gasiorowski/
Date:	10/02/2007
Total Attachments: 7 source=Merger doc NES Equipment#page1.tif source=Merger doc NES Equipment#page2.tif source=Merger doc NES Equipment#page3.tif source=Merger doc NES Equipment#page4.tif source=Merger doc NES Equipment#page5.tif source=Merger doc NES Equipment#page6.tif source=Merger doc NES Equipment#page7.tif	

FORM BCA 11.25 (rev. Dec. 2003)
**ARTICLES OF MERGER,
 CONSOLIDATION OR EXCHANGE**
 Business Corporation Act

Jesse White, Secretary of State
 Department of Business Services
 Springfield, IL 62758
 Telephone (217) 782-6981
 www.cyberdriveillinois.com

FILED

DEC 29 2006

**JESSE WHITE
 SECRETARY OF STATE**

Remit payment in the form of a
 check or money order payable
 to the Secretary of State.

The filing fee is \$100, but if merger or
 consolidation involves more than 2
 corporations, \$60 for each additional
 corporation.

File # 59200346 Filing Fee: \$ 100 Approved: [Signature]
 Submit in duplicate Type or Print clearly in black ink Do not write above this line

NOTE: Strike inapplicable words in items 1, 3 and 4.

1. Names of the corporations proposing to ~~consolidate~~ ^{merge} ~~exchange shares~~, and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>NES Equipment Services Corporation</u>	<u>Illinois</u>	<u>5920-634-6</u>
<u>Rebel Studio Rentals, Inc.</u>	<u>California</u>	<u>[Signature]</u>

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ~~new~~ ^{surviving} ~~acquiring~~ corporation: NES Equipment Services Corporation

(b) It shall be governed by the laws of: Illinois

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ~~consolidation~~ ^{merger} ~~exchange~~ is as follows:

Attached hereto as Exhibit A.

6. Plan of ~~consolidation~~ ^{merger} was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.20)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
NES Equipment Services Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____ (Month & Day) _____ (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated December 29, 2006
(Month & Day) (Year)

NES Equipment Services Corporation
(Exact Name of Corporation)

Michael Milligan
(Any authorized officer's signature)

Michael Milligan, Secretary
(Type or Print Name and Title)

Dated December 29, 2006
(Month & Day) (Year)

Rebel Studio Rentals, Inc.
(Exact Name of Corporation)

Michael Milligan
(Any authorized officer's signature)

Michael Milligan, Secretary
(Type or Print Name and Title)

Dated _____
(Month & Day) (Year)

(Exact Name of Corporation)

(Any authorized officer's signature)

Michael Milligan, Secretary
(Type or Print Name and Title)

C-195.10

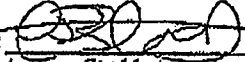
AGREEMENT OF MERGER


This AGREEMENT OF MERGER is entered into as of December 29, 2006 by NBS Equipment Services Corporation, an Illinois corporation (the "Surviving Corporation"), and Rebel Studio Rentals, Inc., a California corporation (the "Merging Corporation"). National Equipment Services, Inc., a Delaware corporation, owns 100% of the capital stock of the Merging Corporation and the Surviving Corporation.

1. The Merging Corporation shall be merged into the Surviving Corporation.
2. The articles of incorporation of the Surviving Corporation upon the effective date of the merger shall continue to be the articles of incorporation of the Surviving Corporation; and said articles of incorporation shall continue in full force and effect until amended in the manner prescribed by the provisions of the laws of the jurisdiction of incorporation of the Surviving Corporation.
3. The by-laws of the Surviving Corporation at the effective date of the merger shall continue to be the by-laws of the Surviving Corporation and shall continue in full force and effect until amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its incorporation.
4. The directors and officers in office of the Surviving Corporation at the effective date of the merger shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their offices until the due election or appointment of their respective successors or their tenures are otherwise terminated in accordance with the by-laws of the Surviving Corporation.
5. The outstanding shares of capital stock of the Merging Corporation shall be canceled without consideration.
6. The outstanding shares of capital stock of the Surviving Corporation shall remain outstanding and are not affected by the merger.
7. The Merging Corporation shall, as and when requested by the Surviving Corporation, execute and deliver all such documents and instruments, and take all such actions necessary or desirable to effectuate the merger.
8. The effect of the merger is as provided in this Agreement of Merger and prescribed by applicable law.
9. Pursuant to Corporations Code Section 110(c), the effective date of the merger shall be December 31, 2006.

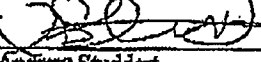
IN WITNESS WHEREOF, the parties have executed this Agreement of Merger as of the date first written above.


NES EQUIPMENT SERVICES
CORPORATION

By: 
Andrew Studdert
Its: President

By: 
Michael Milligan
Its: Vice President and Secretary

REBEL STUDIO RENTALS, INC.

By: 
Andrew Studdert
Its: President

By: 
Michael Milligan
Its: Vice President and Secretary

TRADEMARK

REEL: 003632 FRAME: 0680

Form **BCA-14.35**
(Rev. Jan. 2003)

**REPORT FOLLOWING MERGER
OR CONSOLIDATION**

File # 59206340

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
http://www.cyberdriveillinois.com

DO NOT SEND CASH

FILED
JAN 17 2007
JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State
Date 1-17-07
Franchise Tax \$
Filing Fee \$ 5.00
Penalty \$
Interest \$
Approved: lt

Remit payment in check or money order, payable to "Secretary of State."

1. CORPORATE NAME: NES Equipment Services Corporation

2. STATE OR COUNTRY OF INCORPORATION: Illinois

3. Issued shares of each corporation party to the merger prior to the merger:

Corporation	Class	Series	Par Value	Number of Shares
NES Equipment Services Corporation	Common		\$0.01	8,330,000
	Preferred		\$0.01	0
Rebel Studio Rentals, Inc.	Common		\$0.01	1,000

4. Paid-in Capital of each corporation party to the merger prior to the merger:

Corporation	Paid-in Capital
NES Equipment Services Corporation	\$ 20,336,030.00
Rebel Studio Rentals, Inc.	\$ 1,000.00
	\$
	\$
	\$

5. Description of the merger: (Include effective date and a brief explanation of the conversion as stated in the plan of merger.)
Effective as of December 31, 2006, all of the issued and outstanding shares of capital stock of the merging corporation were canceled due to common ownership.

6. Issued shares after merger:

Class	Series	Par Value	Number of Shares
Common		\$0.01	8,330,000
Preferred		\$0.01	0

7. Paid-in Capital of the surviving or new corporation: \$ 20,337,030.00
("Paid-in Capital" replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts.)

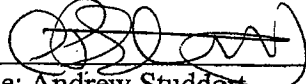
ITEM 8 MUST BE SIGNED

8. The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true.

Dated January 10, 2007 NES Equipment Services Corporation
(Month & Day) (Year) (Exact Name of Corporation)
[Signature]
(Any Authorized Officer's Signature)
Andrew Studdert, President
(Type or Print Name and Title)

IN WITNESS WHEREOF, the undersigned has executed this written consent as of the date first written above.

National Equipment Services, Inc.

By: 
Name: Andrew Studdert
Title: President

Signature page to Rebel Studio Rentals, Inc. Written Consent in Lieu of a Special Meeting of the Stockholder