

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/30/2012

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
RSC Equipment Rental, Inc.		04/30/2012	CORPORATION: ARIZONA

**RECEIVING PARTY DATA**

Name:	United Rentals (North America), Inc.
Street Address:	Five Greenwich Office Park
City:	Greenwich
State/Country:	CONNECTICUT
Postal Code:	06831-5180
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 14**

Property Type	Number	Word Mark
Registration Number:	3219696	BRAND ON COMMAND
Registration Number:	3840358	E2T
Registration Number:	3353413	FIVE S
Registration Number:	3147687	RENT OUR EQUIPMENT CUT YOUR COSTS
Registration Number:	3191151	RENT OUR EQUIPMENT...RAISE YOUR PROFITS
Registration Number:	3249167	RSC
Registration Number:	3403076	RSC
Registration Number:	2264049	RSC
Registration Number:	3136868	RSC EQUIPMENT RENTAL
Registration Number:	3313502	RSC EQUIPMENT RENTAL
Registration Number:	3111367	RSC ONLINE
Registration Number:	2028379	RSC RENTAL SERVICE CORPORATION
Registration Number:	3217309	RSC'S BRAND ON COMMAND

OP \$365.00 3219696

Registration Number:

2850473

TOTAL CONTROL

**CORRESPONDENCE DATA**

Fax Number:

2122919719

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone:

2125583285

Email:

newmanj@sullcrom.com

Correspondent Name:

Julie A. Newman

Address Line 1:

125 Broad Street

Address Line 2:

Sullivan & Cromwell LLP

Address Line 4:

New York, NEW YORK 10004

NAME OF SUBMITTER:

Julie A. Newman

Signature:

/JAN/

Date:

07/16/2012

Total Attachments: 6

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**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
RSC EQUIPMENT RENTAL, INC.  
INTO  
RSC HOLDINGS III, LLC**

Pursuant to Section 18-209(c) of the Delaware Limited Liability Company Act (the "DLLCA"), RSC Holdings III, LLC, a limited liability company organized and existing under the DLLCA, hereby certifies as follows:

**FIRST:** The name and jurisdiction of formation of each constituent entity is as follows:

<u>Name</u>	<u>Jurisdiction of Formation</u>
RSC Equipment Rental, Inc.	State of Arizona
RSC Holdings III, LLC	State of Delaware

**SECOND:** The Agreement and Plan of Merger, dated as of April 30, 2012 (the "Agreement and Plan of Merger"), has been approved and executed by RSC Holdings III, LLC in accordance with the provisions of Section 18-209(b) of the DLLCA. The Agreement and Plan of Merger has been approved and executed by RSC Equipment Rental, Inc. in accordance with the provisions of Sections 10-1108 and 10-1104 of the Arizona Revised Statutes.

**THIRD:** The name of the surviving limited liability company is RSC Holdings III, LLC.

**FOURTH:** The certificate of formation of RSC Holdings III, LLC shall be the certificate of formation of the surviving limited liability company.

**FIFTH:** The merger is to become effective on April 30, 2012, at 9:55 AM, EDT.

**SIXTH:** The executed Agreement and Plan of Merger is on file at an office of the surviving limited liability company, c/o United Rentals, Inc., at Five Greenwich Office Park, Greenwich, Connecticut, 06831.

**SEVENTH:** A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company on request and without cost to any shareholder of RSC Equipment Rental, Inc. and any member of RSC Holdings III, LLC.

**IN WITNESS WHEREOF**, said surviving limited liability company has caused this certificate to be signed by its sole member, the 30th day of April, 2012.

**RSC HOLDINGS III, LLC,**  
by its sole member, **United Rentals, Inc.**

By: 

Name: Jonathan M. Gottsegen

Title: Senior Vice President, General Counsel  
and Corporate Secretary

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
RSC HOLDINGS III, LLC  
INTO  
UR MERGER SUB CORPORATION**

Pursuant to Section 264 of the General Corporation Law of the State of Delaware (the "DGCL") and Section 18-209 of the Delaware Limited Liability Company Act (the "DLLCA"), UR Merger Sub Corporation, a corporation organized and existing under the DGCL, hereby certifies as follows:

**FIRST:** The name and state of domicile of each constituent entity is as follows:

<u>Name</u>	<u>State of Domicile</u>
RSC Holdings III, LLC	Delaware
UR Merger Sub Corporation	Delaware

**SECOND:** The Agreement and Plan of Merger, dated as of April 30, 2012 (the "Agreement and Plan of Merger"), has been approved, adopted, executed and acknowledged by RSC Holdings III, LLC and UR Merger Sub Corporation in accordance with the provisions of Section 264(c) of the DGCL and Section 18-209(b) of the DLLCA and, with respect to RSC Holdings III, LLC, by written consent of its sole member, in accordance with both Section 18-302 of the DLLCA and its limited liability company agreement, and with respect to UR Merger Sub Corporation, by written consent of its sole stockholder in accordance with Section 228 of the DGCL.

**THIRD:** The name of the surviving corporation is UR Merger Sub Corporation.

**FOURTH:** The certificate of incorporation of UR Merger Sub Corporation, as in effect immediately prior to the merger, shall be the certificate of incorporation of the surviving corporation.

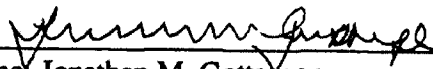
**FIFTH:** The merger is to become effective on April 30, 2012, at 10:00 AM, EDT.

**SIXTH:** The executed Agreement and Plan of Merger is on file at an office of the surviving corporation, c/o United Rentals, Inc., at Five Greenwich Office Park, Greenwich, Connecticut, 06831.

**SEVENTH:** A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request and without cost to any member of RSC Holdings III, LLC and to any stockholder of UR Merger Sub Corporation.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 30th day of April, 2012.

**UR MERGER SUB CORPORATION**

By:   
Name: Jonathan M. Gottsegen  
Title: Senior Vice President, General Counsel  
and Corporate Secretary

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
UR FINANCING ESCROW CORPORATION  
INTO  
UR MERGER SUB CORPORATION**

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware (the "DGCL"), UR Merger Sub Corporation, a corporation organized and existing under the DGCL, hereby certifies as follows:

**FIRST:** The name and state of incorporation of each constituent corporation is as follows:

<u>Name</u>	<u>State of Incorporation</u>
UR Financing Escrow Corporation	Delaware
UR Merger Sub Corporation	Delaware

**SECOND:** The Agreement and Plan of Merger, dated as of April 30, 2012 (the "Agreement and Plan of Merger"), has been approved, adopted, executed and acknowledged by UR Financing Escrow Corporation and UR Merger Sub Corporation in accordance with the provisions of Section 251 of the DGCL, and with respect to UR Financing Escrow Corporation, by written consent of its sole stockholder, and with respect to UR Merger Sub Corporation, by written consent of its sole stockholder, both in accordance with Section 228 of the DGCL.

**THIRD:** The name of the surviving corporation is UR Merger Sub Corporation.

**FOURTH:** The certificate of incorporation of the surviving corporation is hereby revised and amended by deleting the first and second paragraphs of the certificate of incorporation and replacing them in their entirety with the following:

"**FIRST:** The name of the corporation is UNITED RENTALS (NORTH AMERICA), INC.

**SECOND:** The address of the corporation's registered office in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle 19808. The name of its registered agent at such address is Corporation Service Company."

The restated certificate of incorporation of the surviving corporation is filed herewith and attached hereto as Exhibit A.

**FIFTH:** The merger is to become effective on April 30, 2012, at 10:30 AM, EDT.

**SIXTH:** The executed Agreement and Plan of Merger is on file at an office of the surviving corporation, c/o United Rentals, Inc., at Five Greenwich Office Park, Greenwich, Connecticut, 06831.

**SEVENTH:** A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request and without cost to any stockholder of either of the constituent corporations.

**IN WITNESS WHEREOF,** said surviving corporation has caused this certificate to be signed by an authorized officer, the 30th day of April, 2012.

**UR MERGER SUB CORPORATION**

By:  \_\_\_\_\_

Name: Jonathan M. Gottsegen

Title: Senior Vice President, General Counsel  
and Corporate Secretary