

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Deutsche Bank Trust Company Americas, as Administrative Agent		04/17/2013	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	NES Rentals Holdings, Inc.
Street Address:	540 Lake Cook Road
Internal Address:	Suite 100
City:	Deerfield
State/Country:	ILLINOIS
Postal Code:	60015
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	3198242	GEAR UP
Registration Number:	3196039	GEAR UP.
Registration Number:	3195984	NES RENTALS
Registration Number:	3189001	NES TRAFFIC SAFETY

CORRESPONDENCE DATA

Fax Number: 2123548113
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
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 Email: iprecordations@whitecase.com
 Correspondent Name: James Maewsky/White & Case LLP
 Address Line 1: 1155 Avenue of the Americas
 Address Line 2: Patent and Trademark Office
 Address Line 4: New York, NEW YORK 10036

OP \$115.00 3198242

NAME OF SUBMITTER:	James Maewsky
Signature:	/JM/
Date:	04/18/2013
Total Attachments: 4 source=NES Rentals Holdings, Inc. 2L IP Releases - 8806768#page1.tif source=NES Rentals Holdings, Inc. 2L IP Releases - 8806768#page2.tif source=NES Rentals Holdings, Inc. 2L IP Releases - 8806768#page3.tif source=NES Rentals Holdings, Inc. 2L IP Releases - 8806768#page4.tif	

**RELEASE OF SECURITY INTEREST
IN UNITED STATES TRADEMARK**

TRADEMARK RELEASE, effective as of this 17th day of April, 2013, given by DEUTSCHE BANK TRUST COMPANY AMERICAS, as Administrative Agent (“Agent”) with principal offices at 60 Wall Street, New York, NY 10005 to NES Rentals Holdings, Inc., a Delaware corporation (“Grantor”), with principal offices at 540 Lake Cook Road, Suite 100, Deerfield, IL 60015, as follows:

W I T N E S S E T H

WHEREAS, the Grantor has heretofore granted to the Agent a continuing security interest in (i) all of Grantor’s right, title and interest in and to the United States trademarks, trademark registrations and trademark applications set forth on Schedule A attached hereto (the “Marks”), (ii) all Proceeds (as such term is defined in the Agreement) and products of the Marks (and only those Marks), (iii) the goodwill of the business with which the Marks (and only those Marks) are associated, (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks (and only those Marks) or unfair competition regarding the same (collectively, the “Collateral”), to secure the Obligations (as defined in that certain Second-Lien Loan and Security Agreement, dated as of July 20, 2006 and as amended and restated as of May 23, 2012 among NES Rentals Holdings, Inc. (the “Company”), certain Subsidiaries of the Company, including the Grantor, listed as a “Borrower” on the signature pages thereto, the Agent, the financial institutions from time to time party thereto, as lenders, Bear Stearns Corporate Lending Inc., as syndication agent, Banc of America Bridge LLC, as documentation agent and Deutsche Bank Securities Inc. and Bear, Stearns & Co., Inc., as joint lead arrangers and joint book running managers (the “Agreement”)); and

WHEREAS, the Agent wishes to release its continuing security interest in the Collateral pursuant to Section 11.7 of the Agreement and restore all right, title and interest in and

to the Collateral to the Grantor, and to dissolve any and all liens and encumbrances respecting those Marks (and only those Marks).

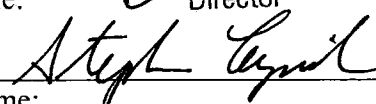
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Agent hereby releases, discharges, quit claims and relinquishes unto the Grantor the continuing security interest in the Collateral (including, but not limited to, the Marks (but only those Marks) listed on the attached Schedule A) granted to Agent by the Grantor pursuant to the Agreement, which security interest was duly recorded on August 7, 2006, at Reel 3363, Frame 0492 in the United States Patent and Trademark Office.

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IN WITNESS WHEREOF, the undersigned, by and through its authorized officers, has caused this instrument to be executed under seal on the date first written above.

DEUTSCHE BANK TRUST COMPANY
AMERICAS, as Administrative Agent

By 
Name: Marcus M. Tarkington
Title: Director

By 
Name: Stephen R. Lapidus
Title: Director

Signature page to NES Second-Lien IP Release

SCHEDULE A

<u>Trademark</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Grantor</u>
GEAR UP	3,198,242	1/16/2007	NES Rentals Holdings, Inc.
GEAR UP DESIGN	3,196,039	1/9/2007	NES Rentals Holdings, Inc.
NES RENTALS	3,195,984	1/9/2007	NES Rentals Holdings, Inc.
NES TRAFFIC SAFETY	3,189,001	12/26/2006	NES Rentals Holdings, Inc.