

05-16-2002



Form PTO-1594
(Rev. 03/01)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Space Master International, Inc.
8211 Town Center Drive
Baltimore, MD 21236 **5-10-02**

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Georgia Corp.

2. Name and address of receiving party(ies)
Name: Bankers Trust Company
Internal
Address: _____
31 West 52nd Street
Street Address: _____
City: New York State: NY Zip: 10019

Additional name(s) of conveying party(ies) attached? Yes No

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Commercial Bank

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Grant of Security Interest
Execution Date: 03/26/02

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

See Attached

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Danice Kowalczyk, Esq.

Internal Address: White & Case

Street Address: 1155 Avenue of the Americas

City: New York State: NY Zip: 10036

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-1705

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Danice Kowalczyk, Esq.

Name of Person Signing

Signature

04/10/02

Date

Total number of pages including cover sheet, attachments, and document: 6

05/15/2002 LNUELLER 00000029 1718750

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

01 FC:481 40.00 DP
02 FC:482 50.00 DP

TRADEMARK
REEL: 002507 FRAME: 0106

Schedule A

SCHEDULE OF MARKS

| <u>Mark</u> | <u>Type of Mark</u> | <u>Registration No.</u> | <u>Registration Date</u> | <u>Expiration Date</u> |
|---------------------------------------|---------------------|-------------------------|--------------------------|------------------------|
| SPACE MASTER BUILDINGS | Service Mark | 1,718,750 | 09/22/92 | |
| SPACE MASTER and Design | Service Mark | 2,132,587 | 01/27/98 | |
| SPACE MASTER INTER- NATIONAL | Service Mark | 1,390,337 | 04/15/86 | |

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, SPACE MASTER INTERNATIONAL, INC., a Georgia corporation ("the Grantor") with principal offices at 8211 Town Center Drive, Baltimore, Maryland 21236, hereby grants to BANKERS TRUST COMPANY, as Collateral Agent (the "Grantee") with principal offices at 31 West 52nd Street, New York, New York 10019, a security interest in (i) all of the Grantor's right, title and interest in and to the trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto; (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among Grantor, the other assignors from time to time party thereto and the Grantee, dated as of March 26, 2002 (as amended, modified and supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security 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 GRANT has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

THIS GRANT and the rights and obligations of the parties hereunder shall be construed in accordance with and be governed by the law of the State of New York.

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

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the
24 day of March, 2002.

SPACE MASTER INTERNATIONAL, INC.,
as Grantor

By Gerard E. Keefe
Name: Gerard E. Keefe
Title: CFO + Treasurer

BANKERS TRUST COMPANY,
as Collateral Agent and Grantee

By Mark E. Funk
Name: Mark E. Funk
Title: Director

STATE OF NEW YORK)
) s.:
COUNTY OF NEW YORK)

On this 26 day of March, 2002, before me personally came Gerard E. Keefe
who, being by me duly sworn did state as follows: that ~~he~~ is S.V.P./CFO of Williams
Scotsman, Inc., that ~~he~~ is authorized to execute the foregoing Grant on behalf of said
corporation and that ~~he~~ did so by authority of the Board of Directors of said corporation.

Nicole M. Fleming
Notary Public

NICOLE M. FLEMING
Notary Public, State of New York
No. 01FL6061987
Qualified in New York County
Commission Expires July 30, 2005

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 21st day of March, 2002 before me personally came Mark E. Funk who, being by me duly sworn, did state as follows: that he is Director of Bankers Trust Company, that he is authorized to execute the foregoing Grant on behalf of said company and that he did so by authority of said company.

Nicole M. Fleming
Notary Public

NICOLE M. FLEMING
Notary Public, State of New York
No. 01FL6061987
Qualified in New York County
Commission Expires July 30, 2005