

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination and Release of Notice and Confirmation of Grant of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Deutsche Bank AG New York Branch, as Collateral Agent		04/30/2012	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	RSC Equipment Rental, Inc.
Street Address:	6929 East Greenway Parkway, Suite 200
City:	Scottsdale
State/Country:	ARIZONA
Postal Code:	85254
Entity Type:	CORPORATION: ARIZONA

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	2028379	RSC RENTAL SERVICE CORPORATION
Registration Number:	2264049	RSC
Registration Number:	2850473	TOTAL CONTROL
Registration Number:	3840358	E2T
Registration Number:	3136868	RSC EQUIPMENT RENTAL
Registration Number:	3313502	RSC EQUIPMENT RENTAL
Registration Number:	3111367	RSC ONLINE
Registration Number:	3191151	RENT OUR EQUIPMENT...RAISE YOUR PROFITS
Registration Number:	3147687	RENT OUR EQUIPMENT CUT YOUR COSTS
Registration Number:	3353413	FIVE S
Registration Number:	3403076	RSC
Registration Number:	3219696	BRAND ON COMMAND
Registration Number:	3217309	RSC'S BRAND ON COMMAND

OP \$365.00 2028379

Registration Number:

3249167

RSC

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:

212 558 3285

Email:

newmanj@sullcrom.com, nguyenb@sullcrom.com,
millerse@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 10004-2498

ATTORNEY DOCKET NUMBER:

020509/00010 (JAN)

NAME OF SUBMITTER:

Stephen E. Miller

Signature:

/Stephen E. Miller/

Date:

04/30/2012

Total Attachments: 5

source=RSC ABL Termination of IP (TM)#page1.tif

source=RSC ABL Termination of IP (TM)#page2.tif

source=RSC ABL Termination of IP (TM)#page3.tif

source=RSC ABL Termination of IP (TM)#page4.tif

source=RSC ABL Termination of IP (TM)#page5.tif

TERMINATION AND RELEASE OF NOTICE AND CONFIRMATION OF GRANT OF SECURITY INTEREST IN TRADEMARKS

This Termination and Release, effective as of April 30, 2012, is granted by Deutsche Bank AG New York Branch, as Collateral Agent (“U.S. Collateral Agent”), with principal offices at 60 Wall Street, New York, New York 10005, to RSC EQUIPMENT RENTAL, INC., an Arizona corporation with principal offices at 6929 East Greenway Parkway, Suite 200, Scottsdale, AZ 85254 (“Releasee”), as follows:

W I T N E S S E T H

WHEREAS, the Releasee has heretofore granted to the U.S. Collateral Agent a security interest in its Trademarks (as such term is defined in the U.S. Guarantee and Collateral Agreement, dated February 9, 2011, between the U.S. Collateral Agent and the Releasee (as amended, modified, restated and/or supplemented from time to time, the “Agreement”)) including but not limited to the United States trademark registrations and trademark applications more particularly set forth in Schedule A attached hereto (collectively, “Marks”), to secure the Obligations (as defined in the Agreement); and

WHEREAS, the U.S. Collateral Agent wishes to release and restore all right, title and interest in and to the Marks to the Releasee and to dissolve any and all liens and encumbrances respecting the Marks (including the Marks shown on the attached Schedule A hereto).

NOW, THEREFORE, for good and valuable consideration, including the satisfaction of all obligations, indebtedness and liabilities secured by the Marks pursuant to the Agreement (except for indemnities and other obligations which by the express terms of the relevant Loan Documents (as defined in the Credit Agreement, dated February 9, 2011, among the Releasee, the U.S. Collateral Agent and the other parties thereto (as amended, modified, restated and/or supplemented from time to time, the “Credit Agreement”)) survive the repayment of the Loans (as defined in the Credit Agreement)), the receipt and adequacy of which are hereby

acknowledged, and upon the terms set forth in this Termination and Release, the U.S. Collateral Agent hereby states as follows:


The U.S. Collateral Agent hereby terminates, releases, discharges, quit claims, and relinquishes unto the Releasee any and all right, title, and interest in and to the Marks (and any proceeds, claims or goodwill associated with, or arising from, the Marks), and more particularly, the security interest in the Marks, granted to the U.S. Collateral Agent by the Releasee pursuant to the Agreement, which security interest was duly recorded on February 10, 2011, at Trademark Reel 4475, Frame 0909 in the United States Patent and Trademark Office.

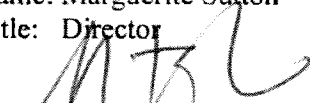
The U.S. Collateral Agent authorizes and requests that the Commissioner for Trademarks record this Termination and Release.

* * *

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

DEUTSCHE BANK AG NEW YORK BRANCH,
as Collateral Agent

By 
Name: Marguerite Sutton
Title: Director

By 
Name: Marcus M. Tarkington
Title: Director

[Signature page to RSC IP Release - Trademarks]

TRADEMARK
REEL: 004767 FRAME: 0837

SCHEDULE A

1. U.S. Trademarks

Trademark	App. No.	App. Date	Reg. No.	Reg. Date	Status	Owner of Record
BRAND ON COMMAND	78757357	11/18/2005	3219696	3/20/2007	Registered 3/20/07	RSC Equipment Rental, Inc.
E2T	77859863	10/28/2009	3840358	8/31/2010	Registered 8/31/10	RSC Equipment Rental, Inc.
5S and design	78599527	3/31/2005	3353413	12/11/2007	Registered 12/11/07	RSC Equipment Rental, Inc.
RENT OUR EQUIPMENT CUT YOUR COSTS	78570582	2/18/2005	3147687	9/26/06	Registration 9/26/06 RSC elected not to pursue further	RSC Equipment Rental, Inc.
RENT OUR EQUIPMENT RAISE YOUR PROFITS	78560196	2/3/2005	3191151	1/2/2007	Registered 1/2/07 RSC elected not to pursue futher	RSC Equipment Rental, Inc.
RSC	78795158	1/19/2006	3249167	6/5/2007	Registered 6/5/07	RSC Equipment Rental, Inc.
RSC and design	75319879	7/7/1997	2264049	7/27/1999 Renewed 8/10/2010	Sec. 8 & 15 Accepted 1/14/05	RSC Equipment Rental, Inc.
RSC	78654302	6/20/2005	3403076	3/25/2008	Registered 3/25/08	RSC Equipment Rental, Inc.
RSC EQUIPMENT RENTAL	78492564	9/30/2004	3136868	8/29/2006	Registered 8/29/06	RSC Equipment Rental, Inc.
RSC EQUIPMENT RENTAL	78492574	9/30/2004	3313502	10/16/2007	Registered 10/16/07	RSC Equipment Rental, Inc.
RSC ONLINE	78534413	12/17/2004	3111367	7/4/2006	Registration 7/4/06	RSC Equipment Rental, Inc.
RSC RENTAL SERVICE CORPORATION	74709781	8/1/1995	2028379	1/7/1997 Renewed 3/9/2007	Sec. 8 & 15 Accepted 3/28/03	RSC Equipment Rental, Inc.
RSC'S BRAND ON COMMAND	78757380	11/18/2005	3217309	3/13/2007	Registered 3/13/07	RSC Equipment Rental, Inc.
TOTAL CONTROL	76510869	4/30/2003	2850473	6/8/2004	Registered 6/8/04	RSC Equipment Rental, Inc.

2. State Trademarks

State	Trademark	App. No.	App. Date	Reg. No.	Reg. Date	Status	Owner of Record
New Mexico [†]	VALLEY RENTALS			TK98082101	August 21, 1998	Registered	RSC Equipment Rental, Inc.
New Mexico [†]	CENTER RENTAL, SALES, SERVICE			TK980802102	August 21, 1998	Registered	RSC Equipment Rental, Inc.

[†] These are state trademark registrations which RSC does not intend to renew.