

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Luk Lamellen und Kupplungsbau Beteiligungs KG		11/19/2009	LIMITED PARTNERSHIP: GERMANY
RECEIVING PARTY DATA			
Name:	The Royal Bank of Scotland PLC		
Street Address:	135 Bishopsgate		
City:	London		
State/Country:	UNITED KINGDOM		
Postal Code:	EC2M 3UR		
Entity Type:	CORPORATION: UNITED KINGDOM		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1904336	LUK	
Serial Number:	75851640	LUK	
CORRESPONDENCE DATA			
Fax Number:	(212)610-6399		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2126106300		
Email:	laurie.emmer@newyork.allenoverly.com		
Correspondent Name:	Laurie Emmer		
Address Line 1:	1221 Avenue of Americas		
Address Line 2:	Allen & Overy LLP		
Address Line 4:	New York, NEW YORK 10020		
DOMESTIC REPRESENTATIVE			
Name:	Laurie Emmer		
Address Line 1:	1221 Avenue of the Americas		

OP \$65.00 1904336

Address Line 2: Allen & Overy LLP
Address Line 4: New York, NEW YORK 10020

NAME OF SUBMITTER:	Laurie Emmer
Signature:	/Laurie Emmer/
Date:	01/28/2010

Total Attachments: 19

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PLEDGE

This pledge (the "**Pledge**") is dated as of 10 December 2009 and made between **LuK Lamellen und Kupplungsbau Beteiligungs KG**, a limited partnership (*Kommanditgesellschaft*) organised under the laws of Germany with registered seat in Bühl, Germany, registered with the commercial register (*Handelsregister*) of the lower court (*Amtsgericht*) of Mannheim under HRA 211097 as the pledgor (the "**Pledgor**"), duly represented by its general partner **LuK Deutschland Beteiligungs KG**, itself represented by its general partner **Schaeffler KG**, itself represented by its general partner **INA Management GmbH**, and the **Royal Bank of Scotland plc** as original pledgee and as security agent (the "**Security Agent**") and the financial institutions as listed in Annex 1 (together with the Security Agent, the "**Original Pledgees**"), duly represented by the signatories.

RECITALS:

- (A) The Pledgor is party to a **PATENT AND TRADE MARK RIGHTS PLEDGE AGREEMENT**, dated as of 10 December 2009 in favour of the Original Pledgees (as it may from time to time be amended, modified or supplemented), pursuant to which the Pledgor and the Original Pledgees are required to execute and deliver this Pledge.
- (B) In consideration of the mutual conditions and agreements set forth in the **PATENT AND TRADE MARK RIGHTS PLEDGE AGREEMENT** and this Pledge, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

The Pledgor hereby agrees to grant and hereby grants a pledge ("*Pfandrecht*") to the Original Pledgees over any and all existing and future rights and claims, including those that are conditional or limited in time, under the patents, patent applications, trade mark registrations and trade mark applications (together the "**IP Rights**") listed in Annex 2, including the rights in and to any of the IP Rights and all ancillary rights.

The Original Pledgees hereby accept the pledge.


In witness whereof, the Pledgor and the Original Pledgees have caused the Pledge to be duly executed and delivered by their respective officers or representatives thereunto duly authorized as of the date first written above.

LuK Lamellen und Kupplungsbau Beteiligungs KG

as Pledgor

Represented by its general partner LuK Deutschland Beteiligungs KG, itself represented by its general partner Schaeffler KG, itself represented by its general partner INA Management GmbH

By


Name printed:

Position:

The Royal Bank of Scotland plc

as Security Agent

By


Name printed: **Christine Weis**


Associate Director

Position:

The Royal Bank of Scotland plc

as Original Pledgee

By


Name printed: **SYED IQBAL**

Position:

DIRECTOR

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The Royal Bank of Scotland plc, Niederlassung Frankfurt am Main

as Original Pledgee

By



Name printed: *STUART HENCK*

Position: *DIRECTOR*

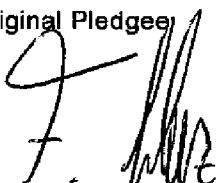


Axel Sommer
Director

Bayerische Hypo-und Vereinsbank, AG


as Original Pledgee

By



Name printed: *Frank Schanz*

Position: *Managing Director*



Kai Schmitt

Director

Unicredit Luxembourg S.A.

as Original Pledgee

By




Name printed: *Christophe Kneip*

Position: *Legal Counsel*

Commerzbank Aktiengesellschaft

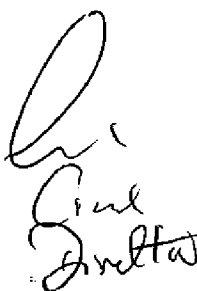
as Original Pledgee

By



Name printed: *Dr. H.-G. Heesen*

Position: *Direktor*



Commerzbank Aktiengesellschaft, Filiale Luxemburg

as Original Pledgee

By





Name printed: **Dr. H.-G. Heesen**

Position: **Diréktor**

**Conrad
Dinkel**

Landesbank Baden-Württemberg

as Original Pledgee

By





Name printed: **Souja Schneider**


Position: **Director**

**Rainer Bucher
VP**

UBS AG, London Branch

as Original Pledgee

By



Name printed: **Eyke Grüning**
Position: **Executive Director**

Annex 1
The Original Pledges

Part I

The Mandated Lead Arrangers under the Senior Facility Agreement

1 Bayerische Hypo- und Vereinsbank AG,
as Mandated Lead Arranger:
Arabellastraße 14
81925 München
Germany
Attn.: Frank Schauz

2 Commerzbank Aktiengesellschaft,
as Mandated Lead Arranger:
Mainzer Landstraße 153
60327 Frankfurt am Main
Germany
Attn.: Rolf Crux

3 Landesbank Baden-Württemberg,
as Mandated Lead Arranger:
Fritz Elsasstraße 31
70174 Stuttgart
Germany
Attn.: Norbert Floegel

4 The Royal Bank of Scotland PLC,
as Mandated Lead Arranger:
280 Bishopsgate
London EC2M 4RB
United Kingdom
Attn.: Syed Khan

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5 UBS AG, London Branch,
as Mandated Lead Arranger:
Acquisition & Leveraged Finance Group
2 Finsbury Avenue
London, EC2M 2PP
United Kingdom
Attn.: Graham Vance

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TRADEMARK
REEL: 004139 FRAME: 0530

Part II

The Original Lenders under the Senior Facility Agreement

- 6** Commerzbank Aktiengesellschaft,
as Original Lender:
Mainzer Landstraße 153
60327 Frankfurt am Main
Germany
Attn.: Rolf Crux
- 7** Commerzbank Aktiengesellschaft,
as Original Lender:
Filiale Luxemburg
25, Rue Edward Steichen
2540 Luxembourg
Attn.: Kai Bringewald
- 8** Landesbank Baden-Württemberg,
as Original Lender:
Fritz Elsasstraße 31
70174 Stuttgart
Germany
Attn.: Norbert Floegel
- 9** The Royal Bank of Scotland PLC, Niederlassung Frankfurt
as Original Lender:
Junghofstraße 22
60311 Frankfurt am Main
Germany
Attn.: Stuart Hewer

A11463856

10 UBS AG, London Branch,
as Original Lender:
Acquisition & Leveraged Finance Group
2 Finsbury Avenue
London, EC2M 2PP
United Kingdom
Attn.: Graham Vance

11 Unicredit Luxembourg S.A.,
as Original Lender:
Corporate and Investment Banking
4, Rue Alphonse Weicker
2721 Luxembourg

Part III

The Facility Agent and Security Agent under the Senior Facility Agreement

12 The Royal Bank of Scotland PLC,
as Security Agent and Facility Agent:
280 Bishopsgate
London EC2M 4RB
United Kingdom
Attn.: Nick Watkins

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TRADEMARK
REEL: 004139 FRAME: 0533

Part IV
The Hedging Counterparties

13 Bayerische Hypo- und Vereinsbank AG,

as Hedging Counterparty:

Arabellastraße 14

81925 München

Germany

Attn.: Frank Schauz

14 Commerzbank Aktiengesellschaft,

as Hedging Counterparty:

Mainzer Landstraße 153

60327 Frankfurt am Main

Germany

Attn.: Rolf Crux

15 Landesbank Baden-Württemberg,

as Hedging Counterparty:

Fritz Elsasstraße 31

70174 Stuttgart

Germany

Attn.: Norbert Floegel

16 The Royal Bank of Scotland PLC,

as Hedging Counterparty:

280 Bishopsgate

London EC2M 4RB

United Kingdom

Attn.: Syed Khan

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Part V

The Ancillary Lenders under the Senior Facility Agreement

17 Bayerische Hypo- und Vereinsbank AG,

as Ancillary Lender:

Arabellastraße 14

81925 München

Germany

Attn.: Frank Schauz

18 Commerzbank Aktiengesellschaft,

as Ancillary Lender:

Mainzer Landstraße 153

60327 Frankfurt am Main

Germany

Attn.: Rolf Crux

Annex 2
List of IP-Rights

A11463856

Annex A

Patents:

Internes Aktenzeichen	Land	Anmelde-/Registernummer	Titel
P070239/10US	US	12/315,180	Mindestdruckventil zur Verbesserung des Pumpenansaugverhaltens in hydraulischen Steuerungen
0620 VII US	US	07/963,405/ US 5,295,915	Stufenloser Momentenfühler
0634 A US	US	08/026,588	Reibungskupplung
0634 A DIV US	US	08/831,912	Reibungskupplung
0641 A US	US	08/284,737	Reibungskupplung
0641 A DIV II US	US	09/441,017	Reibungskupplung
0641 A DIV III CONT	US	09/784,576	Reibungskupplung
0654 A CONT US	US	08/630,336	Verschleißnachstellung, Ausgleichsring wird durch Fühlerring gebremst; Nachstellung erfolgt in Abhängigkeit einer Konizitätsveränderung der Tellerfeder
0662 A US	US	08/250,760	Reibungskupplung
0662 A DIV US	US	09/502,639	Reibungskupplung
0662 A DIV I US	US	09/921,687	Reibungskupplung
0721 B US	US	09/208,161	Reibungskupplung
P060193/10WOUS	US	12/380,574	Kupplung mit Verschleißnachstellung

P060325/10W0US	US	12/466,968	Zugedrückte selbstnachstellende Reibungskupplungen mit Transportsicherung für die Nachstelleinrichtung
P050261/10W0US	US	12/288,457	Kupplungsreibbelag: Underlayer-Overlayer-Konzept
0656 A US	US	10/943,637	Turbinendämpfer mit außenliegenden Federn (Turbine damper with radial outer arc springs)
0656 A CONT US	US	10/943,637	Turbinendämpfer mit außenliegenden Federn (Turbine damper with radial outer arc springs)
P050013/10 WO US	US	11/886,761	Torsionsdämpfer statt hydrodynamischer Kupplung [Torsional damper instead of hydrodynamic coupling (fluid coupling)]
P050210/10W0US	US	12/084,840	Große Masse zwischen zwei Dämpfern (Great mass between two dampers)
P050211/10W0US	US	12/084,837	Große Masse zwischen zwei Dämpfern (Great mass between two dampers)
P050212/10W0US	US	12/084,836	Große Masse zwischen zwei Dämpfern (Great mass between two dampers)
P050213/10W0US	US	12/084,742	Große Masse zwischen zwei Dämpfern (Great mass between two dampers)
P050219/10W0US	US	12/084,831	Große Masse zwischen zwei Dämpfern (Great mass between two dampers)
P060007/10US	US	11/651,673	Drei-Kanal-Wandler mit Kupplung zwischen 2 Dämpfern (Dual-Mass-Torque Converter)
0674 A US	US	08/420,238	Drehwinkelbegrenzer (Torsion angle limiter)
0674 A DIV US	US	08/831,136	Drehwinkelbegrenzer (Torsion angle limiter)
0674 B US	US	08/465,817	Drehwinkelbegrenzer (Torsion angle limiter)
P040231/10W0US	US	11/794,031	WK-Dichtung (TCC-sealing)
P050268/10US	US	11/637,326	Vergößerter Lock-up Durchmesser (Enlarged Lock-Up diameter)
P060226/10W0US	US	12/315,339	Drei-Punkt-Blattfeder (Triple-point-leaf spring for twin-plate)

GS 0656 B US	US	10/792,068	Elektromotorisches Ausstücksystem
0608 B US	US	07/708,935/ US 5261516	Lagerdurchmesser < Verschraubungsdurchmesser
0608 B DIV US	US	08/153,579	Lagerdurchmesser < Verschraubungsdurchmesser

Trademarks

Unser Zeichen	Lnd	Marke	Art de Marke	Anmelder/Inhaber	Anmeldung	Anim-AZ	Registrierung	Reg-Az
1037 US 12/41	US	LuK	Wortmarke	Luk Beteiligungs KG	22.10.1992	324,741	11.07.1995	1,904,336
1053 US	US	LuK gelb/schwarz	Wort/Bildmarke	Luk Beteiligungs KG	17.11.1999	75/851,640		

I, the undersigned notary, do hereby certify that

1. Mr. **Klaus Georg Josef Deußenberger**, born on 18 May 1955
residing at 91054 Erlangen, Rathsberger Straße 41

acting on behalf of

LuK Lamellen und Kupplungsbau Beteiligungs KG,
Industriestraße 3 ,77815 Bühl/Baden

2. Ms. **Christine Weis**, born on 9 September 1977
residing at 60322 Frankfurt am Main, Hansaallee 29g

acting on behalf of

The Royal Bank of Scotland plc,
Bishopsgate 280, EC2M 4RB London

3. Mr. **Syed Khursheed Raza Khan**, born on 23 July 1956

acting on behalf of

The Royal Bank of Scotland plc,
Bishopsgate 280, EC2M 4RB London

4. Mr. **Stuart Peter Hewer**, born on 19 September 1964

acting on behalf of

The Royal Bank of Scotland plc, Niederlassung Frankfurt
60311 Frankfurt, Junghofstr. 22

5. Mr. **Axel Sommer**, born on 28 April 1967
residing at 60388 Frankfurt am Main, Im Dinkelfeld 17

acting on behalf of

The Royal Bank of Scotland plc, Niederlassung Frankfurt
60311 Frankfurt, Junghofstr. 22

6. Mr. **Frank Markus Schauz**, born on 25 September 1966
residing at 89551 Königsbrunn, Weikersbergstraße 53

acting on behalf of

Bayerische Hypo- und Vereinsbank AG
81925 München, Arabellastraße 14

7. Mr. **Kai Schmitt**, born on 28 November 1970
residing at 80636 München, Blütenburgstraße 108

acting on behalf of

Bayerische Hypo- und Vereinsbank AG
81925 München, Arabellastraße 14

8. Ms. **Christiane Elisabeth Kneip**, born on 12 June 1973
residing at 80804 München, Rümmanstraße 41

acting on behalf of

Unicredit Luxembourg S.A.
2721 Luxembourg, 4, Rue Alphonse Weicker

9. Dr. **Hans-Georg Heesen**, born on 8 March 1963
residing at 61267 Neu-Anspach Hausen-Arnstach, Eisenbachweg 26

acting on behalf of

Commerzbank Aktiengesellschaft
60327 Frankfurt am Main, Mainzer Landstraße 153

10. Mr. **Rolf-Theodor Bruno Wilhelm Crux**, born on 9 February 1957
residing at 61462 Königstein, Wiesenstraße 13A

acting on behalf of

Commerzbank Aktiengesellschaft
60327 Frankfurt am Main, Mainzer Landstraße 153

11. Dr. **Hans-Georg Heesen**, born on 8 March 1963
residing at 61267 Neu-Anspach Hausen-Arnstach, Eisenbachweg 26

acting on behalf of

Commerzbank Aktiengesellschaft, Filiale Luxemburg
L-2540 Luxemburg, 25, rue Edward Steichen

12. Mr. **Rolf-Theodor Bruno Wilhelm Crux**, born on 9 February 1957
residing at 61462 Königstein, Wiesenstraße 13A

acting on behalf of

Commerzbank Aktiengesellschaft, Filiale Luxemburg
L-2540 Luxemburg, 25, rue Edward Steichen

13. Ms. **Sonja Schneider**, born on 30 March 1967
residing at 70199 Stuttgart, Böcklerstraße 11 B

acting on behalf of

Landesbank Baden-Württemberg
70174 Stuttgart, Fritz Elsasstraße 31

14. Mr. **Rainer Bucher**, born on 20 October 1977
residing at 70734 Fellbach, Eugenstraße 23

acting on behalf of

Landesbank Baden-Württemberg
70174 Stuttgart, Fritz Elsasstraße 31

15. Mr. **Eyke Grüning**, born on 4 July 1971
residing at 65824 Schwalbach, Ostring 12

acting on behalf of

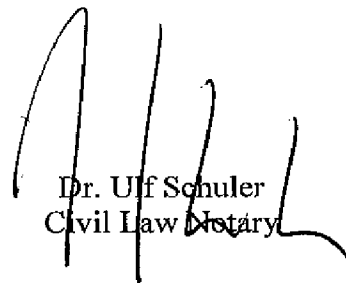
UBS AG, London Branch
EC2M 2PP London, 2 Finsbury Avenue

signed the attached document before me in the office of Linklaters LLP, 60325 Frankfurt am Main, Mainzer Landstraße 16, to where I had gone upon request.

All signatories identified themselves by submission of valid official identification documents.

I asked the signatories whether I or any member of my firm have acted before in the matter which is the subject of this instrument, other than in a notarial capacity. My question was answered in the negative. I myself did not make any other finding.

Frankfurt am Main, 10 December 2009


Dr. Ulf Schuler
Civil Law Notary

