

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
Schaeffler 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: 6

Property Type	Number	Word Mark
Registration Number:	0759980	FAG
Registration Number:	0759957	FAG
Registration Number:	0759908	FAG
Registration Number:	0673150	INA
Registration Number:	0828796	INA
Registration Number:	0828795	INA

CORRESPONDENCE DATA

Fax Number: (212)610-6399
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-610-6300
 Email: laurie.emmer@newyork.allenoverly.com
 Correspondent Name: Laurie Emmer
 Address Line 1: 1221 Avenue of the Americas
 Address Line 2: Allen & Overy LLP
 Address Line 4: New York, NEW YORK 10020

TRADEMARK

900153365

REEL: 004139 FRAME: 0822

OP \$165.00 0759980

DOMESTIC REPRESENTATIVE

Name: Laurie Emmer
Address Line 1: 1221 Avenue of the Americas
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: 18

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PLEDGE

This pledge (the "**Pledge**") is dated as of 19 November 2009 and made between **Schaeffler KG**, a limited partnership (*Kommanditgesellschaft*), organised under the laws of Germany with registered seat in Herzogenaurach, Germany, registered with the commercial register (*Handelsregister*) of the lower court (*Amtsgericht*) of Fürth under HRA 2681 as the pledgor (the "**Pledgor**"), duly 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 19 November 2009 in favor 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.

Schaeffler KG

as Pledgor

Represented by: DMA Management GmbH

By



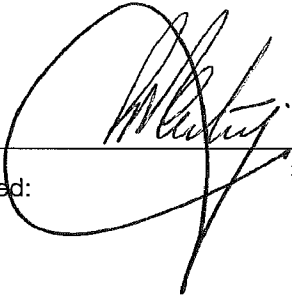
Name printed: Detlef Berger

Position:

The Royal Bank of Scotland plc

as Security Agent

By



Name printed:

PHILIP A. PENTNEY
SENIOR DIRECTOR
HEAD OF SYNDICATED LOANS AGENCY

Position:

The Royal Bank of Scotland plc

as Original Pledgee

By



Name printed: SYED KHAN

STUART HENRY

Position: DIRECTOR

DIRECTOR

TRADEMARK

REEL: 004139 FRAME: 0825

The Royal Bank of Scotland plc, Niederlassung Frankfurt am Main

as Original Pledgee

By

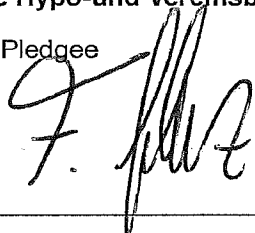

 

Name printed: **STUART HENER** **CHRISTINE WELS**
Position: **DIRECTOR** **Associate Director**

Bayerische Hypo-und Vereinsbank, AG

as Original Pledgee

By

Name printed: **Frank Schauz** **Kai Schmitt**
Position: **Managing Director** **Director**

Unicredit Luxembourg S.A.

as Original Pledgee

By



Name printed: **Anishavie Knapp**
Position: **Legal Counsel**

Commerzbank Aktiengesellschaft

as Original Pledgee

By

Name printed: **C. Kra** **M. Köhler**
Position: **Director** **Director**

TRADEMARK

REEL: 004139 FRAME: 0826

Commerzbank Aktiengesellschaft, Filiale Luxemburg

as Original Pledgee

By



Name printed: *Cruz* *M. Köhler*
Position: *Director* *Director*

Landesbank Baden-Württemberg

as Original Pledgee

By

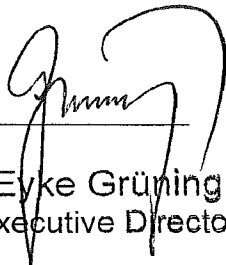


Name printed: *Norbert G. Flörger* *Reiner Buchel*
Position: *Director* *VP*

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 and the Junior 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

5

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

Part II

The Original Lenders under the Senior Facility Agreement and the Junior 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
- 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 and the Junior 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

Part IV

The Hedging Counterparties under the Senior Facility Agreement and the Junior Facility Agreement

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

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

Annex A

Patents:

Internes Aktenzeichen	Land	Anmelde-/Registernummer	Titel
_3067-18-US.1	US	09/075,054	Mechanischer Ventilstößel
_3314-18-US.1	US	09/425,667	Wälzlager
_2822-18-US	US	09/077,238	Spanlos geformter Schlepp-oder Kipphebel
_2822-18-US.1	US	09/368,807	Spanlos geformter Schlepp-oder Kipphebel
_2445-US.1	US	08/535,264	Stößel
_2638-18-US.1	US	08/776,280	Hydraulisches Spielausgleichselement für die Ventilsteuerung von Brennkraftmaschinen
_4506-18-US	US	11/221,561	Verschleißfeste Beschichtung und Verfahren zur Herstellung derselben
_3786-18-US	US	10/093,018	Schaltbarer Stößel zur direkten Übertragung eines Nockenhubes auf eine Stößelstange
_2895-18-US	US	09/180,202	Radiallagerung für eine Antriebswelle von Fahrzeugen
_4313-18-US	US	11/014,468	Koppelmechanismus
_2884-18-US	US	09/171,348	Linearwälzlager mit Längsdichtungen
_3905-18-US	US	10/270,824	Vorrichtung zum Verändern der Steuerzeiten von Gaswechselventilen einer Brennkraftmaschine, insbesondere Rotationskolben-Versteller
_2543-18-US.1	US	08/571,897	Spannrolle für einen Riementrieb
_2675-18-US	US	08/526,627	Vorrichtung zur Dämpfung von Drehschwingungen in einem Antriebsstrang

_2889-18-US	US	08/847,277	Sicherung für Betätigungshebel von Ventilsteuerungen für Brennkraftmaschinen
FAG 275 WL US	US	08/337,957	Lagereinheit
FAG 296 AT US	US	08/831,067	Verfahren zur Herstellung einer aus mehreren Einzelteilen bestehenden Wälzlagerbaueinheit
FAG 345 AT US	US	09/050,277	Wälzlagerbefestigung
FAG-1540-AT-US	US	11/908,982	Dichtung
_3210-10-US	US	09/429,247	Schwenkbarer Nockenfolger eines Ventiltriebs einer Brennkraftmaschine
_3284-18-US	US	10/802,689,	Verteilergetriebe für ein Kraftfahrzeug
_3365-18-US	US	09/472,469	Vorrichtung zum Verändern der Steuerzeiten von Gaswechselventilen einer Brennkraftmaschine, insbesondere Nockenwellen-Verstelleinrichtung
_3415-18-US	US	09/541,333	Schaltbarer Nockenfolger bzw. schaltbares Abstützelement
_3415-18-US.1	US	10/002,314	Schaltbarer Nockenfolger bzw. schaltbares Abstützelement
_3849-18-US	US	10/161,506	Linearwälzlagererelement
_3954-18-US	US	10/501,775	Schaltbarer Nockenfolger oder schaltbares Abstützelement eines Ventiltrieb einer Brennkraftmaschine
_3985-18-US	US	10/395,364	Ventiltrieb für eine Brennkraftmaschine
_4000-18-US	US	10/419,668	Hebelartiger Nockenfolger aus Blech
_4081-18-US	US	10/677,637	Wellenlippendichtung
_4232-18-US	US	10/565,232	Führungswagen eines Linearwälzlager
_4255-18-US	US	10/569,765	Ventiltrieb

_4300-18-US	US	11/012,883	Brennkraftmaschine mit einer hydraulischen Vorrichtung zur Drehwinkelverstellung einer Nockenwelle gegenüber einer Kurbelwelle
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Trademarks

Unser Zeichen	Lnd	Marke	Art de Marke	Anmelder/Inhaber	Materiall Berechtigler/ Sicherjungegeb er	Anmeldung	Anim-AZ	Registrierung	Reg-Az
2000-40-USd	US	FAG	Bildmarke	Schaeffler KG	Schaeffler KG	20.09.1962	72153577	12.11.1963	759980
2000-40-USc	US	FAG	Bildmarke	Schaeffler KG	Schaeffler KG	20.09.1962	72153576	12.11.1963	759957
2000-40-USa	US	FAG	Bildmarke	Schaeffler KG	Schaeffler KG	20.09.1962	72153573	12.11.1963	759908
1001-40-US	US	INA	Wort-/Bildmarke	Schaeffler KG	Schaeffler KG	24.09.1957	72037726	27.01.1959	673150
1010-40-US	US	INA	Wort-/Bildmarke	Schaeffler KG	Schaeffler KG	25.05.1966	72246519	16.05.1967	828796
1009-40-US	US	INA	Wortmarke	Schaeffler KG	Schaeffler KG	25.05.1966	72248518	16.05.1967	828795

I, the undersigned notary, do hereby certify that

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

acting on behalf of

Schaeffler KG,
Industriestraße 1-3 ,91074 Herzogenaurach

2. Mr. **Philip Adrian Guy Eliot Pentney**, born on 17 October 1958

acting on behalf of

The Royal Bank of Scotland plc,
Bishopsgate 135, EC2M 3UR London

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

acting on behalf of

The Royal Bank of Scotland plc,
EC2M 3UR London, Bishopsgate 135

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

acting on behalf of

The Royal Bank of Scotland plc,
EC2M 3UR London, Bishopsgate 135

5. 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

6. 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, Niederlassung Frankfurt
60311 Frankfurt, Junghofstr. 22

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

acting on behalf of

Bayerische Hypo- und Vereinsbank AG
81925 München, Arabellastraße 14

8. 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

9. 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

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

acting on behalf of

Commerzbank AG
60327 Frankfurt am Main, Mainzer Landstraße 153

11. Mr. **Manfred Leo Köhler**, born on 16 January 1960
residing at 63868 Großwallstadt, Mozartring 11

acting on behalf of

Commerzbank AG
60327 Frankfurt am Main, Mainzer Landstraße 153

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

acting on behalf of

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

13. Mr. **Manfred Leo Köhler**, born on 16 January 1960
residing at 63868 Großwallstadt, Mozartring 11

acting on behalf of

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

14. Mr. **Norbert Gero Floegel**, born on 21 April 1957
residing at 71263 Weil der Stadt, Egerlandstraße 70

acting on behalf of

Landesbank Baden-Württemberg
70174 Stuttgart, Fritz Elsasstraße 31

15. 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

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

acting on behalf of

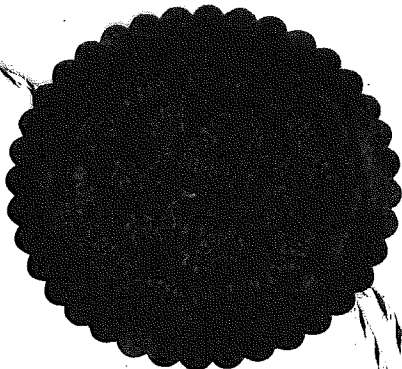
UBS AG, London Branch
EC2M2PP London, 1 Finsbury Avenue

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, 20 November 2009




Dr. Karl-Heinz Schmiegelt
Civil Law/Notary