

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Grant of a Security Interest -- Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Walbro Engine Management L.L.C.		06/22/2011	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	FSJC VII LLC, as Administrative Agent		
Street Address:	Two Greenwich Plaza, 4th Floor		
City:	Greenwich		
State/Country:	CONNECTICUT		
Postal Code:	06830		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	0938745	WALBRO	
Registration Number:	3287832	W WALBRO	
Registration Number:	3678282	WE ENABLE MACHINES THAT MAKE LIFE BETTER	
CORRESPONDENCE DATA			
Fax Number:	(704)350-7800		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(704) 350-7738		
Email:	bsmith@winston.com		
Correspondent Name:	Betty G. Smith		
Address Line 1:	Winston & Strawn LLP, 214 N. Tryon St.		
Address Line 2:	22nd Floor		
Address Line 4:	Charlotte, NORTH CAROLINA 28202		
ATTORNEY DOCKET NUMBER:	86039.00009		
NAME OF SUBMITTER:	Betty G. Smith		

CH \$90.00 0938745

Signature:	/Betty G. Smith/
Date:	07/09/2011
Total Attachments: 3 source=Walbro Engine Management L.L.C.- Grant of a Security Interest -Trademarks_00000001#page1.tif source=Walbro Engine Management L.L.C.- Grant of a Security Interest -Trademarks_00000001#page2.tif source=Walbro Engine Management L.L.C.- Grant of a Security Interest -Trademarks_00000001#page3.tif	

GRANT OF A SECURITY INTEREST --TRADEMARKS

WHEREAS, Walbro Engine Management, L.L.C., a Delaware limited liability company (the "Grantor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantor has entered into a Pledge and Security Agreement, dated June 22, 2011 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of FSJC VII LLC, as the Administrative Agent for itself and certain lenders (in such capacity, together with its successors and assigns, if any, the "Grantee"); and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Grantee, and granted to the Grantee for the benefit of the Secured Parties (as defined in the Security Agreement), a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to the Grantee and grant to the Grantee for the benefit of the Secured Parties, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the Grantor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of June 23, 2011

WALBRO ENGINE MANAGEMENT L.L.C.

By: Edward K. Duplaga
Name: Edward K. Duplaga
Title: Secretary

STATE OF Michigan
ss.: 370-56-3403
COUNTY OF Macomb

On this 20th day of June, 2011, before me personally came Edward K. Duplaga, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that s/he is the Secretary of Walbro Engine Management, LLC a Delaware limited liability company, and that s/he executed the foregoing instrument in the firm name of Walbro Engine Management, LLC, and that s/he had authority to sign the same, and s/he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

Sharon M. Pettrill
[NOTARY SEAL]

SHARON M. PETRILL
Notary Public, State of Michigan
County of Macomb
My Commission Expires Dec. 5, 2011
Acting in the County of OAKLAND

[Signature Page - Grant of Patent Security Interest (WEM)]

TRADEMARK
REEL: 004579 FRAME: 0298

SCHEDULE A TO GRANT OF A SECURITY INTEREST - TRADEMARKS

TRADEMARKS AND TRADEMARK APPLICATIONS

Title	Register Number	Registration Date	Serial Number	File Date	Status
WALBRO (Word Mark)	938745	7-25-1972	72/388448	4-5-1971	Registered
"W WALBRO" (Slanted Design)	3287832	9-4-2007	78/661094	6-29-2005	Registered
We enable Machines that make life better	3678282	9-8-2009	77/300758	10-10-2007	Registered

NY:1346069.3