

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Fallbrook Technologies Inc.		03/07/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	SILICON VALLEY BANK
Street Address:	3003 Tasman Drive
City:	Santa Clara
State/Country:	CALIFORNIA
Postal Code:	95054-1191
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Serial Number:	78979591	N NUVINCI
Serial Number:	78779824	N
Serial Number:	78779626	N NUVINCI
Serial Number:	78778787	NUVINCI
Serial Number:	78498337	NUVINCI
Serial Number:	78478197	F FALLBROOK TECHNOLOGIES
Serial Number:	78478191	F
Serial Number:	78416798	FALLBROOK TECHNOLOGIES
Serial Number:	77113882	CRUISECONTROLLER

CORRESPONDENCE DATA

Fax Number: (858)638-5130
 Phone: 858-638-6730
 Email: susan.reynholds@dlapiper.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: DLA Piper LLP (US)
Address Line 1: 4365 Executive Drive, Suite 1100
Address Line 2: Attention: Susan Reynolds
Address Line 4: San Diego, CALIFORNIA 92121

ATTORNEY DOCKET NUMBER:	354271-375
NAME OF SUBMITTER:	Troy Zander
Signature:	/s/ Troy Zander
Date:	03/09/2012

Total Attachments: 10
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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of March 7, 2012 by and between SILICON VALLEY BANK ("Bank") and FALLBROOK TECHNOLOGIES INC. ("Grantor").

RECITALS

A. Bank has agreed to make certain advances of money and to extend certain financial accommodation to Grantor (the "Loans") in the amounts and manner set forth in that certain Loan and Security Agreement by and between Bank and Grantor dated as of March 7, 2012 (as the same may be amended, modified or supplemented from time to time, the "Loan Agreement"; capitalized terms used herein are used as defined in the Loan Agreement). Bank is willing to make the Loans to Grantor, but only upon the condition, among others, that Grantor shall grant to Bank a security interest in certain Copyrights, Trademarks, Patents, and Mask Works to secure the obligations of Grantor under the Loan Agreement.

B. Pursuant to the terms of the Loan Agreement, Grantor has granted to Bank a security interest in all of Grantor's right, title and interest, whether presently existing or hereafter acquired, in, to and under all of the Collateral.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, as collateral security for the prompt and complete payment when due of its obligations under the Loan Agreement, Grantor hereby represents, warrants, covenants and agrees as follows:

AGREEMENT

To secure its obligations under the Loan Agreement, Grantor grants and pledges to Bank a security interest in all of Grantor's right, title and interest in, to and under its Intellectual Property Collateral (including without limitation those Copyrights, Patents, Trademarks and Mask Works listed on Exhibits A, B, C, and D hereto), and including without limitation all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all re-issues, divisions continuations, renewals, extensions and continuations-in-part thereof.

This security interest is granted in conjunction with the security interest granted to Bank under the Loan Agreement. The rights and remedies of Bank with respect to the security interest granted hereby are in addition to those set forth in the Loan Agreement and the other Loan Documents, and those which are now or hereafter available to Bank as a matter of law or equity. Each right, power and remedy of Bank provided for herein or in the Loan Agreement or any of the Loan Documents, or now or hereafter existing at law or in equity shall be cumulative and concurrent and shall be in addition to every right, power or remedy provided for herein and the exercise by Bank of any one or more of the rights, powers or remedies provided for in this Intellectual Property Security Agreement, the Loan Agreement or any of the other Loan Documents, or now or hereafter existing at law or in equity, shall not preclude the simultaneous or later exercise by any person, including Bank, of any or all other rights, powers or remedies.

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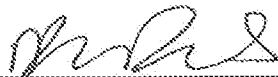
IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

GRANTOR:

Address of Grantor:

Fallbrook Technologies Inc.
9444 Waples Street, Suite 410
San Diego, CA 92121
Attn: Chief Financial Officer

FALLBROOK TECHNOLOGIES INC.

By: 

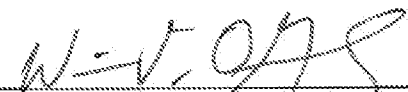
Title: CFO

BANK:

Address of Bank:

Silicon Valley Bank
4370 La Jolla Village Drive, Suite 860
San Diego, CA 92123
Attn: Billy O'Grady -- Relationship Manager

SILICON VALLEY BANK

By: 

Title: Relationship Manager

[Signature Page to Intellectual Property Security Agreement]

EXHIBIT A

Copyrights

Description

Registration
Number

Registration Date

None.

EXHIBIT B

Patents

<u>Description</u>	<u>Patent/App. No.</u>	<u>File Date</u>
Continuously variable gear transmission	12159688	6/30/08
A method of manufacturing a stator of a cage for a continuously variable transmission (CVT)	11841995	8/20/07
Continuously variable transmission	11842068	8/20/07
Continuously variable transmission	11842081	8/20/07
Continuously variable transmission	11842094	8/20/07
Continuously variable transmission	11842107	8/20/07
Continuously variable transmission	12039590	2/28/08
Continuously variable transmission	12137456	6/11/08
Continuously variable transmission	12137480	6/11/08
Continuously variable transmission	12198402	8/26/08
Continuously variable transmission	12251325	10/14/08
Controller for variable transmission	12271611	11/14/08
Continuously variable transmission	12306393	7/20/09
Automatic transmissions and methods therefor	12335810	12/16/08
Continuously and/or infinitely variable transmissions and methods therefor	12394821	2/27/09
Assemblies and methods for clamping force generation	12437396	5/7/09
Clamping force generator	12514062	5/7/09
Systems and methods for control of transmission and/or prime mover	12525294	7/30/09
Continuously variable transmissions and methods therefor	12526770	8/11/09
Infinitely variable transmissions, continuously variable transmissions, methods, assemblies, subassemblies, and components therefor	12527400	8/14/09
Electric traction drives	12596979	10/21/09
Continuously variable transmission	12664035	12/10/09
Continuously variable transmission	12667681	1/4/10
Continuously variable transmission	12760823	4/15/10
Infinitely variable transmissions, continuously variable transmissions, methods, assemblies, subassemblies, and components therefor	12995087	11/29/10

<u>Description</u>	<u>Patent/App. No.</u>	<u>File Date</u>
Continuously variable transmission	12999586	3/23/11
Infinitely variable transmissions, continuously variable transmissions, methods, assemblies, subassemblies, and components therefor	13035683	2/25/11
Linear driving apparatus	6000707	12/14/99
Continuously variable transmission	6241636	6/5/01
System for manipulating a continuously variable transmission	12976667	12/22/10
Methods for control of transmission and prime mover	13054767	4/13/11
Continuously variable transmission	13275163	10/17/11
Continuously variable transmission	6419608	7/16/02
Continuously variable transmission	6551210	4/22/03
Continuously variable transmission	6689012	2/10/04
Continuously variable transmission	6945903	9/20/05
Continuously variable transmission	6949049	9/27/05
Continuously variable transmission	7011600	3/14/06
Continuously variable transmission	7011601	3/14/06
Continuously variable transmission	7014591	3/21/06
Continuously variable transmission	7032914	4/25/06
Continuously variable transmission	7036620	5/2/06
Continuously variable transmission	7044884	5/16/06
Continuously variable transmission	7063640	6/20/06
Continuously variable transmission	7074007	7/11/06
Electronic control system	7343236	3/11/08
Electromotive drives	7632203	12/15/09
Continuously variable transmission	7670243	3/2/10
Continuously variable transmission	7762919	7/27/10
Wheel chair	7770674	8/10/10
System for manipulating a continuously variable transmission	7882762	2/8/11
Scooter shifter	7885747	2/8/11
Self-centering control rod	7887032	2/15/11
Continuously variable transmission	7959533	6/14/11
Bicycle shifter	D548655	8/14/07
Bicycle shifter	D631409	1/25/11

<u>Description</u>	<u>Patent/App. No.</u>	<u>File Date</u>
Continuously variable planetary gear set	7166052	1/23/07
Continuously variable transmission	7074154	7/11/06
Continuously variable transmission	7074155	7/11/06
Continuously variable transmission	7112158	9/26/06
Continuously variable transmission	7112159	9/26/06
Continuously variable transmission	7125297	10/24/06
Continuously variable transmission	7131930	11/7/06
Continuously variable transmission	7140999	11/28/06
Continuously variable transmission	7147586	12/12/06
Continuously variable transmission	7153233	12/26/06
Continuously variable transmission	7156770	1/2/07
Continuously variable transmission	7160222	1/9/07
Continuously variable transmission	7163485	1/16/07
Continuously variable transmission	7163486	1/16/07
Continuously variable transmission	7166056	1/23/07
Continuously variable transmission	7166057	1/23/07
Continuously variable transmission	7166058	1/23/07
Continuously variable transmission	7169076	1/30/07
Continuously variable transmission	7172529	2/6/07
Continuously variable transmission	7175564	2/13/07
Continuously variable transmission	7175565	2/13/07
Continuously variable transmission	7175566	2/13/07
Continuously variable transmission	7192381	3/20/07
Continuously variable planetary gear set	7198582	4/3/07
Continuously variable planetary gear set	7198583	4/3/07
Continuously variable planetary gear set	7198584	4/3/07
Continuously variable transmission	7198585	4/3/07
Continuously variable planetary gear set	7201693	4/10/07
Continuously variable planetary gear set	7201694	4/10/07
Continuously variable planetary gear set	7201695	4/10/07
Continuously variable planetary gear set	7204777	4/17/07
Continuously variable planetary gear set	7214159	5/8/07
Continuously variable planetary gear set	7217215	5/15/07

<u>Description</u>	<u>Patent/App. No.</u>	<u>File Date</u>
Continuously variable transmission	7217219	5/15/07
Continuously variable transmission	7232395	6/19/07
Continuously variable transmission	7235031	6/26/07
Continuously variable transmission	7238136	7/3/07
Continuously variable transmission	7238137	7/3/07
Continuously variable transmission	7238138	7/3/07
Continuously variable transmission	7250018	7/31/07
Continuously variable planetary gear set	7261663	8/28/07
Continuously variable transmission	7288042	10/30/07
Continuously variable transmission	3206607	1/22/08
Continuously variable transmission	7322901	1/29/08
Continuously variable transmission	7384370	6/10/08
Continuously variable transmission	7393300	7/1/08
Continuously variable transmission	7393302	7/1/08
Continuously variable transmission	7393303	7/1/08
Continuously variable transmission	7395731	7/8/08
Continuously variable transmission	7396209	7/8/08
Continuously variable transmission	7402122	7/22/08
Continuously variable transmission	7410443	8/12/08
Continuously variable transmission	7419451	9/2/08
Continuously variable transmission	7422541	9/9/08
Continuously variable planetary gear se	7422546	9/9/08
Continuously variable transmission	7427253	9/23/08
Continuously variable planetary gear set	7431677	10/7/08
Continuously variable planetary gear set	7452297	11/18/08
Continuously variable planetary gear set	7455611	11/25/08
Rolling traction planetary drive	7455617	11/25/08
Continuously variable planetary gear set	7462123	12/9/08
Continuously variable transmission	7462127	12/9/08
Continuously variable planetary gear set	7470210	12/30/08
Continuously variable planetary gear set	7481736	1/27/09
Continuously variable transmission	7510499	3/31/09
Continuously variable planetary gear set	7540818	6/2/09

<u>Description</u>	<u>Patent/App. No.</u>	<u>File Date</u>
Continuously variable transmission	7651437	1/26/10
Continuously variable planetary gear set	7654928	2/2/10
Continuously variable transmission	7686729	3/30/10
Electromotive drives	7727101	6/1/10
Continuously variable transmission	7727107	6/1/10
Continuously variable transmission	7727108	6/1/10
Continuously variable planetary gear set	7727110	6/1/10
Continuously variable transmission	7731615	6/8/10
Continuously variable transmission	7762920	7/27/10
Torsion disc for use in a continuously variable transmission	7785228	8/31/10
Electromotive drives	7828685	11/9/10
Continuously variable transmission	7837592	11/23/10
Continuously variable transmission	7871353	1/18/11
Continuously variable transmission	7883442	2/8/11
Continuously variable transmission	7909727	3/22/11
Continuously variable transmission	7914029	3/29/11
Continuously variable transmission	7963880	6/21/11
Continuously variable transmission	7967719	6/28/11
Continuously variable transmission	7976426	7/12/11
Continuously variable transmission	8066613	11/29/11
Continuously variable transmission	8066614	11/29/11
Electromotive drives	8070635	12/6/11
Wheelchair	8087482	1/3/12
Continuously variable transmission	8123653	2/28/12
Continuously variable transmission	RE41892	10/26/10

EXHIBIT C

Trademarks

<u>Description</u>	<u>Serial/Registration No.</u>	<u>File Date</u>
N NUVINCI	78979591	12/22/05
N	78779824	12/22/05
N NUVINCI	78779626	12/22/05
NUVINCI	78778787	12/21/05
NUVINCI	78498337	10/12/04
F FALLBROOK TECHNOLOGIES	78478197	9/2/04
F	78478191	9/2/04
FALLBROOK TECHNOLOGIES	78416798	5/11/04
CRUISECONTROLLER	77113882	2/22/07

EXHIBIT D

Mask Works

Description

Registration
Number

Registration Date

None