

PATENT ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY AGREEMENT
CONVEYING PARTY DATA	
Name	Execution Date
LuK GS Verwaltungs KG	12/10/2009
RECEIVING PARTY DATA	
Name:	The Royal Bank of Scotland PLC
Street Address:	135 Bishopsgate
City:	London
State/Country:	UNITED KINGDOM
Postal Code:	EC2M 3UR
PROPERTY NUMBERS Total: 7	
Property Type	Number
Application Number:	08572538
Application Number:	08827648
Application Number:	08211978
Application Number:	08649065
Application Number:	08978389
Application Number:	09545452
Application Number:	09898251
CORRESPONDENCE DATA	
Fax Number:	(212)610-6399
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	212-610-6300
Email:	laurie.emmer@newyork.allenoverly.com
Correspondent Name:	Laurie Emmer
Address Line 1:	1221 Avenue of the Americas
Address Line 4:	New York, NEW YORK 10020
NAME OF SUBMITTER:	Laurie Emmer

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PATENT
REEL: 023865 FRAME: 0926

Total Attachments: 15

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PLEDGE

This pledge (the "**Pledge**") is dated as of 10 December 2009 and made between **LuK GS Verwaltungs 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 211100 as the pledgor (the "**Pledgor**"), duly represented by its general partner Verwaltungsgesellschaft LuK oHG, itself represented by its general partner LuK Lamellen und Kupplungsbau Beteiligungs KG, itself 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 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 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 and patent 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 GS Verwaltungs KG

as Pledgor

Represented by its general partner Verwaltungsgesellschaft LuK oHG, itself represented by its general partner LuK Lamellen und Kupplungsbau Beteiligungs KG, itself 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:

Position:

Christine Weis
Associate Director

The Royal Bank of Scotland plc

as Original Pledgee

By



Name printed: SYED KHAN

Position:

DIRECTOR

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The Royal Bank of Scotland plc, Niederlassung Frankfurt am Main

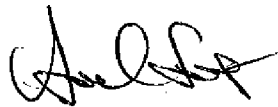
as Original Pledgee

By



Name printed: *STUART HAVER*

Position: *DIRECTOR*

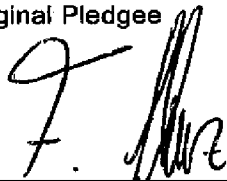


Axel Sommer
Director

Bayerische Hypo-und Vereinsbank, AG

as Original Pledgee

By



Name printed: *Frank Schanz*
Position: *Managing Director*

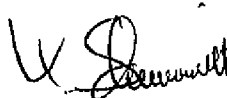
Unicredit Luxembourg S.A.

as Original Pledgee

By



Name printed: *Anshume Kuep*
Position: *Legal Counsel*



Kai Schmitt

Director

Commerzbank Aktiengesellschaft

as Original Pledgee

By



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



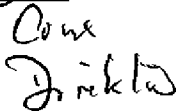
Position: *Direktor*

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Commerzbank Aktiengesellschaft, Filiale Luxemburg

as Original Pledgee



By


Dr. H.-G. Heesen
Name printed: 
Position: Direktor 

Landesbank Baden-Württemberg

as Original Pledgee


By


Schneider
Name printed: Schneider 
Position: Director VP

UBS AG, London Branch

as Original Pledgee

By


Eyke Grüning
Name printed: Eyke Grüning
Position: Executive Director

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Annex 1
The Original Pledgees

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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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 Hower

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

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

Patents:

Internes Aktenzeichen	Land	Anmelde-/Registernummer	Titel
GS 0120 A US	US	08/572,538	Antriebsinheit mit Kegelscheibenumschlagungsgetriebe und Strahlpumpe
GS 0120 A US DIV I	US	08/827,648	Antriebsinheit mit Kegelscheibenumschlagungsgetriebe und Strahlpumpe
GS 0104 A/05//WO US	US	08/211,978	Verfahren und Vorrichtung zum Steuern einer Lock-Up (Method and device to control a lock-up)
GS 0108 B CONT US	US	08/649,065	Separate Ölkammer zwischen Kolben und parallelem Blech (Separate oil chamber between piston and a parallel sheet metal)
GS 0108 B CONT II US	US	08/978,389	Separate Ölkammer zwischen Kolben und parallelem Blech (Separate oil chamber between piston and a parallel sheet metal)
GS 0108 B DIV III US	US	09/545,452	Separate Ölkammer zwischen Kolben und parallelem Blech (Separate oil chamber between piston and a parallel sheet metal)
GS 0108 B DIV IV US	US	09/898,251	Separate Ölkammer zwischen Kolben und parallelem Blech (Separate oil chamber between piston and a parallel sheet metal)

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

LuK GS Verwaltungs 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 Hower**, 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, Blumenburgstraße 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-Arnsbach, 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-Arnsbach, 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

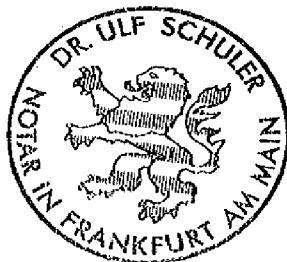
UBS AG, London Branch
EC2M 2PP London, 2 Finsbury Avenue

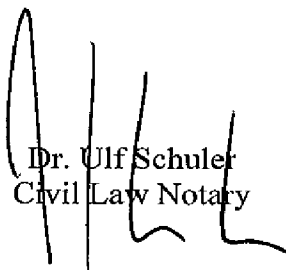
signed the attached document before me in the office of Linklaters LLP, 60325 Frankfurt am Main, Mainzer Landstraße 16, to where I had gone upon request.

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