

01-29-2003



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Form PTO-1594
1-31-92

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Winfred Berg Licensco, Inc. **1-24-03**

Individuals Association
 General Partnership Limited Partnership

Corporation - Delaware
 Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: Deutsche Bank Trust Company Americas

Internal Address:
Street Address: 31 West 52nd Street
City: New York State: New York Zip Code: 10019

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation _____
 Other Collateral Agent

3. Nature of conveyance:

Assignment Merger
 Security Interest Change of Name
 Other

Execution Date: November 25, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

Trademark Registration No.(s)
2156328

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Helen Bruno, Senior Legal Assistant
Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas
City: New York State: New York ZIP: 10036

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41): \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-1705 (in case of deficiency)
(Attach duplicate copy of this page if paying by deposit account)

FINANCE SECTION
JAN 24 AM 7:36
RECORDS

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Helen Bruno [Signature] January 24, 2003
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 7

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

01/28/2003 LMUELLER 00000044 2156328

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40.00 EP

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, Winfred Berg Licensco, Inc. (the "Grantor"), with principal offices at 1105 North Market Street, Suite 1300, Wilmington, Delaware 19801, hereby assigns and grants to Deutsche Bank Trust Company Americas, as Collateral Agent, with principal offices at 31 West 52nd Street, New York, New York 10019 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of November 25, 2002 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). At the request and expense of the Grantor upon or after the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this

Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[Remainder of this page intentionally left blank; signature page follows.]

* * *

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

25th day of November, 2002.

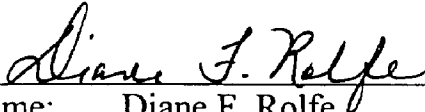
WINFRED BERG LICENSCO, INC., Grantor

By: 

Name: Thomas Jansen

Title: Vice President and Chief Financial
Officer

DEUTSCHE BANK TRUST COMPANY
AMERICAS, as Collateral Agent and Grantee


By: 

Name: Diane F. Rolfe

Title: Vice President

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

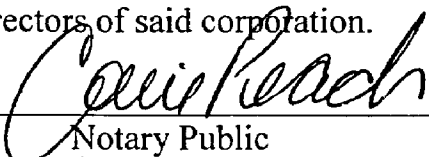
On this 25th day of November, 2002, before me personally came Thomas Jansen who, being by me duly sworn, did state as follows: that he is Vice President and Chief Financial Officer of Winfred Berg Licensco, Inc., that he is authorized to execute the foregoing Grant on behalf of Winfred Berg Licensco, Inc. and that he did so by authority of the Board of Directors of Winfred Berg Licensco, Inc.



Notary Public
CORRIE PEACH
Notary Public, State Of New York
No. 01PE6063594
Qualified In Bronx County
Commission Expires Sept. 4, 20 05

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 25th day of November, 2002, before me personally came Diane F. Rolfe who, being by me duly sworn, did state as follows: that she is Vice President of Deutsche Bank Trust Company Americas, that she is authorized to execute the foregoing Grant on behalf of said corporation and that she did so by authority of the Board of Directors of said corporation.



Notary Public

CORRIE PEACH
Notary Public, State Of New York
No. 01PE6063594
Qualified In Bronx County
Commission Expires Sept. 4, 2005

TRADEMARKS

Winfred Berg Licensco, Inc.

<u>Cur App Dt</u>	<u>Curr App No</u>	<u>Curr Reg D</u>	<u>Curr Reg No</u>	<u>Renewal</u>	<u>Expires</u>
22NO1996	75/202215	12MY1998	2156328	12MY2008	12MY2008
Class & Type: IN 7					
Mark: BERG					
Goods: Machine parts, namely, high tolerance precision molded chains and drive belts, ball and cross roller slides,					
21AU1979	73/228395	15DE1981	1181848	15DE2001	15DE2001
Class & Type: IN 7					
Mark: FLEX-E-BELT					
Goods: Machine drive belts					
19NO1970	72/376551	14SE1971	920211	14SE2001	14SE2001
Class & Type: IN 7					
Mark: MIN-E-PITCH					
Goods: Transmission belts					