

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Confirmation of Intellectual Property Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
NN, Inc.		10/26/2012	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	KEYBANK NATIONAL ASSOCIATION, as Collateral Agent		
Street Address:	127 Public Square		
City:	Cleveland		
State/Country:	OHIO		
Postal Code:	44114		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2271974	NN	
CORRESPONDENCE DATA			
Fax Number:	2164798780		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	216.479.8500		
Email:	trademark@squiresanders.com		
Correspondent Name:	Laura E. Hoag		
Address Line 1:	Squire Sanders (US) LLP		
Address Line 2:	4900 Key Tower, 127 Public Square		
Address Line 4:	Cleveland, OHIO 44114		
ATTORNEY DOCKET NUMBER:	020687.00100		
NAME OF SUBMITTER:	Laura E. Hoag		
Signature:	/LEH/		

CH \$40.00 2271974

Date:

10/29/2012

Total Attachments: 3

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**CONFIRMATION OF INTELLECTUAL PROPERTY
SECURITY AGREEMENT**

THIS CONFIRMATION OF INTELLECTUAL PROPERTY SECURITY AGREEMENT (this “Confirmation”) is made as of October 26, 2012 by NN, Inc., a Delaware corporation, having an office at 2000 Waters Edge Drive, Building C, Suite 12, Johnson City, Tennessee 37604 (the “Company”) in favor of KEYBANK NATIONAL ASSOCIATION, a national banking association having an office at 127 Public Square, Cleveland, Ohio 44114 (“KeyBank”) as Collateral Agent (as defined in the Third Amended and Restated Credit Agreement, as hereinafter defined).

RECITALS

A. The Company, NN Netherlands B.V., a private company with limited liability (*besloten vennootschap met beperkte aanspelijkheid*) incorporated under the laws of the Netherlands, NN International B.V., a private company with limited liability (*besloten vennootschap met beperkte aanspelijkheid*) incorporated under the laws of the Netherlands, NN Slovakia, s.r.o., a limited liability company (*spolocnost s rucenim obmedzenym*) organized under the laws of Slovakia, NN Europe S.p.A. (f/k/a Euroball S.p.A.), a *società per azioni* organized under the laws of Italy (collectively the “Borrowers” and each, individually, a “Borrower”) have entered into that certain Third Amended and Restated Credit Agreement, dated as of the date hereof (as from time to time further amended, restated, modified or supplemented, the “Third Amended and Restated Credit Agreement”) among the Borrowers, various financial institutions (the “Lenders”) and KeyBank, as administrative agent (the “Agent”). Each capitalized term not defined herein has the same meaning as in the Third Amended and Restated Credit Agreement.

B. In connection with the Amended and Restated Credit Agreement, dated as of March 13, 2009, among the Borrowers, the Lenders and the Agent, the Company has entered into that certain Intellectual Property Security Agreement – US Borrower, dated as of March 13, 2009, as confirmed by that certain Confirmation of Intellectual Property Security Agreement, dated as of December 21, 2010 (as from time to time amended, restated, modified or supplemented, the “IP Security Agreement”) in favor of the Collateral Agent,.

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the Company hereby agrees as follows:

1. Confirmation of Security Grant. The Company hereby irrevocably and unconditionally confirms that, pursuant to Section 3 of the IP Security Agreement, the Company has granted to the Collateral Agent, for the benefit of the Secured Creditors (as defined in the Third Amended and Restated Credit Agreement), a continuing security interest in the Collateral (as defined in the IP Security Agreement), including the Collateral listed on Exhibit A.

[Signature Follows on Next Page]

IN WITNESS WHEREOF, the Company has caused this Confirmation to be signed by its authorized officer and duly attested the day and year first above written.

NN, INC.

James H. Dorton

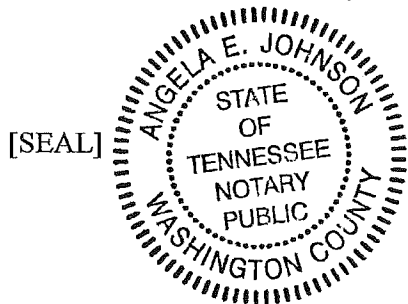
Name: James H. Dorton
Title: Senior Vice President – Corporate Development and Chief Financial Officer

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF Tennessee
COUNTY OF Washington

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On this, the 25 day of October, 2012, before me personally came James Dorton to me known, who, being duly sworn, did depose and state that he is the SVP/CFO of NN, Inc., the company described in and which executed the above instrument; and that he signed his name thereto by order of the Board of Directors of said company.



Angela E. Johnson
Notary Public

My commission expires: 4.30.2014

Exhibit A

NN, Inc. owns the word trademark NN (Registration No. 2,271,974), a typed drawing, registered on August 24, 1999.