

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
Impact Forge Group, LLC		03/21/2011	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Collateral Agent		
Street Address:	1455 Market Street		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94103		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2377533	IMPACT FORGE	
Registration Number:	2379424	OMNI FORGE	
Registration Number:	2379452	NET FORGE	
CORRESPONDENCE DATA			
Fax Number:	(212)859-4000		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-859-8000		
Email:	Alexander.Kim@ffhsj.com,teas@ffhsj.com		
Correspondent Name:	Alexander M. Kim		
Address Line 1:	One New York Plaza		
Address Line 2:	Fried Frank LLP		
Address Line 4:	New York, NEW YORK 10004		
ATTORNEY DOCKET NUMBER:	33388-14 A. KIM		
NAME OF SUBMITTER:	Alexander M. Kim		

CH \$90.00 2377533

Signature:	/AMK/
Date:	03/22/2011
Total Attachments: 5 source=20d - IP Security Agreement - Impact Forge#page1.tif source=20d - IP Security Agreement - Impact Forge#page2.tif source=20d - IP Security Agreement - Impact Forge#page3.tif source=20d - IP Security Agreement - Impact Forge#page4.tif source=20d - IP Security Agreement - Impact Forge#page5.tif	

**Grant of Security Interest
in United States Patents and Trademarks**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Impact Forge Group, LLC, a Delaware limited liability company (the “Grantor”), having its chief executive office at 2805 Norcross Drive, Columbus, IN 47201, hereby grants to Bank of America, N.A., as Collateral Agent, (the “Grantee”), with offices at 1455 Market Street, San Francisco, CA 94103, a security interest in all of the Grantor’s right, title and interest in, to and under the following, whether presently existing or hereafter arising or acquired:

- (i) each United States patent and patent application, including each patent and patent application referred to on Schedule A hereto;
- (ii) each United States trademark, trademark registration and trademark application, and all of the goodwill of the business connected with the use of, and symbolized by, each trademark, trademark registration and trademark application, including each trademark, trademark registration and trademark application referred to in Schedule B hereto; and
- (iii) all products and proceeds of the foregoing, including any claim by the Grantor against third parties for past, present or future infringement of any patent, or past, present or future infringement or dilution of any trademark or trademark registration, including any patent or trademark listed on Schedule A or B hereto, or for injury to the goodwill associated with any trademark, trademark registration or trademark application.

THIS GRANT is granted in conjunction with the security interests granted to the Grantee pursuant to the Pledge and Security Agreement among the Grantor, the Grantee and certain other parties dated as of March 21, 2011, as amended, modified or supplemented from time to time (the “Pledge and Security Agreement”).

THE RIGHTS and remedies of the Grantee with respect to the security interest granted herein are those set forth in the Pledge and Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Agreement are deemed to conflict with the Pledge and Security Agreement, the provisions of the Pledge and Security Agreement shall govern.

THIS GRANT and any lien created herein is subject to the lien priority and other provisions set forth in that certain Intercreditor Agreement dated as of March 30, 2010 among Bank of America, N.A., as ABL Agent for the ABL Secured Parties, each term as defined therein and Bank of America, N.A., as Term Agent for the Term Secured Parties, each term as defined therein, HHI Intermediate Group Holdings, LLC, HHI Holdings, LLC and certain subsidiaries of HHI Intermediate Group Holdings, LLC from time to time party thereto, as amended by that certain Amendment No. 1 to Intercreditor Agreement dated as of March 21, 2011, and, as further amended, restated, supplemented or otherwise modified from time to time.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 21st day of March, 2011.

IMPACT FORGE GROUP, LLC, as Grantor

By: [Signature]
Name: George Thanopoulos
Title: President and Chief Executive Officer

BANK OF AMERICA, N.A., as Collateral Agent,
as Grantee

By: _____
Name:
Title:

STATE OF ILLINOIS
County OF COOK

The foregoing instrument was acknowledged before me this 21st day of March, 2011 by George Thanopoulos as President & CEO of IMPACT FORGE GROUP, LLC, A DELAWARE LIMITED LIABILITY COMPANY, on behalf of IMPACT FORGE GROUP, LLC.



[Signature]
Notary Public

My Commission Expires:
July 9, 2014

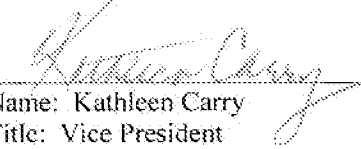
[Patent and Trademark Agreement (Impact Forge Group)]

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the _____ day of March, 2011.

IMPACT FORGE GROUP, LLC, as Grantor

By: _____
Name: George Thanopoulos
Title: President and Chief Executive Officer

BANK OF AMERICA, N.A., as Collateral Agent,
as Grantee

By:  _____
Name: Kathleen Carry
Title: Vice President

STATE OF _____
_____ OF _____

The foregoing instrument was acknowledged before me this ____ day of March, 2011 by _____ as _____ of IMPACT FORGE GROUP, LLC, A DELAWARE LIMITED LIABILITY COMPANY, on behalf of IMPACT FORGE GROUP, LLC.

[STAMP/SEAL]

Notary Public

My Commission Expires:

[Patent and Trademark Agreement (Impact Forge Group)]

Schedule A to Patent and Trademark Agreement

PATENTS AND PATENT APPLICATIONS

Serial No. or Patent No.	Application Date	Issue Title	Country	Patent Holder
5544413	8/13/1996	Method and Apparatus for Manufacturing Flashless Metal Connecting Rod	US	Impact Forge Group, LLC
6041640	3/28/2000	Spiral and Hypoid Tooth Member and method and Device for Forming the Same	US	Impact Forge Group, LLC
6059378	5/9/2000	Taperlock Axle Apparatus and Flange	US	Impact Forge Group, LLC

Schedule B to Patent and Trademark Agreement

TRADEMARKS

Registration No.	Country	Registration Date	Mark
2377533	US	8/15/2000	IMPACT FORGE
2379424	US	8/22/2000	OMNI FORGE
2379452	US	8/22/2000	NET FORGE
50097300	Indiana	3/27/1986	UPPER CASE LETTER "I" SHAPED LIKE A SOLID BLACK FORGING HAMMER WITH TWO RED ARROWS.
50103415	Indiana	10/25/1995	"OMNI FORGE, INC." WITH A DESIGN CONSISTING OF THREE ARROWS IN
500999858	Indiana	12/13/1989	Net Forge, Inc.