

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM460471

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
AMG VANADIUM LLC		02/01/2018	Limited Liability Company: DELAWARE
AMG ALUMINUM NORTH AMERICA, LLC		02/01/2018	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	HSBC BANK USA, NATIONAL ASSOCIATION		
Street Address:	452 5TH AVENUE (10E7)		
City:	NEW YORK		
State/Country:	NEW YORK		
Postal Code:	10018		
Entity Type:	NATIONAL ASSOCIATION: UNITED STATES		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	3263163	FENIMOLY	
Registration Number:	2690052	FEROVAN	
Registration Number:	836208	TIBOR	
Registration Number:	1702399	TICAR	
Registration Number:	846123	TITAL	
CORRESPONDENCE DATA			
Fax Number:	6508385109		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	650-838-3743		
Email:	JLIK@SHEARMAN.COM		
Correspondent Name:	BENJAMIN PETERSEN		
Address Line 1:	1460 EL CAMINO REAL, 2ND FLOOR		
Address Line 2:	SHEARMAN & STERLING LLP		
Address Line 4:	MENLO PARK, CALIFORNIA 94025		
ATTORNEY DOCKET NUMBER:	36778/21		
NAME OF SUBMITTER:	BENJAMIN PETERSEN		

CH \$140.00 3263163

SIGNATURE:	/BENJAMIN PETERSEN/
DATE SIGNED:	02/01/2018
Total Attachments: 5 source=0 - AMG Trademark Security Agreement#page1.tif source=0 - AMG Trademark Security Agreement#page2.tif source=0 - AMG Trademark Security Agreement#page3.tif source=0 - AMG Trademark Security Agreement#page4.tif source=0 - AMG Trademark Security Agreement#page5.tif	

TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT dated as of February 1, 2018 (this “Agreement”), by and among each of the entities listed on the signature pages hereto as a “Grantor” (each a “Grantor”) and HSBC BANK USA, NATIONAL ASSOCIATION, in its capacity as administrative agent and collateral agent under the Credit Agreement referenced below (in such capacities, the “Administrative Agent”).

WHEREAS, reference is made to (a) the Credit Agreement dated as of February 1, 2018 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Credit Agreement”), by and among AMG ADVANCED METALLURGICAL GROUP N.V., a *naamloze vennootschap* organized under the laws of the Netherlands (the “Parent Borrower”), METALLURG, INC., a Delaware corporation (the “U.S. Borrower”), AMG INVEST GMBH, a limited liability company organized under the laws of Germany (the “German Borrower” and, together with the Parent Borrower and the U.S. Borrower, each a “Borrower” and collectively the “Borrowers”), the lenders and issuing banks from time to time party thereto and the Administrative Agent and (b) the Pledge and Security Agreement dated as of February 1, 2018 (the “Security Agreement”), by and among the Borrowers, the Subsidiary Parties from time to time party thereto and the Administrative Agent;

WHEREAS, the Lenders have agreed to extend credit to the Borrowers subject to the terms and conditions set forth in the Credit Agreement; and

WHEREAS, each Grantor is willing to execute and deliver this Agreement as consideration for such extensions of credit.

NOW, THEREFORE, for good and valuable consideration, the sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Security Agreement or the Credit Agreement, as applicable.

SECTION 2. Grant of Security Interest. As security for the payment or performance, as the case may be, in full of the Secured Obligations, each Grantor hereby grants to the Administrative Agent, its successors and assigns, for the benefit of the Secured Parties, a security interest (the “Security Interest”) in all of such Grantor’s right, title and interest in, to and under any Trademarks now owned or at any time hereafter acquired by such Grantor (in each case that constitute Material IP), including those listed on Schedule I hereto (the “Collateral”).

SECTION 3. Security Agreement. The Security Interest granted to the Administrative Agent herein is granted in furtherance, and not in limitation, of the security interests granted to the Administrative Agent pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect

to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Security Agreement, the terms of the Security Agreement shall govern.

SECTION 4. Counterparts. This Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original but all of which when taken together shall constitute a single contract. Delivery of an executed signature page to this Agreement by facsimile or other electronic transmission shall be effective as delivery of a manually signed counterpart of this Agreement.

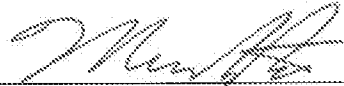
SECTION 5. Recordation. Each Grantor authorizes and requests that the Commissioner for Trademarks of the United States Patent and Trademark Office record this Agreement.

SECTION 6. CHOICE OF LAW. THIS SECURITY AGREEMENT AND ANY CLAIM, CONTROVERSY OR DISPUTE ARISING UNDER OR RELATED TO THIS SECURITY AGREEMENT, WHETHER IN TORT, CONTRACT (AT LAW OR IN EQUITY) OR OTHERWISE, SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.

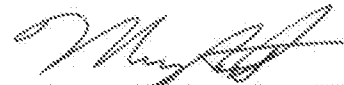
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IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.


AMG VANADIUM LLC, as a Grantor

By: 
Name: Michael Paratore
Title: Vice President and Assistant Secretary

AMG ALUMINUM NORTH AMERICA, LLC, as a Grantor

By: 
Name: Michael Paratore
Title: Authorized Signatory

HSBC BANK USA, NATIONAL ASSOCIATION, as
Administrative Agent

By: 
Name: Donald M. Rappley
Title: *Asst. Transaction Manager*

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 006263 FRAME: 0648

SCHEDULE I

TRADEMARK	REGISTRATION NO.	REGISTRATION DATE	OWNER
FENIMOLY FENIMOLY	3263163	July 10, 2013	AMG Vanadium LLC
FEROVAN	2690052	February 25, 2003	AMG Vanadium LLC
TIBOR	836208	October 3, 1967	AMG Aluminum North America, LLC
TICAR	1702399	July 21, 1992	AMG Aluminum North America, LLC
TITAL	0846123	March 19, 1968	AMG Aluminum North America, LLC