

**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
HB Performance Systems, Inc.		05/03/2010	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	M&I Marshall & Ilsley Bank
Street Address:	770 North Water Street
City:	Milwaukee
State/Country:	WISCONSIN
Postal Code:	53202
Entity Type:	Banking Corporation: WISCONSIN

**PROPERTY NUMBERS Total: 7**

Property Type	Number	Word Mark
Serial Number:	77176650	HB AFTERMARKET PRODUCTS
Serial Number:	77176634	HB CUSTOM PRODUCTS
Registration Number:	2755494	HAYES BRAKE LLC HB
Registration Number:	3342801	HBPSI
Registration Number:	3429291	HB PERFORMANCE SYSTEMS
Registration Number:	3661270	HB
Registration Number:	3673080	HB PERFORMANCE SYSTEMS

**CORRESPONDENCE DATA**

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*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 414 277 5675  
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CH \$190.00 77176650

Address Line 4: Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER: 630027.00255

NAME OF SUBMITTER: Marta S. Levine

Signature: /MartaLevine/

Date: 05/13/2010

Total Attachments: 5  
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CONFIRMATORY GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (the "Confirmatory Grant") is made effective as of the 3rd day of May, 2010 by and from HB Performance Systems, Inc. (the "Grantor"), a Delaware corporation, whose principal address is 5800 West Donges Bay Road, Mequon, Wisconsin 53092, to and in favor of M&I MARSHALL & ILSLEY BANK, for itself and as Agent for the Lenders (as defined in the Security Agreement referenced below) (M&I Marshall & Ilsley Bank, for itself and as Agent for the Lenders, is hereinafter referred to as the "Grantee").

WHEREAS, Grantor and Grantee have entered into a Security Agreement dated June 10, 2005, as amended by Amendment No. 1 to Security Agreements dated of even date herewith (as further amended from time to time, the "Security Agreement").

WHEREAS, the Grantor has adopted, used and is using the trademarks (the "Trademarks") listed on Exhibit A attached hereto, which Trademarks are registered or pending registration with the United States Patent and Trademark Office.

WHEREAS, this Confirmatory Grant has been granted in conjunction with the security interest granted to Grantee under the Security Agreement. The rights and remedies of Grantee with respect to the security interest granted herein are without prejudice to and are in addition to those 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 Confirmatory Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.


NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

- 1) Definitions. All capitalized terms not defined herein shall have the respective meaning given to them in the Security Agreement.
- 2) The Security Interest.
  - (a) This Confirmatory Grant is made to secure the satisfactory performance and payment of all the Obligations of Grantor and the other Borrowers (as defined in the Security Agreement), pursuant to the Security Agreement. Upon the payment in full of all Obligations, Grantee shall, upon such satisfaction, execute, acknowledge, and deliver to Grantor an instrument in writing releasing the security interest in the Trademarks acquired under this Confirmatory Grant.

- (b) The Grantor hereby grants to Grantee a security interest in (1) all of Grantor's right, title and interest in and to the Trademarks set forth in Exhibit A now owned or from time to time after the date hereof owned or acquired by the Grantor, together with (2) all proceeds and products of the Trademarks, (3) the goodwill of the businesses with which the Trademarks are associated, and (4) all causes of action arising prior to or after the date hereof for infringement of any of the Trademarks or unfair competition regarding the same.

IN WITNESS WHEREOF, the Grantor has executed this Confirmatory Grant of Security Interest effective as of the above-indicated date.

HB Performance Systems, Inc.

By: 

Name: ROD FOSTER

Title: CEO, Secretary and  
Treasurer




Signature Page for Grant of  
Security Interest in United States Trademarks - HB Performance Systems, Inc.

TRADEMARK  
REEL: 004205 FRAME: 0405

CONFIRMATORY GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS  
Exhibit A - SCHEDULE OF TRADEMARKS

Attached

**Schedule of U.S. Intellectual Property  
HB Performance Systems, Inc.**

<b>U.S. Trademarks HB Performance Systems, Inc.</b>	<b>Reg. (App.) No.</b>	<b>Issue (Filing) Date</b>
HB AFTERMARKET PRODUCTS	(77176650)	(April 22, 2008)
HB CUSTOM PRODUCTS	(77176634)	(May 9, 2007)
HAYES BRAKE LLC HB and Design 	2755494	August 26, 2003 *
HBPSI	3342801	November 27, 2007
HB PERFORMANCE SYSTEMS and Design 	3429291	May 20, 2008
HB and Design 	3661270	July 28, 2009
HB PERFORMANCE SYSTEMS	3673080	August 25, 2009

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