

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
Cloyes Gear and Products, Inc.		03/21/2011	CORPORATION: OHIO

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: 10

Property Type	Number	Word Mark
Registration Number:	1198609	TRUE
Registration Number:	1198608	PLUS
Registration Number:	1370932	CLOYES
Registration Number:	1380128	CLOYES
Registration Number:	1755179	HEX-A-JUST
Registration Number:	1995236	STIFFBACK
Registration Number:	2068437	D
Registration Number:	2191699	THE FULL LINE MANUFACTURER
Registration Number:	3566995	QUICK ADJUST
Registration Number:	3587888	DYNAGEAR

CORRESPONDENCE DATA

Fax Number: (212)859-4000
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-859-8000

900187194

**TRADEMARK
 REEL: 004502 FRAME: 0938**

CH \$265.00 1198609

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
Signature:	/AMK/
Date:	03/22/2011

Total Attachments: 9

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

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Cloyes Gear and Products, Inc., an Ohio corporation (the “Grantor”), having its chief executive office at 6101 Phoenix Avenue #2, Fort Smith, AR 72903, 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.

CLOYES GEAR AND PRODUCTS, INC., as
Grantor

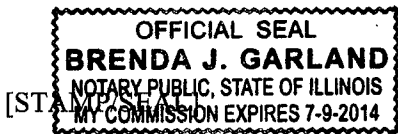
By: [Signature]
Name: Anthony Blake
Title: Vice President-Finance and Treasurer

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

By: _____
Name: Kathleen Carry
Title: Vice President

STATE OF ILLINOIS
County OF COOK

The foregoing instrument was acknowledged before me this 21st day of March, 2011 by Anthony Blake as Vice President of CLOYES GEAR AND PRODUCTS, INC., AN OHIO CORPORATION, on behalf of CLOYES GEAR AND PRODUCTS, INC..



[Signature]
Notary Public

My Commission Expires:
July 9, 2014

[Parent and Trademark Agreement (Cloyes Gear and Products, Inc.)]

TRADEMARK
REEL: 004502 FRAME: 0941

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

CLOYES GEAR AND PRODUCTS, INC., as
Grantor

By: _____
Name: M. Trevor Myers
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 CLOYES GEAR AND PRODUCTS, INC., AN OHIO CORPORATION, on behalf of CLOYES GEAR AND PRODUCTS, INC..

[STAMP/SEAL]

Notary Public

My Commission Expires:

{Parent and Trademark Agreement (Cloyes Gear and Products, Inc.)}

Schedule A to Patent and Trademark Agreement

PATENTS AND PATENT APPLICATIONS

Serial No. or Patent No.	Application Date	Issue Title	Country	Patent Holder
5,174,169	5/8/1992	Angularly Adjustable Timing Gear	US	Cloyes Gear and Products, INC.
5,181,432	11/26/1991	Timing Gear Having Different Keyways	US	Cloyes Gear and Products, INC.
5,286,234	7/27/1992	Chain Tensioner Apparatus	US	Cloyes Gear and Products, INC.
5,425,680	7/19/1994	Snap-Fit Chain Tensioner Apparatus and Method	US	Cloyes Gear and Products, INC.
5,495,776	11/1/1993	Cam Shaft Timing Adjustment Device	US	Cloyes Gear and Products, INC.
5,645,024	10/26/1995	Camshaft End-Play Adjustment Device	US	Cloyes Gear and Products, INC.
5,711,732	4/30/1996	Chain Tensioner Apparatus and Method	US	Cloyes Gear and Products, INC.
5,738,055	4/1/1997	Adjustable Camshaft Timing Device	US	Cloyes Gear and Products, INC.
5,782,625	12/7/1995	Automatic Tensioner with One-Pin Locking Mechanism	US	Cloyes Gear and Products, INC.
5,797,818	2/26/1997	Chain Tensioner with Damping Feature	US	Cloyes Gear and Products, INC.
5,848,948	8/2/1996	Roller Chain Timing Drive Having Reduced Noise	US	Cloyes Gear and Products, INC.
5,876,295	1/23/1997	Roller Chain Drive System Having Improved Noise Characteristics	US	Cloyes Gear and Products, INC.
5,921,878	6/19/1997	Roller Chain Drive System Having Improved Noise Characteristics	US	Cloyes Gear and Products, INC.

5,921,879	12/17/1997	Random Engagement Roller Chain Sprocket with Staged Meshing and Flank Relief to Provide Improved Noise Characteristics	US	Cloyes Gear and Products, INC.
5,976,045	7/25/1997	Random Engagement Roller Chain Sprocket Having Improved Noise Characteristics	US	Cloyes Gear and Products, INC.
5,993,344	5/12/1999	Roller Chain Drive System Having improved Noise Characteristics	US	Cloyes Gear and Products, INC.
5,997,424	3/26/1999	Random Engagement Roller Chain Sprocket with Staged Meshing and Root Relief to Provide Improved Noise Characteristics	US	Cloyes Gear and Products, INC.
6,030,306	8/14/1998	Method for Chain Meshing Phasing on a V-Engine Camshaft Drive to Reduce Noise	US	Cloyes Gear and Products, INC.
6,090,003	10/15/1999	Random Engagement Roller Sprocket Having Improved Noise Characteristics	US	Cloyes Gear and Products, INC.
6,179,741	8/25/1999	Random Engagement Roller Chain Sprocket with Cushion Rings and Root Relief for Improved Noise Characteristics	US	Cloyes Gear and Products, INC.
6,325,734	5/27/1999	Random Engagement Roller Chain Sprocket with Staged Meshing and Flank Relief to Provide Improved Noise Characteristics	US	Cloyes Gear and Products, INC.

6,354,972	12/23/1999	Chain Tensioner Assembly Having a Single-Fastener Mounting Arrangement	US	Cloyes Gear and Products, INC.
6,371,875	12/1/2000	Random engagement roller chain sprocket with cushion rings and root relief for improved noise characteristics	US	Cloyes Gear and Products, INC.
6,532,923	6/28/2002	Adjustable Cam Sprocket	US	Cloyes Gear and Products, INC.
6,572,502	2/10/2000	Chain Tensioner for Use in a Confined Space	US	Cloyes Gear and Products, INC.
6,623,391	10/16/2001	Blade-Type Mechanical Chain Tensioner with External Strengthening Rib	US	Cloyes Gear and Products, INC.
6,758,777	11/16/2001	Snap-Fit Guide with Locking Connector Arrangement	US	Cloyes Gear and Products, INC.
12/814,963	06/14/2010	Inverted Tooth Chain and Sprocket Drive System with Reduced Meshing Impact	US	Cloyes Gear and Products, INC.
6,761,657	12/4/2001	Roller Chain Sprocket with Added Chordal Pitch Reduction	US	Cloyes Gear and Products, INC.
6,910,980	3/18/2003	Cushion Ring Sprocket Assembly and Method	US	Cloyes Gear and Products, INC.
6,913,552	1/23/2003	Snap-Fit Chain Guide with Saw-Tooth Fixing Feature	US	Cloyes Gear and Products, INC.
6,988,479	4/22/2003	Integrated Drive Sprocket and Gear for Balance Shaft	US	Cloyes Gear and Products, INC.
7,074,147	4/16/2002	Roller Chain Sprocket with Symmetric Cushion Rings	US	Cloyes Gear and Products, INC.

7,094,170	5/6/2003	Cushioned Sprocket and Improved Inverted Tooth Chain for Use with Same	US	Cloyes Gear and Products, INC.
7,163,479	6/4/2004	Snap-Fit Chain Guide with Locking Connector Arrangement	US	Cloyes Gear and Products, INC.
7,232,392	4/4/2005	Cushion Ring Sprocket Assembly and Method	US	Cloyes Gear and Products, INC.
7,252,066	1/23/2006	Integrated Drive Sprocket and Gear for Balance Shaft	US	Cloyes Gear and Products, INC.
7,371,200	7/6/2006	Roller Chain Sprocket with Resilient Cushion Rings and Root Relief	US	Cloyes Gear and Products, INC.
7,416,500	4/1/2004	Random Engagement Roller Chain Sprocket and Timing Chain System Including Same	US	Cloyes Gear and Products, INC.
11210599	8/24/2005	Inverted Tooth Chain Sprocket with Frequency Modulated Meshing	US	Cloyes Gear and Products, INC.
7,789,783	09/07/2010	Inverted Tooth Chain System With Inside Flank Engagement	US	Cloyes Gear and Products, INC.
11541209	9/29/2006	Multiple-cushion ring sprocket assembly	US	Cloyes Gear and Products, INC.
11716326	3/9/2007	Automotive Parts Kit Differentiation System	US	Cloyes Gear and Products, INC.
7,845,320	12/07/2010	Adjustable Camshaft Sprocket Assembly and Tool for Same	US	Cloyes Gear and Products, INC.
12/939,437	11/04/2010	Adjustable Camshaft Sprocket Assembly and Tool for Same	US	Cloyes Gear and Products, INC.

12151944	5/9/2008	Inverted Tooth Chain Sprocket with Frequency Modulated Meshing	US	Cloyes Gear and Products, INC.
13/043,932	3/9/2011	Inverted Tooth Chain and Sprocket Drive System with Reduced Meshing Impact	US	Cloyes Gear and Products, INC.
11541210	9/29/2006	Roller Chain Sprocket Having an Improved Tooth Form and Metal Cushion Rings	US	Cloyes Gear and Products, INC.
12556332	09/09/2009	Inverted Tooth Chain and Sprocket Drive System with Reduced Noise Characteristics	US	Cloyes Gear and Products, INC.
60252592	11/6/2006	Roller Chain Sprocket with Resilient Cushion Rings and Root Relief	US	Cloyes Gear and Products, INC.
12349826	1/7/2009	Captive Fastener Apparatus for Chain Guide or Tensioner Arm	US	Cloyes Gear and Products, INC.
61/372,088	-	Blade Tensioner with Spring Retaining Features	US	Cloyes Gear and Products, INC.
61/378,306	-	Blade Tensioner with Spring Retaining Features	US	Cloyes Gear and Products, INC.
61/321,255	-	Inverted Tooth Chain Sprocket with Frequency Modulated Meshing Features	US	Cloyes Gear and Products, INC.

Schedule B to Patent and Trademark Agreement

TRADEMARKS

Registration No.	Country	Registration Date	Mark
1198609	US	6/22/1982	TRUE
1198608	US	6/22/1982	PLUS
1370932	US	11/19/1985	CLOYES
1380128	US	1/26/1986	CLOYES AND DESIGN
1755179	US	3/2/1993	HEX-A-JUST
1995236	US	8/20/1996	STIFFBACK
2068437	US	6/10/1997	D DESIGN
2191699	US	9/29/1998	THE FULL LINE MANUFACTURER
3566995	US	1/27/2009	QUICK ADJUST
3587888	US	3/10/2009	DYNAGEAR