



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): NACO, INC. 9.26.01
Individual(s) Association
General Partnership Limited Partnership
[X] Corporation-State
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: ING FURMAN SELZ INVESTORS III LP
Internal Address:
Street Address: 55 East 52nd Street
City: New York State: NY Zip: 10055
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State
[X] Other Collateral Agent
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
[X] Other Release of Security Interest
Execution Date: May 2, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) See Exhibit A attached hereto
Additional number(s) attached Yes No

B. Trademark Registration No.(s) 2114293

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Debra A. Kozlowski
Internal Address: Sidley Austin Brown & Wood
Street Address: Bank One Plaza 10 S. Dearborn Street
City: Chicago State: IL Zip: 60603

6. Total number of applications and registrations involved: 3
7. Total fee (37 CFR 3.41) \$ 90.00
[X] Enclosed
Authorized to be charged to deposit account
8. Deposit account number: 19-2165
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.
Debra A. Kozlowski Signature September 26, 2001 Date
Name of Person Signing
Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

EXHIBIT A
TRADEMARKS
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TRADEMARKS

<u>Trademark</u>	<u>Number</u>	<u>Date</u>
Advanced Vehicle Dynamics	2114293	11/18/97
NCM	2174523	7/21/98
High Endurance	2273316	8/31/99

NACO, INC.

**RELEASE OF
SECURITY INTERESTS IN TRADEMARKS**

WHEREAS, NACO, Inc. ("Grantor") entered into that certain TRADEMARK SECURITY AGREEMENT (as from time to time amended, supplemented or modified) ("Security Agreement") dated as of MAY 2, 2001 by and between NACO, INC., a Delaware corporation and ING FURMAN SELZ INVESTORS III LP, a Delaware limited partnership, as collateral agent (the "Collateral Agent") for the Secured Creditors (as defined therein).;

WHEREAS, Grantor granted to Collateral Agent, under the terms of the Security Agreement, a continuing security interest (the "Security Interest") in favor of Collateral Agent in and to all of Grantor's trademarks (the "Intellectual Property") described in the Security Agreement;

WHEREAS, Grantor granted the Security Interest to Collateral Agent in order to secure the complete and timely satisfaction of its obligations under the Security Agreement (the "Secured Obligations");

WHEREAS, Grantor has satisfied the Secured Obligations and Collateral Agent has agreed to release the Security Interest in the Intellectual Property;

NOW, THEREFORE, in consideration of the foregoing and intending to be legally bound, Collateral Agent hereby releases the Security Interest in the Intellectual Property, hereby waives and relinquishes all its rights, powers, privileges and remedies related to the Intellectual Property with respect to Grantor and Grantor's successors and assigns under the Security Agreement, hereby sells, assigns, transfers and sets over to Grantor and Grantor's successors and assigns any right, title or interest in or to the Intellectual Property described in the Security Agreement, including, without limitation, the trademark registrations and applications set forth on Schedule A hereto, and the goodwill associated therewith, and hereby releases Grantor and Grantor's successors and assigns from all covenants, obligations, liabilities and warranties related to the Intellectual Property under the Security Agreement.

ING FURMAN SELZ INVESTORS III LP,
as Collateral Agent

By: *Sheelart*

Title: Managing Member of FS Private

Date: Investments, the Manager

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