

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Release of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Manufacturers and Traders Trust Company		04/23/2007	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	TB Wood's Enterprises, Inc.		
Street Address:	300 Delaware Avenue		
Internal Address:	Suite 1704		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19801		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 34			
Property Type	Number	Word Mark	
Registration Number:	2165737	ALL-PRO	
Registration Number:	1164393	BRAKETRON	
Registration Number:	1409209	DECK	
Registration Number:	0859264	DISC-O-TORQUE	
Registration Number:	1116828	DURA-FLEX	
Registration Number:	2169361	E-FLOW	
Registration Number:	1333061	E-TRAC	
Registration Number:	2156683	E-TROL+PLUS	
Registration Number:	1361466	FIRST IN COUPLINGS	
Registration Number:	2152362	FORM-FLEX	
Registration Number:	2261432	IMD	
Registration Number:	2152366	NLS	
Registration Number:	2986366	PDA-TRAC	

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Registration Number:	2641082	PETRO-TRAC
Registration Number:	2191918	POOLE
Registration Number:	2723745	QT POWER CHAIN
Registration Number:	0859263	ROTO-CAM
Registration Number:	0676279	ROTO CONE
Registration Number:	2257668	S-TRAC
Registration Number:	1686040	SUPERSTART
Registration Number:	0645415	SURE GRIP
Registration Number:	0668649	SURE-FLEX
Registration Number:	0646423	SURE-GRIP
Registration Number:	1109150	SURE-GRIP
Registration Number:	2152364	TRUETUBE
Registration Number:	0862655	ULTRACON
Registration Number:	2150835	ULTRACON II
Registration Number:	2351349	ULTRA-HELIX
Registration Number:	1001969	ULTRA-V
Registration Number:	1001970	ULTRA-V
Registration Number:	1070167	U-TROL
Registration Number:	2152365	VAR-A-CONE
Registration Number:	2059245	W TB WOOD'S
Registration Number:	2801090	WOOD'S@WORK

CORRESPONDENCE DATA

Fax Number: (212)554-7700
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (212) 554-7693
 Email: hsiegel@mosessinger.com
 Correspondent Name: Howard L. Siegel, Esq.
 Address Line 1: 405 Lexington Avenue, The Chrysler Bldg.
 Address Line 2: MOSES & SINGER LLP
 Address Line 4: New York, NEW YORK 10174-1299

ATTORNEY DOCKET NUMBER:	010855-0101
NAME OF SUBMITTER:	Howard L. Siegel, Esq.
Signature:	/Howard L. Siegel/
Date:	05/02/2007

Total Attachments: 3

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TRADEMARK

REEL: 003533 FRAME: 0608

RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS, dated as of April 23, 2007 (this "Release"), is made by Manufacturers and Traders Trust Company, (i) in its capacity as a collateral agent and funding agent (in such capacity, the "Agent"), for itself and for the lenders (the "Lenders") party to that certain Loan and Security Agreement, dated as of January 7, 2005 (as amended or modified from time to time, the "Loan and Security Agreement"), by and among TB Wood's Incorporated, Plant Engineering Consultants, LLC and TB Wood's Enterprises, Inc., as borrowers (collectively, the "Borrowers"), TB Wood's Corporation and TB Wood's Canada, Ltd., as guarantors (collectively, the "Guarantors"), and, together with the Borrowers, the "Grantors"), the Agent and the Lenders, (ii) in its capacity as collateral agent under that certain Patents, Trademarks, Copyrights and Licenses Security Agreement (Trademark), dated as of January 7, 2005 (as amended or modified from time to time and filed with the U.S. Patent and Trademark Office at [insert recording information], the "TBWI Trademark Security Agreement"), between TB Wood's Incorporated and the Agent, and (iii) in its capacity as collateral agent under that certain Patents, Trademarks, Copyrights and Licenses Security Agreement (Trademark), dated as of January 7, 2005 (as amended or modified from time to time and filed with the U.S. Patent and Trademark Office at [insert recording information], the "TBWE Trademark Security Agreement"), between TB Wood's Enterprises, Inc. and the Agent.

WITNESSETH:

WHEREAS, pursuant to the Loan and Security Agreement, the TBWI Trademark Security Agreement and the TBWE Trademark Security Agreement, the Grantors granted to the Agent a security interest in certain of the Grantors' trademarks and, in particular, the trademarks set forth on Schedule 1 hereto, including the registrations and pending applications therefore and goodwill of the Grantors' business symbolized thereby (collectively, the "Trademark Collateral");

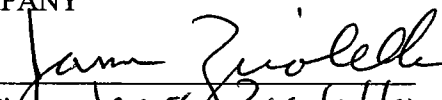
WHEREAS, all outstanding amounts under the Loan and Security Agreement have been paid in full and all commitments to lend thereunder have been terminated and, in connection therewith, the Agent has executed a payoff letter dated as of April 5, 2007;

WHEREAS, the Agent wishes to further evidence the release of all its security interest in, to and under the Trademark Collateral.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Agent does, for itself and for the Lenders, hereby release all of its security interest in, to and under the Trademark Collateral, and discharges, quit claims and relinquishes unto the Grantors (in each case without recourse and without any representation or warranty) any and all right, title and interest it has in, to and under the Trademark Collateral.

IN WITNESS WHEREOF, the Agent has caused this Release to be duly executed and delivered by its officer thereunto duly authorized as of the day and year first above written.

MANUFACTURERS AND TRADERS TRUST
COMPANY

By: 
Name: James Zicchetto
Title: Vice President

SCHEDULE 1

Trademark Registrations/Applications

Grantor	Country	Mark	Application/ Registration No.	App/Reg Date
TB Wood's Enterprises, Inc.	United States	ALL-PRO	75/290,731/ 2,165,737	5/12/1997/ 6/16/1998
TB Wood's Enterprises, Inc.	United States	BRACKETRON	73/254,657/ 1,164,393	3/19/1980/ 8/11/1981
TB Wood's Enterprises, Inc.	United States	DECK (stylized)	73/581,633/ 1,409,209	2/7/1986/ 9/16/1986
TB Wood's Enterprises, Inc.	United States	DISC-O-TORQUE	72/285,224/ 859,264	11/20/1967/ 10/29/1968
TB Wood's Enterprises, Inc.	United States	DURA-FLEX	73/158,649/ 1,116,828	2/13/1978/ 4/24/1979
TB Wood's Enterprises, Inc.	United States	E-FLOW	75/280,015/ 2,169,361	4/23/1997/ 6/30/1998
TB Wood's Enterprises, Inc.	United States	E-trAC (Stylized)	73/491,494/ 1,333,061	7/24/1984/ 4/30/1985
TB Wood's Enterprises, Inc.	United States	E-TROL+PLUS	75/273,178/ 2,156,683	4/11/1997/ 5/12/1998
TB Wood's Enterprises, Inc.	United States	FIRST IN COUPLINGS	73/526,310/ 1,361,466	3/11/1985/ 9/24/1985
TB Wood's Enterprises, Inc.	United States	FORM-FLEX	75/273,175/ 2,152,362	4/11/1997/ 4/21/1998
TB Wood's Enterprises, Inc.	United States	IMD	75/272,935/ 2,261,432	4/11/1997/ 7/13/1999
TB Wood's Enterprises, Inc.	United States	NLS	75/273,181/ 2,152,366	4/11/1997/ 4/21/1998
TB Wood's Enterprises, Inc.	United States	PDA-TRAC	78/329,999 2,986,366	11/19/2003/ 8/16/2005
TB Wood's Enterprises, Inc.	United States	PETRO-TRAC	78/052,072/ 2,641,082	3/8/2001/ 10/22/2002
TB Wood's Enterprises, Inc.	United States	POOLE	75/251,697/ 2,191,918	2/28/1997/ 9/29/1998
TB Wood's Enterprises, Inc.	United States	QT POWER CHAIN	76/403,299/ 2,723,745	5/2/2002/ 6/10/2003
TB Wood's Enterprises, Inc.	United States	ROTO-CAM	72/285,223/ 859,263	11/20/1967/ 10/29/1968
TB Wood's Enterprises, Inc.	United States	ROTO-CONE	72/015,359/ 676,279	9/10/1956/ 3/31/1959
TB Wood's Enterprises, Inc.	United States	S-TRAC	75/272,936/ 2,257,668	4/11/1997/ 6/29/1999
TB Wood's Enterprises, Inc.	United States	SUPERSTART	74/104,389/ 1,686,040	10/9/1990/ 5/12/1992
TB Wood's	United States	SURE GRIP	71/640,418/	1/6/1953/

Grantor	Country	Mark	Application/ Registration No.	App/Reg Date
Enterprises, Inc.		(stylized)	645,415	5/14/1957
TB Wood's Enterprises, Inc.	United States	SURE-FLEX (stylized)	72/043,720/ 668,649	1/9/1958/ 10/21/1958
TB Wood's Enterprises, Inc.	United States	SURE-GRIP	71/575,508/ 646,423	3/15/1949/ 6/4/1957
TB Wood's Enterprises, Inc.	United States	SURE-GRIP	73/136,699/ 1,109,150	8/8/1977/ 12/19/1978
TB Wood's Enterprises, Inc.	United States	TRUETUBE	75/273,177/ 2,152,364	4/11/1997/ 4/21/1998
TB Wood's Enterprises, Inc.	United States	ULTRACON	72/300,318/ 862,655	6/13/1968/ 12/31/1968
TB Wood's Enterprises, Inc.	United States	ULTRACON II	75/273,179/ 2,150,835	4/11/1997/ 4/14/1998
TB Wood's Enterprises, Inc.	United States	ULTRA-HELIX	75/559,570/ 2,351,349	9/25/1998/ 5/23/2000
TB Wood's Enterprises, Inc.	United States	ULTRA-V	73/001,734/ 1,001,969	10/9/1973/ 1/21/1975
TB Wood's Enterprises, Inc.	United States	ULTRA-V	73/003,203/ 1,001,970	10/10/1973/ 1/21/1975
TB Wood's Enterprises, Inc.	United States	U-TROL	73/104,511/ 1,070,167	10/26/1976/ 7/26/1977
TB Wood's Enterprises, Inc.	United States	VAR-A-CONE	75/273,180/ 2,152,365	4/11/1997/ 4/21/1998
TB Wood's Enterprises, Inc.	United States	W TB WOOD'S (and design)	75/107,136/ 2,059,245	5/20/1996/ 5/6/1997
TB Wood's Enterprises, Inc.	United States	WOOD'S@WOR K	76/402,992/ 2,801,090	5/2/2002/ 12/30/2003